

MINISTRY OF EDUCATION AND TRAINING
UNIVERSITY OF DANANG

TRẦN KHÁNH LỘC

**DISTINCTIVE SYNTACTIC FEATURES
IN ENGLISH TRADE CONTRACT DRAFTED
BY ENGLISH PEOPLE AND VIETNAMESE
PEOPLE**

Field Study: THE ENGLISH LANGUAGE

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Supervisor: Assoc. Prof. Dr. PHAN VĂN HÒA

Examiner 1: Assoc. Prof. Dr. NGÔ ĐÌNH PHƯƠNG

Examiner 2: ĐINH THỊ MINH HIỀN, Ph.D.

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CHAPTER 1 INTRODUCTION

1.1 RATIONALE

International trade operation plays an important role in the development of Vietnamese economy. In the implementation of economic renovation and integration in to world economy, thousands of Vietnamese enterprises have opportunities to take part in international trade operation and sign international trade contracts with foreign businesses.

To learners of foreign languages as well as people working in business, it is difficult for them to avoid contacting with business operation in their daily life. Therefore, one of the important things which they need to be knowledgeable is English trade contract. In order to draft and understand an English trade contract, we have to understand the aspects of English trade contract such as the language of English trade contract, the relationship between contract and law, structure of contract, etc as well as syntactic features in English trade contract such as commonly used words, phrases, clauses and sentences.

In addition, it is necessary for Vietnamese learners of English to know syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

For the reasons above, the author has decided to choose “*Distinctive Syntactic Features in English Trade Contract Drafted by English People and Vietnamese People*” as the topic of the research. In this research, the author will focus on analysing syntactic

features such as commonly used words, phrases, clauses and sentences in English trade contract drafted by English people and Vietnamese people

1.2 JUSTIFICATION OF THE STUDY

The analysis of distinctive syntactic features in English trade contract will contribute to the study of language in trade contract. Distinctive syntactic features in trade contract together with implication will be useful for learners of English and people working in business. Knowing syntactic features in English trade contract in general and knowing syntactic features in English trade contract drafted by English people and Vietnamese people, learners of English will succeed in drafting and understanding English trade contract.

1.3 AIMS OF THE STUDY

The study is expected to provide Vietnamese learners of English with a description of distinctive syntactic features in English trade contract drafted by English people and Vietnamese people.

The study also helps Vietnamese learners of English find out distinctive syntactic features in English trade contract drafted by English people and Vietnamese people so that Vietnamese learners can apply in drafting English trade contract.

1.4 OBJECTIVES

The objectives of the study are:

Systematizing the theoretical background forming the basis for the study of syntactic features in English trade contract.

Identifying syntactic features in English trade contract in order to analyze syntactic features such as commonly used words, phrases, clauses and sentences in English trade contract drafted by English people and Vietnamese people.

Finding out possible solutions to help Vietnamese learners of English when they draft English trade contract.

1.5 RESEARCH QUESTIONS

To achieve the purposes and objectives of the study, the following research questions have been raised:

1. What are syntactic features in English trade contract in general?
2. What are distinctive syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people?
3. What is the implication drawn from the analysis of syntactic features of English trade contract drafted by English people and Vietnamese people?

1.6 SCOPE OF THE STUDY

The study is limited in analysing syntactic features such as commonly used words, phrases, clauses and sentences in English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

1.7 ORGANISATION OF THE STUDY

The study consists of five chapters:

Chapter 1: the introduction, includes rationale, the justification, the purposes, the objectives, the research questions, the definitions of terms, the scope of the study, and the organisation of the study.

Chapter 2: the theoretical background, includes literature review. Chapter 2 also discusses the description of English syntax.

Chapter 3: the methodology of research, includes the methodology study, the research design, the method of data collection and data analysis.

Chapter 4: the analysis and discussion about distinctive syntactic features in English trade contract drafted by English people and Vietnamese people.

Chapter 5: conclusion and implication. The conclusion briefly summarizes the syntactic features in English trade contract. The implication provides guidance for Vietnamese learners of English in drafting English trade contract.

