

ACCA



PAPER F4

公司法与商法（中国）

**CORPORATE AND
BUSINESS LAW
(CHINESE)**

BPP Learning Media 著

FOR EXAMS IN 2010

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In this ACCA approved edition

- We discuss the best strategies for studying for ACCA exams
- We highlight the most important elements in the syllabus and the key skills you will need
- We signpost how each chapter links to the syllabus and the study guide
- We provide lots of exam focus points demonstrating what the examiner will want you to do
- We emphasise key points in regular fast forward summaries
- We test your knowledge of what you've studied in quick quizzes
- We examine your understanding in our exam question bank



FOR EXAMS IN JUNE AND DECEMBER 2010



华中科技大学出版社

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F4 中国（课本）简介

本课本帮助你了解广阔的企业环境，并理解有效管理的基础概念。我们的课本设计注重大纲中最重要的方面，包括：

- 法律制度的基本要素
- 物权法
- 劳动合同法
- 公司法
- 证券法

F4 中国课本经由考官审核，让读者从一无所知的新手成长为深谙企业相关的法律问题的会计师。课本全面涵盖通过 ACCA 法律考试所必需的所有细节，考官对其评价是“它让你的学习乐在其中”。

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Knowledge Module

知识课程

F1 Accountant in Business

F1 会计师与企业

F2 Management Accounting

F2 管理会计

F3 Financial Accounting (INT)

F3 财务会计 (国际版)

Skills Module

技能课程

F4 Corporate and Business Law (UK)

F4 公司法与商法 (英国)

F4 Corporate and Business Law (Chinese)

F4 公司法与商法 (中国版)

F5 Performance Management

F5 业绩管理

F6 Taxation (UK)

F6 税务 (英国)

F6 Taxation (Chinese)

F6 税务 (中国)

F7 Financial Reporting (INT)

F7 财务报告 (国际版)

F8 Audit and Assurance (INT)

F8 审计与认证业务 (国际版)

F9 Financial Management

F9 财务管理

专业阶段课程

Essentials Module

核心课程

P1 Professional Accountant

P1 专业会计师

P2 Corporate Reporting (INT)

P2 公司报告 (国际版)

P3 Business Analysis

P3 商务分析

Options Module

选修课程

P4 Advanced Financial Management

P4 高级财务管理

P5 Advanced Performance Management

P5 高级业绩管理

P6 Advanced Taxation (UK)

P6 高级税务 (英国)

P6 Advanced Taxation (Chinese)

P6 高级税务 (中国)

P7 Advanced Audit and Assurance (INT)

P7 高级审计与认证业务 (国际版)

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How the BPP Learning Media ACCA-approved Study Text can help you pass

Tackling studying

Studying can be a daunting prospect, particularly when you have lots of other commitments. The **different features** of the text, the **purposes** of which are explained fully on the **Chapter features** page, will help you whilst studying and improve your chances of **exam success**.

Developing exam awareness

Our Texts are completely **focused** on helping you pass your exam.

Our advice on **Studying F4** outlines the **content** of the paper, the **necessary skills** the examiner expects you to demonstrate.

Exam focus points are included within the chapters to highlight when and how specific topics were examined, or how they might be examined in the future.

Using the Syllabus and Study Guide

You can find the syllabus, Study Guide and other useful resources for F4 on the ACCA web site:

www.accaglobal.com/students/study_exams/qualifications/acca_choose/acca/professional/afm/

The Study Text covers **all aspects** of the syllabus to ensure you are as fully prepared for the exam as possible.

Testing what you can do

Testing yourself helps you develop the skills you need to pass the exam and also confirms that you can recall what you have learnt.

We include **Questions** – lots of them – both within chapters and in the **Exam Question Bank**, as well as **Quick Quizzes** at the end of each chapter to test your knowledge of the chapter content.

Chapter features

Each chapter contains a number of helpful features to guide you through each topic.

Topic list

Topic list	Syllabus reference

Tells you what you will be studying in this chapter and the relevant section numbers, together the ACCA syllabus references.

Introduction

Puts the chapter content in the context of the syllabus as a whole.

Study Guide

Links the chapter content with ACCA guidance.

Exam Guide

Highlights how examinable the chapter content is likely to be and the ways in which it could be examined.

Examples

Demonstrate how to apply key knowledge and techniques.

Key terms

Definitions of important concepts that can often earn you easy marks in exams.



