

Ernest Lim

Faculty of Law, National University of Singapore
469G Bukit Timah Road, Singapore 259776
ernestlim@nus.edu.sg

CURRENT EMPLOYMENT

Faculty of Law, National University of Singapore

- Vice Dean for Faculty Development, 2023-present
- Full Professor (with tenure), 2021-present
- Associate Professor (with tenure), 2017-2021

PREVIOUS EMPLOYMENT AND SELECTED VISITING POSITIONS

University of Groningen, Netherlands

- Visiting Professor, 2024

Magdalen College, University of Oxford

- Robert S Campbell Visiting Fellow, 2022

Centre for Transnational Legal Studies, King's College London

- Visiting Associate Professor, 2019

Max Planck Institute for Comparative and International Private Law, Germany

- Visiting Scholar, 2018

St Catherine's College, University of Oxford

- Visiting Fellow, 2015

Buchmann Faculty of Law, Tel Aviv University

- Visiting Professor, 2014

Faculty of Law, University of Hong Kong

- Associate Professor (with tenure), 2014-2017
- Assistant Professor (tenure-track), 2011-2014

Davis Polk & Wardwell LLP

- Associate (New York and Hong Kong), 2008-2011

EDUCATION

University of Oxford

- Doctor of Philosophy in Law (D.Phil.) (Ph.D.), 2019
- Bachelor of Civil Law (B.C.L.), 2008

Harvard Law School

- Master of Laws (LL.M.), 2004

National University of Singapore

- Bachelor of Laws (LL.B.), 2002

ACADEMIC HONOURS/DISTINCTIONS

Distinguished/Keynote Lectures

- 18th Asian Institute of International Financial Law Distinguished Public Lecture, University of Hong Kong (2023) (fully funded)
- Sole Keynote, University College London (UCL)–European Corporate Governance Institute (ECGI) Biennial Law and Ethics Symposium, UCL (2023) (fully funded)
- Closing Keynote, 20th Asian Law Institute Conference, National University of Singapore (2023)

Awards/Prizes

- Robert S Campbell Visiting Fellowship, Magdalen College, Oxford (2021)
- Society of Legal Scholars Peter Birks Prize for Outstanding Legal Scholarship (joint second prize) (2020)
- 10th International Junior Faculty Forum, Stanford Law School (2017)
- Visiting Fellowship, St Catherine's College, Oxford (2015)
- University of Hong Kong Research Output Prizes (2014 and 2015)

PUBLICATIONS

Research Monographs

1. [*A Case for Shareholders' Fiduciary Duties in Common Law Asia*](#) (Cambridge: Cambridge University Press, 2019) i-xxv + 628 pages (in the series International Corporate Law and Financial Market Regulation, Series Editors: Eilis Ferran; Howell Jackson; and Niamh Moloney)
 - Awarded the 2020 Society of Legal Scholars Peter Birks Prize for Outstanding Legal Scholarship (joint second prize)
 - Endorsements: Lord Walker; John Armour; Jennifer Hill; William Bratton; Ian Ramsay
 - Reviews: A Reyes (2020) 83 *Modern Law Review* 913; M Palmer (2020) 15 *Journal of Comparative Law* 441; R Langford (2020) 37 *Company and Securities Law Journal* 361; DC Donald (2024) 19 *Asian Journal of Comparative Law*
2. [*Sustainability and Corporate Mechanisms in Asia*](#) (Cambridge: Cambridge University Press, 2020) i-xix + 409 pages (in the series International Corporate Law and Financial Market Regulation, Series Editors: Eilis Ferran; Howell Jackson; and Niamh Moloney)
 - Endorsements: Colin Mayer; Frank Partnoy; Iris Chiu; Kent Greenfield
 - Reviews: E Lee (2021) 84 *Modern Law Review* 926; C Xi (2022) 17 *Journal of Comparative Law* 558; WY Wan (2022) 30 *Asia Pacific Law Review* 426; P Koh [2022] *Singapore Journal of Legal Studies* 258
3. [*Social Enterprises in Asia: A New Legal Form*](#) (Cambridge: Cambridge University Press, 2023) i-xvii + 196 pages (in the series International Corporate Law and Financial Market Regulation, Series Editors: Eilis Ferran; Howell Jackson; and Niamh Moloney)
 - Endorsements: Leo E Strine, Jr; Dana Brakman

Research Handbook

4. [*The Cambridge Handbook of Private Law and Artificial Intelligence*](#) (Cambridge: Cambridge University Press, 2024) (with co-editor P Morgan) i-xxvi + 672 pages

- Endorsements: Lord Burrows; Jonathan Zittrain; Graham Virgo; Ryan Calo; Hanoch Dagan; Roger Brownsword; Charles Mitchell