CHAPTER 2

THEORETICAL BACKGROUND

2.1 LITERATURE REVIEW

The concept of trade contract has been studied and discussed in various books such as “*International Trade Contract*” written by Nguyễn Trọng Đán, “*Hợp Đồng Thương Mại Quốc Tế*” written by Nguyễn Văn Luyện and Dương Anh Sơn dealing with the forms of trade contract and syntactic features in international trade contracts, “*Kỹ Thuật Soạn Thảo Hợp Đồng Kinh Tế*” written by Trần Anh Minh providing readers with the techniques of drafting trade contracts, “*81 Mẫu Hợp Đồng và Văn Bản Quản Lý*” written by Phạm Thanh Phần and Nguyễn Anh Huy focusing on various types of trade contract, “*Formulation and Translation of International Business Contracts*” written by Hồ Canh Thân, Vương Xuân Huy and Thân Văn Trinh dealing with basic concepts of contract, contract formats, the structure of contract and translation criteria of business contract.

Through different types of books and materials on English trade contract, a general understanding on the importance of English trade contract and how to draft English trade contract have been formed.

However, most of books and authors have not yet studied the linguistic aspects of English trade contract as well as have not yet studied the syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

In the thesis, based on the background knowledge as presented above, I would like to analyse syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

2.2 THEORETICAL BACKGROUND

2.2.1 Discourse Analysis

Stubbs [24, p.1] defines discourse analysis as (a) concerned with language use beyond the boundaries of a sentence/utterance, (b) concerned with the interrelationships between language and society and (c) as concerned with the interactive and dialogic properties of everyday communication. To some extent, this definition reflects a very detailed task of discourse analysis. However, Brown and Yule [2 p.x] recommends that we should adopt a compromise position which suggests that discourse analysis on the one hand includes the study of linguistic forms and the regularities of their distribution and on the other hand, involves a consideration of the general principles of interpretation by which people normally make sense of what they hear or read.

2.2.2 The Notion of Discourse

According to Salkie [21, p.ix], discourse is “*a stretch of language that may be longer than one sentence*”. Sharing the same idea with Salkie, Cook [4, p.156] states that discourse is “*stretch of language perceived to be meaningful, unified and purposeful*”. Crystal [5, p.25] focus on the complete form of complex and unified syntax and discourse “*Discourse is a continuous stretch of language larger than a sentence, often constituting a coherent such as sermon, argument, joke or narrative*”.

2.2.3 Discourse and Text

Salkie [21, p.ix] views Text and Discourse the same term for a stretch of language possibly longer than a sentence. Halliday and Hassan [9, p.23] do not provide a very clear cut between the two terms as they use discourse to explain text “A text is a passage of discourse”.

2.2.4 Cohesion and Coherence

2.2.4.1 Cohesion

As dealing with the term Cohesion, both Cook [3, p.14] and Wright and Hope [27, p.164] mention formal links – the links represented on the surface of formal linguistics. Cook states “*Formal links between sentences and between clauses are known as cohesive devices*” and these links are listed as verb form, parallelism, referring expressions, repetition and lexical chains, substitutions, ellipsis, conjunction.

2.2.4.2 Coherence

According to Delahunty and Garvey [6, p.360], coherence is “*the property of a text by which its various parts create a natural sense of connectedness around a central topic*”.

2.2.5 Definition of Trade Contract

A contract is an official written agreement [Hornby: 13, p.268].

A contract is a legally enforceable agreement between two or more parties with mutual obligations. [Internet: 28]

2.2.6 Description of English syntax

2.2.6.1 Phrases in English

a. Definition

A phrase is a group of words without a finite verb, especially one that forms part of a sentence [Hornby: 13, p.949].

Leech [15, p.361] defines:

“A phrase is a unit of grammar.

We build clauses and sentences out of phrase.

A phrase may consist of one word or more than one word.”

b. Types of phrases

According to Eastwood [7, p.3], Leech [15, p.361], there are five major types of phrases: noun phrase, verb phrase, prepositional phrase, adjective phrase, and adverb phrase.