Question

Give you essential practice of techniques covered in the chapter.

LINK



Provides further relevant information.

Chapter Roundup

A list summarising chapter content, providing an easy source of review.

Quick Quiz

A quick test of your knowledge of the main topics in the chapter.

Exam Question Bank

Found at the back of the Study Text with more comprehensive chapter questions. Cross referenced for easy navigation.

Studying F4 (Chinese)

In approaching the F4 (Chinese) exam you should bear in mind what the paper is about, the skills you are expected to demonstrate in the exam and how you can improve your chances of passing the exam. We shall look at each of these points in turn.

1 What F4 (Chinese) is about

The main aims of the F4 (Chinese) exam are:

- To develop knowledge and skills in the understanding of the general legal framework and of specific legal areas relating to business, but
- To recognise the need to seek further specialist legal advice where necessary

The exam is not designed to turn you into a legal expert. Instead you will be a well-informed professional accountant who appreciates the legal issues of doing business but who recognises the boundaries of their legal knowledge and therefore the point at which professional legal expertise must be sought.

The sequence of the syllabus and study guide takes you through the main areas of what you need to know.

These are the main syllabus areas:

- Essential elements of the **legal system**, including the structure of the courts, the sources of law and judicial interpretation by the Supreme People's Court, especially in relation to contract and company law
- **Property law**, including the general principles of property law, ownership, usufructuary rights (meaning the rights of the user of property to possess and use it), security interests and the law relating to possession of property
- **Labour contract law**, including the formation of a labour contract, the types of provisions in it and how a labour contract comes to an end.
- **Law of contract**, including the formation, validity, transfer and dissolution of contracts, plus remedies for breach of contract
- **Specific types of contract**, namely those for the sale of goods, agency and financial leasing.
- **Company law**, including the formation, administration, regulation and financing of companies. This section also covers the rules relating to capital and dividends.
- **Enterprise bankruptcy law**, including the procedure involved, the rights of the creditors and the process of liquidation.
- **Securities law**, including the nature of corporate bonds and stocks, the trading of securities, disclosure and the legal liability relating to illegal activities.
- **Corporate behaviour and legal liabilities**, including fraudulent behaviours by management and civil, administrative and criminal liabilities arising.

2 What skills are required?

To pass the F4 (Chinese) exam you will need to bring a number of different professional attributes to bear.

First you need **technical knowledge**. There is a huge amount of technical content in the syllabus. You need to learn this and be able to identify which parts of the knowledge you have are being called for in a particular question.

Secondly you need to be able to **apply knowledge** to the scenarios that are presented in the last three questions on the paper. You are aiming to solve practical problems here. Generally in scenario questions there will be marks available for stating the law, identifying the issues in the scenario in relation to the law, applying the law and reaching a conclusion.

Thirdly you need **written skills** in order to be able to explain, and advise on the basis of, your technical knowledge. Explaining means providing simple definitions and covering why and how these approaches have been developed. You'll gain higher marks if your explanations are clearly focused on the question and you can supplement your explanations with examples.

3 How to improve your chances of passing

To pass the exam you need to **cover the syllabus thoroughly**. The exam requires you to answer all TEN questions on the paper. Each topic that you fail to cover represents 10% fewer marks in the exam.

You should **practise answering questions** as much as possible, making sure that your answers are focused, specific and completely relevant to the question.

Ten questions is a lot to answer in three hours so your **exam technique** is very important, especially:

- **Strict time management:** only 18 minutes per answer
- **Deciding on the order in which you attempt questions** carefully: use your 15 minutes reading and planning time carefully to make sure that you attempt your best topics first when you start to write. This will bolster your confidence and help to ensure that you manage your time properly, so long as you don't overrun your time allocation on the early, 'better' questions
- **Reading the question** carefully: make sure you identify precisely the key issues requiring your attention

Only **answering the question set:** do not stray into irrelevant areas of, say, contract law. You will gain no marks and you will lose time.

The exam paper

Format of the paper

The examination is a three hour paper consisting of seven, ten-mark questions testing knowledge and three, ten-mark application (scenario) questions.

Guidance

As all questions are compulsory it is vital to attempt all of them. Even if you are not confident about an area of law, it is often easier to earn marks by starting a question and putting something down, than by adding material to an already developed answer.

