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ALB

DECEMBER 2019
CHINA EDITION



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ZHONG LUN LAW FIRM

TOP 15 IN-HOUSE TEAMS



2019 ALB 中国十五佳公司法务团队

GREATER BAY AREA:
LAW FIRM LEADERS
DISCUSS OPPORTUNITIES
对谈大湾区律所领导者

AS CHINESE COMPANIES
LOOK OVERSEAS,
CHINESE LAW FIRMS FOLLOW
中国律所“走出去”道路

WE SHOWCASE
THE NATION'S BEST
IP LAWYERS IN 2019
2019年中国最佳知识产权律师



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CHINA INTERNATIONAL ECONOMIC AND TRADE ARBITRATION COMMISSION

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COVER STORY

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ALB China Top 15 In-House Teams 2019 2019 ALB 中国十五佳公司法务团队

The list of ALB China Top 15 In-house Teams for 2019 is made up of companies that come from the automobile, real estate, finance, energy, food, technology and Internet industries. Apart from providing admirable support to their respective businesses, they are redefining the market's understanding of the role of in-house teams.

ALB始终关注法务团队在法律行业中的角色和影响，通过历年评选向业界呈现来自各行各业的顶尖法务团队。我们对话了今年的获奖团队，探讨了公司法务的工作正如何变得越来越重要和有趣。

With contributions from:

- Fosun International
- Meituan Dianping
- Qualcomm

- Sunac
- Zhong Lun Law Firm

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A global mindset 着眼全球

As Chinese firms grow increasingly expansion-hungry, we look at the countries and regions they are likely to open in next, and the challenges they face when opening overseas.

随着中国律所“走出去”的需求越来越迫切，我们聚焦了中国律所下一步着眼开设办公室的国家和地区，以及在设立海外办公室时遭遇的挑战。

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Managing Partner Roundtable: The Greater Bay Area

管理合伙人圆桌对话：粤港澳大湾区

It has been almost a year since China launched the Great Bay Area Initiative. We speak to leaders of law firms in the GBA on their overall strategy,

and the types of services they've been providing for the local clients.

距离中国政府提出粤港澳大湾区规划纲要已有近一年。我们与几位执业于大湾区的领导者聊了聊律所在这一区域的发展策略，它们又在哪些重点业务领域为大湾区客户提供服务。

With contributions from:

- Beijing Commerce & Finance Law Offices
- Beijing Grandway Law Offices

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ALB China Top 15 IP Lawyers 2019 2019 ALB 中国十五佳知识产权律师

As in previous years, ALB celebrates the achievements of the country's IP lawyers by listing the 15 best IP law practitioners in China. We figure out what makes them outstanding, and also speak to a few about their perspectives on market trends.

ALB持续关注知识产权法律市场，不断深入了解优秀的知识产权

律师。我们走近了获奖律师，探究他们的优秀之道，并从他们的视角更好地解读当下知识产权法律行业。

With contributions from:

- Beijing Tiantai Law Firm
- Chang Tsi & Partners

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ALB Beijing In-House Legal Summit 2019 held 2019 ALB 北京企业法律顾问峰会圆满落幕

The 15th edition of the annual summit attracted more than 200 general counsel, in-house counsel, senior lawyers, business elites, senior executives and industry experts from different industries. 2019 ALB 北京企业法律顾问峰会吸引了超过两百位来自不同行业的企业总法律顾问、公司法务、资深律师、商界精英、高级管理人员与业界专家。

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Greater Bay Area in spotlight at ALB legal forum

2019年ALB粤港澳大湾区法律论坛圆满落幕

The ALB Greater Bay Area Legal Forum 2019 put the focus on one of China's most exciting new initiatives and discussed legal trends and opportunities in relation to the same. 2019年ALB粤港澳大湾区法律论坛讨论了中国最为激动人心的区域规划，以及这一规划带来的法律趋势及机遇。

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With contributions from:

- Beijing Anli & Partners
- CIETAC
- Jingtian & Gongcheng
- Ronly & Tenwen
- SD Guoyao Law Firm

FROM THE EDITOR



The rise of in-house. Not too long ago, in-house was the “poor cousin” to private practice, seen as a safe route for those who couldn’t quite cut it as external counsel. How times have changed. Today in-house counsel are doing increasingly significant and interesting work, and the benefits, including higher pay, better hours and a chance to rise to the top of a company means that in-house roles are sought after like never before. The rise of the in-house side – in both importance and profile – is one of the most significant developments in China’s legal industry.