2.2.6.2 Clauses in English

a. Definition

A clause is a group of words that includes a subject and a verb, and forms a sentence or part of sentence [Hornby: 13, p.215].

Maclin [18, p.76] defines “*a clause is a group of words that has a subject-verb combination in it*”.

b. Classification

Clauses can be classified by structures, by relationship or by syntactic functions

By structures

By structures, clauses consists of finite clauses, non-finite clauses and verbless clauses

By relationship

By relationship, clause consists of independent clause and dependent clause

By functions

By functions, there are following categories of dependent clauses: Adjective clause, Nominal clause, and Adverbial clause.

2.2.6.3 Sentences in English

a. Definition

According to Frank [8, p.220], there are two traditional ways of defining a sentence.

By meaning, a sentence is a complete thought.

By function, a sentence consists of a subject and a predicate.

b. Classification

Sentences are generally classed in 2 ways: by purpose and by structure.

By purpose

By purpose, sentence consists of 4 kinds: Declarative sentences (Statements), Interrogative sentences (questions), Exclamatory sentences (Exclamations), and Imperative sentences.

By structure

By structure, sentences are divided in to four different sentence types: simple sentence, complex sentence, compound sentence and compound-complex sentence.

2.2.6.4 Conditional sentences in English

a. Conditional sentence type 1

In conditional sentence type 1, the verb in the if-clause is in the present tense, the verb in the main clause is in the simple future. [Thomson and Martinet: 23, p.197].

b. Conditional sentence type 2

In conditional sentence type 2, the verb in the if-clause is in the past tense, the verb in the main clause is in the conditional tense [Thomson and Martinet: 23, p.198].

c. Conditional sentence type 3

In conditional sentence type 3, the verb in the if-clause is in the past perfect tense, the verb in the main clause is in the perfect conditional. The time is passed and the condition cannot be fulfilled because the action in the if-clause did not happen [Thomson and Martinet: 23, p.200].

CHAPTER 3

METHODOLOGY OF RESEARCH

3.1 METHODOLOGY OF STUDY

A number of English trade contracts drafted by English people and English trade contracts drafted by Vietnamese people have been collected. After the accomplishment of selection and collection, an analysis has been made to analyze syntactic features of English trade contract. After that, the author will analyze distinctive syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

3.2 RESEARCH DESIGN

The content of research has been designed so that it can lead readers gradually from the general viewpoints into practical use in English trade contract.

The key to the content of research is data collection, selection, analysis and conclusion which is carried out as followed:

Collecting and studying books and materials which are related to the research from many sources such as libraries, teachers of English, friends, internets and companies in Vietnam in order to understand the theoretical background of the study.

Consulting teachers of English and my supervisor for advice and necessary information.

Studying and analysing the materials by classifying, listing, selecting and systematising the information.

3.3 DATA COLLECTION

The process of data collection has been done from businesses and companies in Vietnam, from materials and the Internet.

3.4 DATA ANALYSIS

Data analysis is considered as the most important to point out the main distinctive syntactic features in English trade contract. It is the core process to ensure the objectives and result of the study.

3.5 DESCRIPTION OF SAMPLES

20 samples of English trade contracts drafted by English people and 20 samples of English trade contracts drafted by Vietnamese people are collected for analysis. These samples are taken from businesses and companies in Vietnam, from materials and from the Internet.

CHAPTER 4
ANALYSIS AND DISCUSSION ABOUT
SYNTACTIC FEATURES IN ENGLISH TRADE CONTRACT

4.1 COMMONLY USED WORDS IN ENGLISH TRADE CONTRACT

In international English trade contract, there are several commonly used words which distinguish English trade contract from other documents. These words are *hereinafter*, *hereby*, *herein*, *hereto*, *therefrom*, *thereto*.

4.1.1 Hereinafter

The meaning of *hereinafter* is “in the rest of this document” [Hornby: 13, p.608]. It often appears in the structure of the names of parties in English trade contract.

