

Hong Kong Institute of Certified Public Accountants Practising Certificate ("PC") – Law

Syllabus

This document contains the syllabus and the required level of competence for PC – Law examination. Candidates should note that PC – Law examination adopts the same syllabus of Qualification Programme ("QP") Module 10 – Business and Company Law. A learning pack is available for QP Module 10 to assist students to prepare for their examination.

To better understand the scope of PC – Law examination, candidates should be aware of the following:

1. Learning pack and learning outcomes

The learning pack is published on an annual basis. It is the study materials written for the syllabus topics. Candidates should understand that it is not the only study materials for examination and they should read extensively to equip themselves for their examinations. The latest edition of the learning pack is the 4th edition which could be downloaded from the [PC Examinations Online Resources Centre](#). In the learning pack, candidates can find the syllabus and the updated prescribed learning outcomes for the syllabus topics.

2. Cut-off on legislation

The examinable contents are determined on 31 May each calendar year (cut-off date) which applies to the June and December sessions in the following calendar year, except where the legislations or pronouncements are considered significant and specified by the Institute and communicated to the students as examinable starting from the December session in that calendar year.

The determination of examinable contents refers to both the release date of the pronouncements (or the enactment date of legislations) and their corresponding effective date.

Candidates will be examined on legislations and the Institute's pronouncements that meet the following conditions:

Condition 1: Have been released / enacted on or before 31 May of that calendar year; and

Condition 2: Have been effective / will be effective on or before the end of the following calendar year.

SYLLABUS FOR PC – LAW

This module provides candidates with an understanding of the overall legal framework in which businesses in Hong Kong operate to enable them to analyse and apply the relevant laws and principles applicable to business problems.

Syllabus area	Weight (%)
Analyse and apply the key aspects of corporate laws and regulations that govern the different forms of legal entities	30-40
Explain and apply the key aspects of corporate laws and regulations that govern public companies	5-10
Explain the key aspects of the legal system and the key roles of external regulatory bodies in Hong Kong	5-10
Analyse and apply the key concepts and principles of the law of tort and negligence	10-15
Analyse and apply the key concepts and principles of the contract law	10-15
Analyse and apply the key concepts and principles of the consumer laws	5-10
Analyse and apply the key concepts and principles of the employment laws	5-10
Apply the key concepts and principles of the prevention of bribery & corruption and anti-money laundering laws	5-10
Analyse the key aspects of agency relationship	5-10

The syllabus weighting table indicates the relative weightings of the syllabus areas encompassed in this module. It serves as a guide to the percentage of study time spent on each syllabus area. In the long run, the marks allocation in the module examinations would conform to the weightings as shown above. The exact range of marks allocation in each module examination may deviate from the weightings for suitably robust questions to be set.

Analyse and apply the key aspects of corporate laws and regulations that govern the different forms of legal entities

Forms of business entities:

- Analyse the structures of different types of businesses and apply the relevant legislations 2

Formation of companies:

- Explain and apply the process of forming an incorporated body 2

Capital and financing of companies:

- Analyse the legal implications of issuing share capital and loan capital 2

Administration of companies:

- Analyse how companies make decisions and manage their activities, and apply the rules and requirements to practical business situations 2

Company liquidation and winding-up:

- Analyse and apply the rules and requirements regarding company liquidation and winding-up 2

Explain and apply the key aspects of corporate laws and regulations that govern public companies

- Explain and apply the important rules and requirements applicable to public companies in relation to fund-raising, prospectus contents and liabilities, and continuing obligations of listed companies 2
- Explain and apply the schemes of arrangement, reconstruction, and the take-over provisions under the Codes on Takeovers and Mergers and Share Buy-backs 2

Explain the key aspects of the legal system and the key roles of external regulatory bodies in Hong Kong

- Describe the principal features of the Hong Kong legal environment and the key roles of external regulatory bodies, including the Hong Kong Monetary Authority, the Securities and Futures Commission, the Hong Kong Stock Exchange, the Accounting and Financial Reporting Council and the Insurance Authority 1

Analyse and apply the key concepts and principles of the law of tort and negligence

- Analyse and apply the law of tort as it relates to negligence and business liability, including the required elements to establish a legal action, the concepts of damages and defences in negligence, the concept of defamation, and the features of employers' liability in tort, occupiers' liability and vicarious liability 2

Analyse and apply the key concepts and principles of the contract law

- Analyse the essential elements of a contract and the consequences of breaching a contract, and apply the principles of the contract law to practical business situations 2

Analyse and apply the key concepts and principles of the consumer laws

- Analyse and apply the key provisions of the consumer laws in Hong Kong, including the Sales of Goods Ordinance, the Supply of Services (Implied Terms) Ordinance, the Control of Exemption Clauses Ordinance and the Trade Descriptions Ordinance 2

Analyse and apply the key concepts and principles of the employment laws

- Analyse and apply the key provisions of the employment laws in Hong Kong, including the Employment Ordinance, the Sex Discrimination Ordinance, the Disability Discrimination Ordinance, the Family Status Discrimination Ordinance and the Race Discrimination Ordinance 2

Apply the key concepts and principles of the prevention of bribery & corruption and anti-money laundering laws

- Apply the key provisions of the Prevention of Bribery Ordinance in Hong Kong 2
- State the role of the Independent Commission Against Corruption 1
- Apply the obligations and requirements under the anti-money laundering legislation 2
- Analyse the role of accountants as trust or company service providers 2

Apply the key aspects of agency relationship

- Apply the essential elements of agency relationship, including the role of an agent, how agency is created, the different types of authority of an agent, and the rights, duties and liabilities of an agent and a principal 2

HKICPA

Last update: February 2023