Keeping this in mind, ALB celebrates China’s best in-house teams. These are corporate legal departments who are doing cutting-edge innovative work, assisting their companies navigate an increasingly treacherous regulatory landscape and also being actively involved in the overall growth and prosperity of the business. To them, we offer our congratulations!

公司法务的“崛起”。几年前，相比外部律师，公司法务一直被认为是“落寞的远亲”，仿佛只有不能胜任外部律师工作的人才会选择这样一条安稳的道路。时代终究在变，今日的公司法务不同以往，他们的工作越来越重要和有趣，更好的报酬、工作时间以及职业上升空间等福利也都越发吸引人。公司法务从重要性和受关注度而言都在中国法律行业有了重大的突破。

有鉴于此，ALB评选出中国最佳的公司法务团队。这些公司法务部门在最前沿的法律战场上做着创新的工作，他们帮助公司在监管越发严格的环境下取得商业突破，帮助公司一同进步与发展。为他们，我们献上祝贺。

RANAJIT DAM, Managing Editor, Asian Legal Business, Thomson Reuters

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2020 SCHEDULE OF RANKINGS 2020年榜单安排

| NAME OF RANKING 榜单 | MONTH OF PUBLICATION 发布月 | NOMINATIONS OPEN* 提名开始日* |
|---|-----------------------------|-----------------------------|
| 2020 ALB CHINA FIRMS TO WATCH 2020 ALB CHINA 精品律所 | JANUARY | 28 NOVEMBER 2019 |
| 2020 ALB CHINA TOP 15 LITIGATORS 2020 ALB CHINA 十五佳诉讼律师 | FEBRUARY | 29 NOVEMBER 2019 |
| 2020 ALB CHINA TOP 15 M&A LAWYERS 2020 ALB CHINA 十五佳并购律师 | MARCH | 10 DECEMBER 2019 |
| 2020 ALB CHINA TOP 15 IP IN-HOUSE COUNSEL 2020 ALB CHINA 十五佳知识产权法务 | | 22 OCTOBER 2019 |
| 2020 ALB CHINA EMPLOYER OF CHOICE 2020 ALB CHINA 年度雇主 | APRIL | 3 FEBRUARY 2020 |
| 2020 ALB CHINA TOP 15 TMT LAWYERS 2020 ALB CHINA 十五佳TMT律师 | | 26 DECEMBER 2019 |
| 2020 ALB CHINA IP RANKINGS 2020 ALB CHINA 知识产权排名 | MAY | 11 FEBRUARY 2020 |
| 2020 ALB CHINA TOP 15 GCS 2020 ALB CHINA 十五佳总法律顾问 | JUNE | 4 MARCH 2020 |
| 2020 ALB CHINA RISING LAWYERS 2020 ALB CHINA 律师新星 | JULY | 15 APRIL 2020 |
| 2020 ALB CHINA CLIENT CHOICE 2020 ALB CHINA 客户首选律师 | AUGUST | 20 MAY 2020 |
| 2020 ALB CHINA M&A RANKINGS 2020 ALB CHINA 并购排名 | | 29 MAY 2020 |
| 2020 ALB CHINA FASTEST GROWING FIRMS 2020 ALB CHINA 十佳成长律所 | SEPTEMBER | 16 JUNE 2020 |
| 2020 ALB CHINA TOP 15 NEW ECONOMY IN-HOUSE TEAMS 2020 ALB CHINA 十五佳新经济法务团队 | | 7 MAY 2020 |
| 2020 ALB CHINA TOP 15 FEMALE LAWYERS 2020 ALB CHINA 十五佳女律师 | OCTOBER | 16 JULY 2020 |
| 2020 ALB TOP 50 LARGEST LAW FIRMS 2020 ALB CHINA 年亚洲最大50家律师事务所 | NOVEMBER | 6 AUGUST 2020 |
| 2020 ALB CHINA TOP 15 IN HOUSE TEAMS 2020 ALB CHINA 十五佳公司法务团队 | DECEMBER | 26 AUGUST 2020 |
| 2020 ALB CHINA TOP 15 IP LAWYERS 2020 ALB CHINA 十五佳知识产权律师 | | 20 AUGUST 2020 |

* These dates are subject to change. Please contact ALB for the most up-to-date schedule. *上述日期可能会有调整，请联系ALB获取最新的报名时间和截止日期。

欲了解更多提名信息，请联系：

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THE YEAR IN RECRUITMENT

一年招聘动向

Legal recruitment trends in 2019 reflected the needs of law firms and their clients – for example while capital markets specialists saw demand slowing, compliance lawyers were increasingly sought after. In this roundup of hiring trends in the year gone by, legal recruiters talk about what practice areas and skillsets were most popular with hiring managers in both private practice and in-house.