When answering scenario questions follow the **ISAC** approach

Identify the legal issues

State the relevant law

Apply the law

Conclude

This structure will maximise your marks as you identify what the problem is, state what the law says about the problem, apply the law and come to a reasonable conclusion – exactly what the examiner wants.

You are expected to quote authorities for the law in your answers. Do your best to learn as many as you can (at least a handful in each topic area), but don't worry if in the exam you forget precise details or Article numbers – as long as you correctly state the principle of law you will earn most of the marks.

Syllabus and study guide

Corporate and Business Law (CHN) (F4) June & December 2010

This syllabus and study guide is designed to help with planning study and to provide detailed information on what could be assessed in any examination session.

THE STRUCTURE OF THE SYLLABUS AND STUDY GUIDE

Relational diagram of paper with other papers

This diagram shows direct and indirect links between this paper and other papers preceding or following it. Some papers are directly underpinned by other papers such as Advanced Performance Management by Performance Management. These links are shown as solid line arrows. Other papers only have indirect relationships with each other such as links existing between the accounting and auditing papers. The links between these are shown as dotted line arrows. This diagram indicates where you are expected to have underpinning knowledge and where it would be useful to review previous learning before undertaking study.

Overall aim of the syllabus

This explains briefly the overall objective of the paper and indicates in the broadest sense the capabilities to be developed within the paper.

Main capabilities

This paper's aim is broken down into several main capabilities which divide the syllabus and study guide into discrete sections.

Relational diagram of the main capabilities

This diagram illustrates the flows and links between the main capabilities (sections) of the syllabus and should be used as an aid to planning teaching and learning in a structured way.

Syllabus rationale

This is a narrative explaining how the syllabus is structured and how the main capabilities are linked.

The rationale also explains in further detail what the examination intends to assess and why.

Detailed syllabus

This shows the breakdown of the main capabilities (sections) of the syllabus into subject areas. This is the blueprint for the detailed study guide.

Approach to examining the syllabus

This section briefly explains the structure of the examination and how it is assessed.

Study Guide

This is the main document that students, tuition providers and publishers should use as the basis of their studies, instruction and materials. Examinations will be based on the detail of the study guide which comprehensively identifies what could be assessed in any examination session. The study guide is a precise reflection and breakdown of the syllabus. It is divided into sections based on the main capabilities identified in the syllabus. These sections are divided into subject areas which relate to the sub-capabilities included in the detailed syllabus. Subject areas are broken down into sub-headings which describe the detailed outcomes that could be assessed in examinations. These outcomes are described using verbs indicating what exams may require students to demonstrate, and the broad intellectual level at which these may need to be demonstrated (*see intellectual levels below).

Reading lists

ACCA examiners will recommend study texts and text books where these are available, which students may read as part of their preparation for the exam. Relevant articles will also be published in *student accountant*.

INTELLECTUAL LEVELS

The syllabus is designed to progressively broaden and deepen the knowledge, skills and professional values demonstrated by the student on their way through the qualification.

The specific capabilities within the detailed syllabuses and study guides are assessed at one of three intellectual or cognitive levels:

- Level 1: Knowledge and comprehension
- Level 2: Application and analysis
- Level 3: Synthesis and evaluation

Very broadly, these intellectual levels relate to the three cognitive levels at which the Knowledge module, the Skills module and the Professional level are assessed.

Each subject area in the detailed study guide included in this document is given a 1, 2, or 3 superscript, denoting intellectual level, marked at the end of each relevant line. This gives an indication of the intellectual depth at which an area could be assessed within the examination. However, while level 1 broadly equates with the Knowledge module, level 2 equates to the Skills module and level 3 to the Professional level, some lower level skills can continue to be assessed as the student progresses through each module and level. This reflects that at each stage of study there will be a requirement to broaden, as well as deepen capabilities. It is also possible that occasionally some higher level capabilities may be assessed at lower levels.

LEARNING HOURS

The ACCA qualification does not prescribe or recommend any particular number of learning hours for examinations because study and learning patterns and styles vary greatly between people and organisations. This also recognises the wide diversity of personal, professional and educational circumstances in which ACCA students find themselves.

Each syllabus contains between 23 and 35 main subject area headings depending on the nature of the subject and how these areas have been broken down.

GUIDE TO EXAM STRUCTURE

The structure of examinations varies within and between modules and levels.

The Fundamentals level examinations contain 100% compulsory questions to encourage candidates to study across the breadth of each syllabus.