Table 4.3 Typical Structure used with “hereinafter” in ETCDBEP and ETCDBVNP

Structure used with “hereinafter”	
commonly used word	V-ed
hereinafter	called
	defined
	referred
	described

4.1.2 Hereby

Hereby is an adverb and its meaning is “in a way that makes something legal” [Hornby: 13, p.608]. *Hereby* is often used in the Articles of English trade contract.

Table 4.4 Typical Structure used with “hereby” in ETCDBEP and ETCDBVNP

Structure used with “hereby”		
N (name of parties)	commonly used word	V
AAA Assurance	hereby	declares
Com21		grants
The Licensor		represents

4.1.3 Herein

The meaning of the adverb *herein* is “in this document or statement” [Hornby: 13, p.608]. *Herein* is often used in the Article 1 (Object of Contract) of international English trade contract.

Table 4.5 Typical Structures used with “herein” in ETCDBEP and ETCDBVNP

	N or NP	herein
Structure 1	The Licensee	herein
	The Parties’ duty of confidentiality	
Structure 2	V-ed	herein
	provided	herein
	licensed	

4.1.4 Hereto

Hereto is an adverb, and its meaning is “to this” [Hornby: 13, p.608]. *Hereto* is often used in the part Specifications of Goods of international English trade contract.

Table 4.6 Typical Structures used with “hereto” in ETCDBEP and ETCDBVNP

Structure 1		Structure 2	
N or NP	hereto	V-ed	hereto
the parties	hereto	attached	hereto
Schedule A			

4.1.5 Therefrom

The meaning of the adverb *therefrom* is “from the thing mentioned” [Hornby: 13, p.608]. In international English trade contract, *therefrom* often appears in the Articles.

Table 4.7 Typical Structures used with “therefrom” in ETCDBEP and ETCDBVNP

Structure 1		Structure 2	
V-ing	therefrom	V-ed	therefrom
arising	therefrom	caused	therefrom
		derived	

4.1.6 Thereto

The meaning of the adverb *thereto* is “to the thing mentioned” [Hornby: 13, p.1347]. Like the adverb *therefrom*, the adverb *thereto* also appears in the Articles in international English trade contract.

Table 4.8 Typical Structure used with “thereto” in ETCDBEP and ETCDBVNP

Structure used with “thereto”	
NP	thereto
the obligations of the Partnership	thereto
all references	
the requirements of the contract and any amendments	

Table 4.9 Number of Occurrence of Commonly used Words in ETCDBEP and ETCDBVNP

Order	Words	Number of occurrence	
		ETCDBEP	ETCDBVNP
1	hereinafter	34 (45,3%)	41 (54,7%)
2	hereby	238 (58,2%)	171 (41,8%)
3	herein	274 (62,8%)	162 (37,2%)
4	hereto	168 (57,5%)	124 (42,5%)
5	therefrom	73 (58,4%)	52 (41,6%)
6	thereto	282 (74,6%)	96 (25,4%)

4.2 PHRASES IN ENGLISH TRADE CONTRACT

4.2.1 Adjective Phrases

4.2.1.1 Responsible for

The meaning of the adjective phrase *responsible for* is “having duty of something” [Hornby: 13, p.1088]. The adjective phrase *responsible for* is used to express obligation and duties in the contract.

4.2.2.2 Liable to / for

The meaning of the adjective phrase *liable to / for* is “legally responsible for something” [Hornby: 13, p.739]. In international English trade contract, the adjective phrase *liable to / for* is used to express the duties related to legal aspect.

Table 4.13 Number of Occurrence of Adjective Phrases in ETCDBEP and ETCDBVNP

Order	Adjective Phrases	Number of occurrence	
		ETCDBEP	ETCDBVNP
1	responsible for	156 (61,9%)	96 (38,1%)
2	liable for / to	113 (57,3%)	84 (42,7%)

4.2.2 Prepositional Phrases

In international English trade contract, the typical prepositional phrases are *according to, in case of, in connection with, in accordance with, with respect to, under the contract*.

4.2.2.1 According to

The meaning of the prepositional phrase *according to* is “as stated or reported by somebody or something” [Hornby: 13, p.8]. This prepositional phrase is often used in the Articles of contracts.