过去一年的法律工作即将告一段落，我们和几位法律行业的招聘专家聊了聊：2019年，哪个执业领域的律师最受欢迎？律师最为必要的技能又是什么？律师们在薪资水平、城市选择方面有何动向？他们的法务同伴们又面临了怎样的招聘环境？

With China's economy witnessing a slowdown and the trade war still raging on, hiring in the legal services industry in 2019 was negatively impacted, according to recruiters with first-hand knowledge of the situation.

"In the period between 2015 and early 2018, law firms experienced an expansion in demand for talent, but by the second half of 2019, the pace of the slowdown was obvious, and law firms were cautious about spending money," says Liu Zenan, legal recruitment principal for Greater China at Page Executive. For one, capital markets and M&A lawyers were less sought after. "In light of the Sino-U.S. trade war, the demand for capital markets and corporate lawyers has shrunk," said Levana Huang, manager at recruitment consultancy SSQ.

THE GOOD NEWS

However, it was not all gloomy; compliance, data protection and intellectual property lawyers were popular in 2019. This was owing to the strong demand for talent to cope with the compliance landscape in China. Additionally, U.S. law firms were seeing an increase in FCPA work, while Chinese law firms were

BY HU YANGXIAOXIAO

作者：胡阳潇潇

growing their corporate investigations and antitrust practices.

With the advent of AI, there was more demand for lawyers specializing in cybersecurity, data privacy and intellectual property. Huang says that these lawyers were expected to be highly proficient technically.

Liu also observed the effect of China's Belt and Road Initiative on legal work, with a rebound in demand for lawyers specializing in large overseas M&As, especially in industries like mining, renewable energy and infrastructure. "Law firms prefer lawyers with experience in large projects, particularly those who have returned to China from overseas," she notes.

She also saw firms ramping up their recruitment of non-legal professionals. Large Chinese law firms in particular are beginning to create positions like COO and senior marketing head.

And they also expected their lawyers to be multi-faceted. "In addition to legal skills, both Chinese and foreign law firms also want to recruit more lawyers

with good overall skillsets. Lawyers are expected to have good communication skills and the ability to retain clients, and to discover new pain points from clients in the process," Liu says, "When advising clients, the lawyers find that they are not simply tackling a legal problem, and thus 'being persuasive' is of great importance."

PAY STABLE

Liu did not observe any overly excessive changes to lawyers' salaries among Chinese law firms in 2019. She points out that law firms are reluctant to make drastic changes as salary stability tends to be an indicator of the overall stability of the firm. Market conditions were also an important factor in determining salary level. With the year-end bonus dependent on the performance of the firm and its partners, it was also possible that if the economy was not good, fresh graduates would be offered lower salaries.

The situation for foreign law firms was different. They were under some pressure to offer a higher salary at the entry level as fresh graduates also have the option of joining Red Circle firms. "Some young talents choose Red Circle firms as they have a long-term plan for their careers; they want to grow rapidly

and become partners soon, eventually leading their own teams,” Huang adds.

MORE CITIES TO CHOOSE FROM

In Huang’s view, as China’s legal market continues to mature, cities will attract lawyers who want to specialize in specific industries. For examples, most lawyers focused on the pharmaceutical industry will choose to work in Shanghai, while Shenzhen attracts TMT lawyers.

Additionally, with Circuit Courts being established in various cities, they are becoming new magnets for legal talent. “Nanjing is the most competitive among the newly added cities,” says Liu. “Another upcoming city is Chengdu. Although it doesn’t have a Circuit Court, it is a hub for all of Southwestern China.”