Full-Length Journal Articles

5. "[How it Matters Who Makes Corporate Rules](#)" (2024) *European Business Organization Law Review* (forthcoming) (with J Chan)
6. "[The Government Controlling Shareholder as a Fiduciary: Implications for Climate Change Management and Litigation](#)" (2024) 35 *European Business Law Review* (forthcoming) (invited submission)
7. "[Law by Algorithm](#)" (2023) 43 *Oxford Journal of Legal Studies* 650-670
8. "[A Legal Framework for Artificial Intelligence Fairness Reporting](#)" (2022) 81 *Cambridge Law Journal* 610-644 (with JQ Yap)
9. "[Climate Risks: Enforcement of Corporate and Securities Law in Common Law Asia](#)" (2022) 22 *Journal of Corporate Law Studies* 391-430 (with U Varottil)
10. "[B2B Artificial Intelligence Transactions: A Framework for Assessing Commercial Liability](#)" [2022] *Singapore Journal of Legal Studies* 46-74
11. "[A New Legal Form for Social Enterprises in Asia](#)" (2022) 70 *American Journal of Comparative Law* 510-557
12. "[Concentrated Ownership, State-Owned Enterprises and Corporate Governance](#)" (2021) 41 *Oxford Journal of Legal Studies* 663-691
13. "[Managing Corporations' Risk in Adopting Artificial Intelligence: A Corporate Responsibility Paradigm](#)" (2021) 20 *Washington University Global Studies Law Review* 347-389 (with HY Chiu)
14. "[Technology vs Ideology: How Far will Artificial Intelligence and Distributed Ledger Technology Transform Corporate Governance and Business?](#)" (2021) 18 *Berkeley Business Law Journal* 1-64 (with HY Chiu) (lead article)
15. "[Understanding Proportionality in the Illegality Defence](#)" (2020) 136 *Law Quarterly Review* 575-598 (with F Urbina)
16. "[Reconsidering the Rule on Shareholders' Exercise of Voting Powers](#)" [2020] *Journal of Business Law* 645-667 (with J Lowry)
17. "[Optimal Deterrence, Corporate Attribution and the Illegality Defence](#)" (2020) 21 *European Business Organization Law Review* 641-664 (with K Kwok)
18. "[Problems with Wednesbury Unreasonableness in Contract Law: Lessons from Public Law](#)" (2019) 135 *Law Quarterly Review* 88-113 (with C Chan)
19. "[Judicial Intervention in Directors' Decision-Making Process: Section 172 of the Companies Act 2006](#)" [2018] *Journal of Business Law* 169-188

20. "[Controlling Shareholders and Fiduciary Duties in Asia](#)" (2018) 18 *Journal of Corporate Law Studies* 113-150
21. "[Corporate Governance and Company Law: The Disconnect Between Accountability and Directors' Duties](#)" (2017) 47 *Hong Kong Law Journal* 733-762
22. "[Corporate Law, Private Law and Instrumentalism](#)" [2015] *Lloyd's Maritime and Commercial Law Quarterly* 541-574
23. "[Contracting Out of Fiduciary Duties](#)" (2015) 44 *Common Law World Review* 276-297
24. "[Of Landmark and Leading Cases: Salomon's Challenge](#)" (2014) 41 *Journal of Law and Society* 523-550
25. "[Directors' Duties: Improper Purposes or Implied Terms?](#)" (2014) 34 *Legal Studies* 395-418
26. "[Religious Exemptions in England](#)" (2014) 3 *Oxford Journal of Law and Religion* 440-461
27. "[Directors' Fiduciary Duties: A New Analytical Framework](#)" (2013) 129 *Law Quarterly Review* 242-263
28. "[Formalism and Companies](#)" (2013) 13 *Journal of Corporate Law Studies* 477-501
29. "[A Critique of Corporate Attribution: "Directing Mind and Will" and Corporate Objectives](#)" [2013] *Journal of Business Law* 333-353
30. "[The Illegality Defence and Company Law](#)" (2013) 13 *Journal of Corporate Law Studies* 49-61
31. "[Sponsors' Prospectus Liability in Initial Public Offerings in Hong Kong](#)" (2013) 8 *Capital Markets Law Journal* 177-204

Shorter Journal Articles/Case Notes

32. "[Attribution: A New Controversy?](#)" (2021) 84 *Modern Law Review* 581-592
33. "[Ex Turpi Causa: Reformation not Revolution](#)" (2017) 80 *Modern Law Review* 927-941
34. "Tensions in Private Law Judicial Decision-Making" [2016] *Journal of Business Law* 325-334
35. "[Attribution and the Illegality Defence](#)" (2016) 79 *Modern Law Review* 476-487
36. "Attribution and the Fraud Exception" [2015] *Lloyd's Maritime and Commercial Law Quarterly* 14-18
37. "[Attribution in Company Law](#)" (2014) 77 *Modern Law Review* 794-807
38. "Unfair prejudice and Judicial Ingenuity" (2013) 34 *Company Lawyer* 115-116
39. "Salomon Reigns" (2013) 129 *Law Quarterly Review* 480-485