4.2.2.2 In case of

The meaning of the prepositional phrase *in case of* is “if something happens” [Hornby: 13, p.180]. In English trade contract drafted by English people and English trade contract drafted by Vietnamese people, the prepositional phrase *in case of* often stands at the beginning of the sentence.

4.2.2.3 In connection with

The prepositional phrase *in connection with* is often used in formal writing. The meaning of the prepositional phrase *in connection with* is “for reasons connected with something” [Hornby: 13, p.260].

4.2.2.4 In accordance with

The meaning of the prepositional phrase *in accordance with* is “according to a rule” [Hornby: 13, p.8]. In international English trade contract, the prepositional phrase *in accordance with* has the meaning related to legal aspect.

4.2.2.5 In conformity with

The prepositional phrase *in conformity with* is often used in formal writing. In international English trade contract, the meaning of

in conformity with is “following the rule legal documents or regulations” [Hornby: 13, p.258].

4.2.2.6 With respect to

Like the prepositional phrase *in accordance with* and *in conformity with*, the prepositional phrase *with respect to* is also used in formal writing. In international English trade contract, the meaning of the prepositional phrase *with respect to* is “concerning” [Hornby: 13, p.1088].

Table 4.16 Typical Structures used with Prepositional Phrases in ETCDBEP and ETCDBVNP

Order	Commonly used PP	NP
1	according to	the Laws in force in Danang
		the terms of this Agreement
2	in case of	the seller’s delay
		dispute relating to this contract
3	in connection with	the operation of the Business
		this contract
4	in accordance with	the provisions of the Contract
		the law of the State of Colorado
5	in conformity with	appropriate international regulations
		the Law on Foreign Investment
6	with respect to	terms and conditions of this Agreement
		the proposed change

4.2.2.7 Under the contract

The meaning of the prepositional phrase *under the contract*

is “*according to the contract*” [Hornby: 13, p.268].

Table 4.17 Number of Occurrence of Prepositional Phrases in ETCDBEP and ETCDBVNP

Order	Prepositional Phrases	Number of occurrence	
		ETCDBEP	ETCDBVNP
1	according to	67 (53,6%)	58 (46,4%)
2	in case of	158 (62,7%)	94 (37,3%)
3	in connection with	285 (59,2%)	196 (40,8%)
4	in accordance with	253 (58,3%)	181 (41,7%)
5	in conformity with	182 (67,9%)	86 (32,1%)
6	with respect to	216 (58,3%)	154 (41,7%)
7	under the contract	147 (66,2%)	75 (33,8%)

4.3 CLAUSES IN ENGLISH TRADE CONTRACT

4.3.1 Adjective Clause (Relative Clause)

In international English trade contract, relative pronouns used in relative clause are mainly *who* and *which*.

Table 4.20 Number of Occurrence of Adjective Clauses in ETCDBEP and ETCDBVNP

Order	Adjective Clauses	Number of occurrence	
		ETCDBEP	ETCDBVN
1	relative pronoun <i>who</i>	183 (59,6%)	124 (40,4%)
2	relative pronoun <i>which</i>	217 (56,8%)	165 (43,2%)
3	relative pronoun <i>that</i>	152 (60,8%)	98 (39,2%)
4	relative clauses replaced by participle	226 (58,1%)	163 (41,9%)

4.3.2 Adverbial Clause

In English trade contract drafted by English people and Vietnamese people, adverbial clause of time is commonly used.

Table 4.22 Number of Occurrence of Adverbial Clauses in ETCDBEP and ETCDBVN

Order	Adverbial Clauses	Number of occurrence	
		ETCDBEP	ETCDBVN
1	until	124 (59,9%)	83 (40,1%)
2	when	156 (57,5%)	115 (42,5%)
3	before	87 (51,2%)	83 (48,8%)
4	after	96 (55,1%)	78 (44,9%)

4.4 SENTENCES IN ENGLISH TRADE CONTRACT

4.4.1 Simple Sentence

A simple sentence is one independent clause [Oshima & Hogue: 19, p.156]. In English trade contract, simple sentence is often used in the Articles.