STARTUPS DRIVING IN-HOUSE GROWTH

Meanwhile on the in-house side, established companies are cutting back on recruitment, while startups are driving a demand for lawyers. Frank Yuen a senior manager of SSQ China, says that U.S. and European companies are still very active in the legal recruitment market. “However, most of the mandates are replacement searches for existing business and legal positions. We are seeing slowdown in recruitment needs due to tighten budgets or restructuring of business operations. Meanwhile, there is rising demand from reputable Chinese startups in first- and second-tier cities. Many of those positions are newly created headcounts which seek legal expertise related to data privacy, PE, commercial and compliance,” he notes.

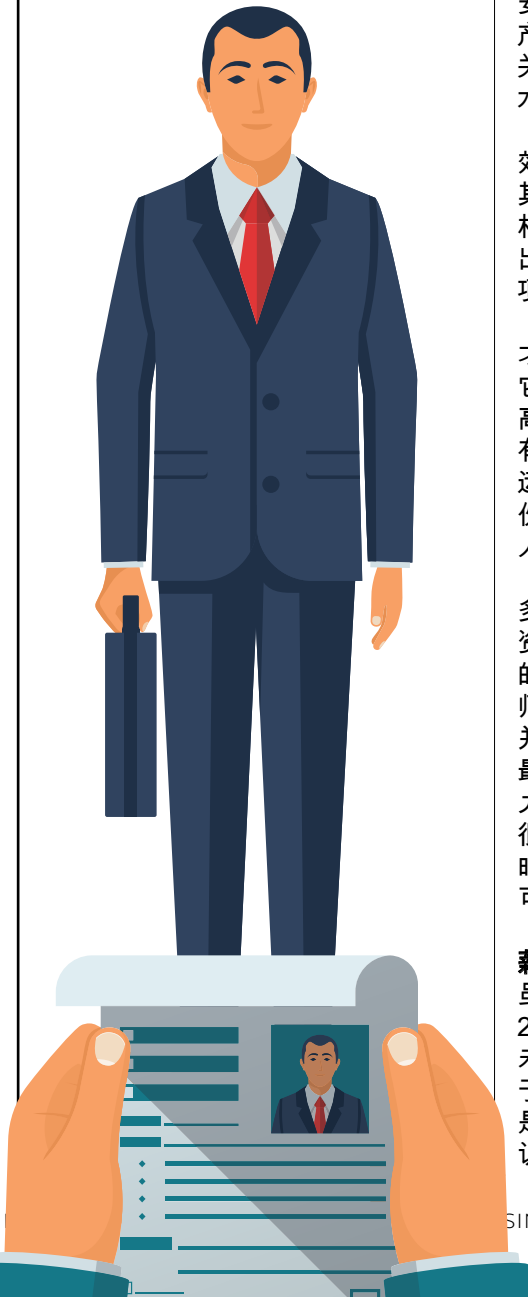
His experience is echoed by Sophia Li, senior consultant at Michael Page. “Small and medium-sized Chinese IT enterprises only had a few or even no in-house counsel at the beginning. In the course of their growth, as capital comes in, there are increasing demands when it comes to both the quality and quantity of in-house counsel. In particular, AI and blockchain companies have increasing demand for legal personnel.”

KEY SKILLS

So what kinds of expertise are most sought after by corporate legal departments?

在2019年中国经济进入放缓周期、中美贸易摩擦前景不定的情况下，法律服务行业作为市场经济的组成部分也不免受到影响，律所及企业对于法律人才的需求也发生了变化，而招聘人员是这之中最为敏锐的“感受器”。

“招聘受经济活动影响，而法律服务又滞后于经济活动，于今年显现出了诸多变化。”Page Group-Page Executive*大中华区法律招聘首席顾问刘泽南告诉ALB。（*Page Executive是Page Group下与Michael Page互补的高端招聘品牌——编注。）“2015年到2018年初，伴随红圈所扩张和地方所全国布局，律所在人才需求上经历了扩张。但到2019年下半年，放缓节奏很明显，律所在经费支出上都很谨慎。”



放缓首先表现在对资本市场类律师的需求量上。“中美贸易战、经济不确定性高，加上香港最近的局势，资本市场和公司法类律师的需求有所收缩。”SSQ负责外资所在中国大陆地区招聘的黄至猷经理告诉ALB。不过刘泽南补充说：“这个领域内有五年以上执业经验的高级别律师依旧很有市场。”