The Knowledge module is assessed by equivalent two-hour paper based and computer based examinations.

The Skills module examinations are all paper based three-hour papers. The structure of papers varies from ten questions in the *Corporate and Business Law* (F4) paper to four 25 mark questions in *Financial Management* (F9). Individual questions within all Skills module papers will attract between 10 and 30 marks.

The Professional level papers are all three-hour paper based examinations, all containing two sections. Section A is compulsory, but there will be some choice offered in Section B.

For all three hour examination papers, ACCA has introduced 15 minutes reading and planning time.

This additional time is allowed at the beginning of each three-hour examination to allow candidates to read the questions and to begin planning their answers before they start writing in their answer books. This time should be used to ensure that all the information and exam requirements are properly read and understood.

During reading and planning time candidates may only annotate their question paper. They may not write anything in their answer booklets until told to do so by the invigilator.

The Essentials module papers all have a Section A containing a major case study question with all requirements totalling 50 marks relating to this case. Section B gives students a choice of two from three 25 mark questions.

Section A of each of the Options papers contains 50-70 compulsory marks from two questions, each attracting between 25 and 40 marks. Section B will offer a choice of two from three questions totalling 30-50 marks, with each question attracting between 15 and 25 marks.

The pass mark for all ACCA Qualification examination papers is 50%.

GUIDE TO EXAMINATION ASSESSMENT

ACCA reserves the right to examine anything contained within the study guide at any examination session. This includes knowledge, techniques, principles, theories, and concepts as specified.

For the financial accounting, audit and assurance, law and tax papers except where indicated otherwise, ACCA will publish *examinable documents* once a year to indicate exactly what regulations and legislation could potentially be assessed within identified examination sessions..

For paper based examinations regulation **issued** or legislation **passed** on or before 30th September annually, will be assessed from June 1st of the following year to May 31st of the year after. . Please refer to the examinable documents for the paper for further information.

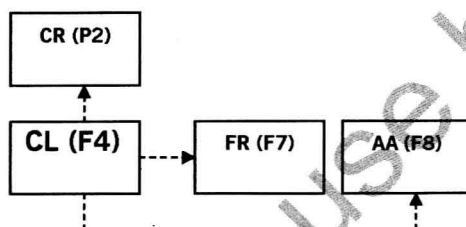
Regulation issued or legislation passed in accordance with the above dates may be examinable even if the **effective** date is in the future.

The term issued or passed relates to when regulation or legislation has been formally approved.

The term effective relates to when regulation or legislation must be applied to an entity transactions and business practices.

The study guide offers more detailed guidance on the depth and level at which the examinable documents will be examined. The study guide should therefore be read in conjunction with the examinable documents list.

Syllabus



AIM

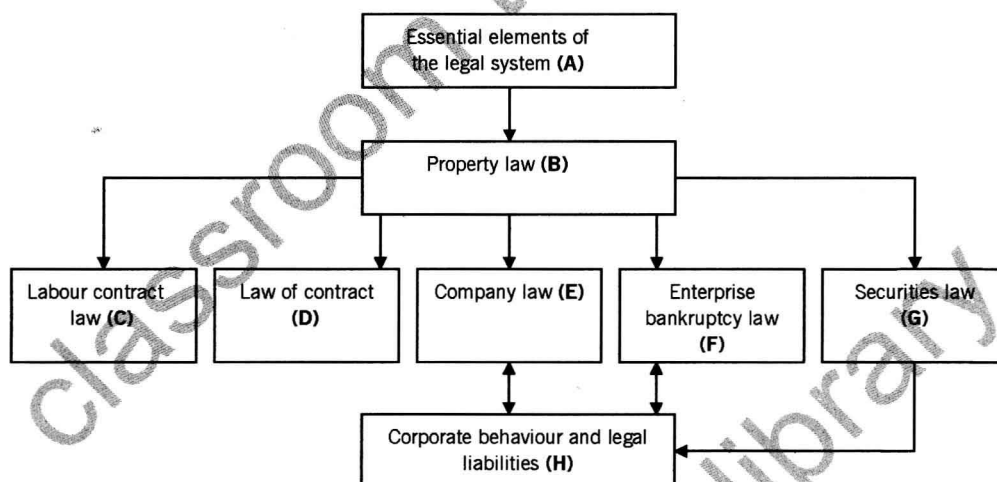
To develop knowledge and skills in the understanding of the general legal framework, and of specific legal areas relating to business, recognising the need to seek further specialist legal advice where necessary.