4.4.2 Compound Sentence

In English trade contract, two clauses in compound sentence are combined with a coordinator or with a semicolon.

4.4.3 Complex Sentence

In English trade contract drafted by English people and English trade contract drafted by Vietnamese people, there are three kinds of dependent clause used in complex sentences.

4.4.4 Compound - Complex Sentence

In English trade contract drafted by English people and Vietnamese people, the dependent clause used in compound complex

sentence is mainly dependent adverb clause beginning with adverbial subordinator *If*.

4.5 CONDITIONAL SENTENCE IN ENGLISH TRADE CONTRACT

The conditional sentence used in English trade contract is conditional sentence type 1. Conditional sentence type 1 is a syntactic feature of English trade contract.

Table 4.28 Typical Structures of Conditional Sentence Type 1 in ETCDBEP and ETCDBVNP

Structure 1	If-clause	Main clause	
	S + V (simple present)	S + will / shall + V	
Structure 2	If-clause	Then	Main clause
	S + V (simple present)	Then	S + will / shall + V

Table 4.29 Conditional Sentence Type 1 in ETCDBEP and ETCDBVNP

Order	Conditional Sentence	Number of occurrence	
		ETCDBEP	ETCDBVNP
1	Type 1	352 (56,0%)	276 (44,0%)
2	Type 1 with “ <i>then</i> ”	143 (63,0%)	84 (37,0%)

CHAPTER 5 CONCLUSION AND IMPLICATION

5.1 CONCLUSION

The syntactic features in English trade contract drafted by English people and Vietnamese people is not only necessary for teachers of English but also for business people who want to improve their skills in understanding and drafting English trade contract. Studying English trade contract requires a hard working and passionate job.

In international English trade contract, there are many commonly used words which distinguish English trade contract from other documents. They are characteristic of English trade contract and are used in most of English trade contract drafted by English people and English trade contract drafted by Vietnamese people. These words are *hereinafter*, *hereby*, *herein*, *hereto*, *therefrom*, *thereto*.

A large number of adjective phrases and prepositional phrases are used in international English trade contract drafted by English people and Vietnamese people. In general, the meaning of typical adjective phrases such as *responsible for*, *liable for* / *to*, and the meaning of typical prepositional phrases such as *according to*, *in conformity with*, *in accordance with*, *in connection with* in international English trade contract are related to legal aspects.

In practice, all four types of sentences are used in English trade contract. In addition, a large number of conditional sentences

are used in English trade contract drafted by English people and Vietnamese people.

The conditional sentence used in English trade contract is conditional sentence type 1. Conditional sentence type 1 is a syntactic feature of English trade contract. A large number of conditional sentence type 1 are used in most of English trade contract drafted by English people and English trade contract drafted by Vietnamese people.

5.2 IMPLICATION

Being teachers, we should remind students distinctive syntactic features in English trade contract drafted by English people and Vietnamese people.

When students draft an English trade contract, they need to understand the meaning and the use of the adverbs *hereinafter*, *hereby*, *herein*, *hereto*, *therefrom*, *thereto*. These words are used in formal writing as well as in most of English trade contracts.

It is important to understand the meaning, the structure and the use of the distinctive adjective phrases *responsible for*, *liable to* and prepositional phrases *according to*, *in case of*, *in connection with*, *in accordance with*, *with respect to*, *under the contract* in international English trade contract drafted by English people and Vietnamese people .

Students must pay attention to the conditional sentence type 1 used in English trade contract. Conditional sentence type 1 is a syntactic feature of English trade contract. A large number of

conditional sentence type 1 are used in most of English trade contract drafted by English people and Vietnamese people .

I hope that the analysis of distinctive syntactic features in English trade contract drafted by English people and English trade contract drafted by Vietnamese people will be useful for students and readers. The analysis of distinctive syntactic features in English trade contract drafted by English people and Vietnamese people will contribute to the study of language in English trade contract and will help students succeed in understanding and drafting English trade contract.