40. "Commercial Purpose and Business Common Sense in Contractual Interpretation" (2012) 23 *King's Law Journal* 94-100
41. "Personal Tortious Cause of Action: Assignment and Champerty" (2011) 19 *Tort Law Review* 119-124

Book Chapters

42. "[Introduction](#)" in *The Cambridge Handbook of Private Law and Artificial Intelligence* (Cambridge: Cambridge University Press, 2024) (with co-editor P Morgan), p.1-17
43. "[Rethinking ESG in a Regulatory, Developmental and Predatory State: SOEs and Common Law Asia](#)" in T Kuntz (ed), *Research Handbook on Environmental, Social, and Corporate Governance* (Edward Elgar, 2024), p.461-479
44. "Attribution" in M Petrin and C Witting (eds), *Research Handbook on Corporate Liability* (Edward Elgar, 2023), p. 156-172
45. "[Can a Global Legal Misfit be Fixed? Shareholder Stewardship in a Controlling Shareholder and ESG World](#)" in D Katelouzou and D Puchniak (eds), *Global Shareholder Stewardship* (Cambridge: Cambridge University Press, 2022) (with D Puchniak), p. 599-612
46. "Climate Change, Directors' Duties, Controlling Shareholder, State-Owned Enterprises" in A Engert et al (eds), *Business Law and the Transition to a Net Zero Economy* (Beck/Nomos, 2021), p. 60-62
47. "[Attribution](#)" in W Day and S Worthington (eds), *Challenging Private Law: Lord Sumption on the Supreme Court* (Hart Publishing, 2020), p. 273-296

Reports/Opinions

48. "[Directors' Liability and Climate Risk: White Paper on Hong Kong](#)" (Commonwealth Climate & Law Initiative, 2021), p. 1-31
49. "[Directors' Liability and Climate Risk: White Paper on Singapore](#)" (Commonwealth Climate & Law Initiative, 2021), p. 1-27
50. [Legal Opinion on Directors' Responsibilities and Climate Change under Singapore Law](#) (14 April 2021) (with JWT Chan SC, J Chun, P Doraisamy and G Quek), p.1-41

RECENT INVITED TALKS/CONFERENCES

- International Symposium on Law, Science & AI, Korea Advanced Institute of Science and Technology (KAIST) (2024)
- Asia Investor Group on Climate Change (2024)
- Commonwealth Lawyers Association, Borneo Rainforest Law Conference, Malaysia (2024) (plenary panel)
- Department of Law, London School of Economics and Political Science (2023)
- Centre for Climate Engagement, Hughes Hall, University of Cambridge (2023)

- Standing International Forum of Commercial Courts (2023)
- International Conference on ESG and Climate Governance, Singapore (2023)
- Korea Legislation Research Institute, Seoul (2023)
- Global Corporate Governance Colloquia, Seoul National University (2023)
- Centre for Corporate and Commercial Law, Cambridge Law Faculty (2023)
- Doshisha Law School, Kyoto, Japan (2022)
- Bonavero Institute of Human Rights, Oxford Law Faculty (2022)
- Oxford Business Law Workshop, Oxford Law Faculty (2022)
- Global Corporate Governance Colloquia, Oxford University (2022)
- Centre for Comparative and Transnational Law, Chinese University of Hong Kong, (2022)

TEACHING

Company law; comparative corporate law; contract law; commercial law; corporate social responsibility; law of business associations

GOVERNANCE AND LEADERSHIP

Directorship:

- Non-Executive Director, Board of Directors, Commonwealth Climate and Law Initiative, 2023-present

University leadership:

- Vice Dean (Faculty Development), 2023-present
- Chair, Faculty Search Committee, 2021-present

SERVICE

University service:

- Member, NUS Law Faculty Promotion and Tenure Committee, 2021-present
- Member, NUS Law Faculty Research Committee, 2019-present
- Editor, Asian Journal of Comparative Law, 2021-present
- PhD supervisor, NUS, 2021-present
- Member, NUS Committee of Inquiry Panel for Staff Discipline, 2023-present
- Member, NUS Centre for Technology, Robotics, AI & the Law, 2019-present
- Academic Fellow, NUS Centre for Asian Legal Studies, 2019-present
- Academic Fellow, NUS Centre for Banking and Financial Law, 2019-present
- Editor, Hong Kong Law Journal, 2017-2023
- Deputy Director, Bachelor of Business Administration (Law) Degree, HKU, 2012-2020

Peer reviewer:

Cambridge University Press, Oxford University Press, Hart Publishing, Routledge, Law Quarterly Review, Modern Law Review, Journal of Corporate Law Studies, European Business Law Review, International Review of Law and Economics, Hong Kong Law Journal, Singapore Journal of Legal Studies, Singapore Academy of Law Journal

MEMBERSHIP AND AFFILIATION

- Admitted to the New York Bar (inactive)
- Admitted to the Singapore Bar (inactive)
- Qualified as a Solicitor in England and Wales (inactive)