MAIN CAPABILITIES

On successful completion of this paper students should be able to:

- A** Identify the essential elements of the legal system, including the main sources of law
- B** Recognise and apply the appropriate legal principles relating to the property law
- C** Describe and explain legal rules relating to the employment relationship by labour contract
- D** Explain and apply the law relating to contract
- E** Explain and apply the major rules relating to business organisations in the various forms of company
- F** Explain and apply the major rules relating to the enterprise bankruptcy
- G** Explain and apply the major rules relating to corporate finance through stocks and corporate bonds
- H** Demonstrate an understanding of corporate governance and issues relating to business.

RELATIONAL DIAGRAM OF MAIN SYLLABUS CAPABILITIES



RATIONALE

Corporate and Business Law is essentially divided into eight areas.

The syllabus starts with an introduction to the overall legal system of China such as the court system, sources of law and judicial interpretations by the Supreme People's Court of China.

It then leads into the area of the property law, including the creation, modification, assignment and termination of property rights; ownership; usufructuary right; security interests and possession. These fields of legal knowledge underpin business transactions generally.

The syllabus then covers a range of specific legal areas relating to various aspects of business of most concern to finance professionals. These are the laws relating to labour contract, contracts, companies, securities and bankruptcy.

These laws include the following five parts: Part 1 covers the formation of labour contract, various forms of labour contract, dissolution and termination of labour contract, special labour contract and legal liabilities. Part 2 covers the formation of contracts, effect of contracts, various demur rights, legal remedies for breach of contracts. Part 3 covers the formation and constitution of companies, the financing of companies and types of capital, and the day-to-day management, the administration and regulation of companies, merger and division of companies. Part 4 covers the application and acceptance of enterprise bankruptcy, bankruptcy administrator, declaration of credit, creditors' meeting and distribution of insolvent assets. Part 5 covering the stocks and corporate bonds, trading of securities, obligation of disclosure and legal liabilities caused by illegal activities.

The final section links back to all the previous areas. This section deals with corporate behaviour relating to business including criminal law.

DETAILED SYLLABUS

A Essential elements of the legal system

1. Court structure

2. Sources of law and the differences between civil and criminal law
3. Judicial interpretations by the Supreme People's Court, especially those interpretations relevant to Contract Law and Company Law

B Property law

1. General principles of property law
2. Ownership
3. Usufructuary Right
4. Security Interests
5. Possession

C Labour contract law

1. Formation of labour contract and effect of labour contract
2. Various forms of labour contract and compulsory provisions of labour contract
3. Dissolution and termination of a labour contract
4. Collective labour contract and despatch of labour service
5. Legal liabilities

D Law of contract

1. Formation of contract
2. Validity of contract
3. Transfer of contract
4. Various demur rights
5. Subrogate right
6. Dissolution of contract and termination of contract
7. Legal remedies for breach of contract

8. Specific contracts of sales of goods, agency and financial leasing

E Company law

1. Formation of companies
2. Registered capital and contributions of capital
3. Administration and regulation of companies
4. Merger and division of companies
5. Accounting and dividends

F Enterprise bankruptcy law

1. Acceptance of the application for bankruptcy
2. Bankruptcy administrator and functions of administrators
3. Debtor's assets
4. Bankruptcy expenses and community liabilities
5. Declaration of the creditor's right
6. Creditors' meeting and creditors' committee
7. Rectification and compromise
8. Bankruptcy liquidations

G Securities law

1. Corporate bonds and stocks
2. Trading of securities
3. Obligations of disclosure
4. Legal liabilities caused by illegal activities

H Corporate behaviour and legal liabilities

1. Fraudulent behaviour in corporate management and securities transactions
2. Civil, administrative and criminal liabilities

APPROACH TO EXAMINING THE SYLLABUS

The syllabus is assessed by a three hour paper-based examination.

The examination consists of seven 10 mark questions, assessing knowledge of the law, and three 10 mark application questions.

NOTE ON CASE LAW

Candidates should support their answers with analysis referring to cases or examples. There is no need to detail the facts of the case. Remember, it is the point of law that the case establishes that is important, although knowing the facts of cases can be helpful as sometimes questions include scenarios based on well-known cases. Further it is not necessary to quote section numbers of Acts