好消息

与之相对，合规、数据保护及知识产权领域律师在2019年很受欢迎。“中国的合规环境变得更加严格，美国所的FCPA业务、中国所的公司调查和数据合规业务都需要更多人才。”刘泽南说。

“围绕人工智能革命，律所需求也发生了新变化，首先需要更多做网络安全和数据隐私的律师，此外是知识产权律师。而且律所要求律师深入相关行业，很多时候还要求他们拥有技术背景。”黄至猷说。

刘泽南还观察到，中国“一带一路”效果初现，大型海外收并购项目，尤其有是矿业、新型能源、基础设施类相关行业经验的并购和融资律师需求出现反弹，“律所要求这些人拥有大型项目经验，不少人是从国外回流的。”

她还看到了律所对于另一类特殊人才的需要。“伴随大型中资所的转型，它们在配套设置COO、招聘有经验的高级市场负责人方面做了很大投入。有的是从咨询和广告公司招人做律所运营管理，还有一种折中方式：从合伙人团队中选出愿意从事相关工作的人。”

法律技能外，律所也希望招聘更多综合素质优秀的律师。“中国所、外资所在沟通能力上都表达出了很明确的需求。”刘泽南说，“最起码要求律师拥有良好的沟通和维系客户能力，并在维系过程中寻找客户的新需求。最近还有一些合伙人跟我强调了‘说服力’问题，在为客户提供法律建议时，很多问题并非单纯的法律问题，这个时候你怎么更好地表达出来，让客户可以接受？”

薪酬稳定

虽然对律师的要求越来越全面，但2019年，刘泽南观察到律所薪资并未过于浮动变化，她指出，律所对于大浮动的调薪很谨慎，稳定的薪水是一家律所业务稳定的信号之一。她认为在各级别律师工资普遍稳定的情

“The hottest skillsets this year are cybersecurity, data privacy and compliance issues related to international trade,” Yuen says. “AI, the Internet, e-commerce, retail and consumer companies are all spending a lot of time and money to help their in-house counsel acquire more in-depth industry knowledge. Meanwhile, manufacturing companies are seeking in-house counsel who have a good understanding of the latest policies related to export controls and trade compliance.”

Li says that with data compliance burdens increasing, companies are seeking personnel who can help them build a data protection system from scratch. “Furthermore, in-house counsel are also required to be able to imagine business scenarios, anticipate risks, and assist business units to proactively solve problems,” added Li.

The bad news is that except for the increase in salaries of in-house counsel at pharmaceutical and healthcare companies, salaries at all levels declined in 2019, with an average drop of at least 10 percent, says Li. “Many Chinese companies still consider in-house as a cost instead of an added value.”

DIVERSE RANGE OF CITIES

However, more choices are available to in-house counsel when it comes to location. Among the first-tier cities, “the demand for legal talent remains the steadiest in Shanghai, while Beijing, owing to its political status, offers more diverse legal positions. In the long run, both enterprises and human resources will possibly continue to move to the Greater Bay Area, with the most obvious increase in demand in Shenzhen,” says Yuen.

Li says that second-tier cities are coming up as well. “Hangzhou, which is a hub for the Internet industry, is becoming more and more popular and is full of entrepreneurial atmosphere. The salary is higher compared to other second-tier cities. In addition, there is Chengdu which has a cluster of technology companies. Many of the world’s top 500 companies have also opened offices here, attracting a lot of young people to come back home from first-tier cities. Wuhan, Nanjing and Xi’an are also noteworthy.”

况下，市场决定了其他层面的收入水平。“比如年终奖取决于律所本身或合伙人团队的经营情况；还有因为一些领域业务平缓，律师议价能力不高，就会接受一个低于市场一般涨幅的工资。”

外资所的情况则有所不同。黄至猷指出，外资所在入门职位薪资水平上感到了一定的竞争压力。“许多外资所想招的初年级律师多了红圈所这项选择，为保持一定的竞争力，适当调整入门级别工资是最直接的方法。薪酬是一方面，但另一方面是更长远的职业规划。很多年轻律师现在选择红圈所是希望更快升为合伙人、带领自己的团队。这一点具有联营所平台的外资所可能较有优势，可以在一定程度上实现较灵活的安排。”

更多选择

哪座中国城市在过去一年中为律师提供了更好的发展机会？在黄至猷看来，随着中国法律市场不断成熟，城市间也有了不同专业领域之分，“比如做医药行业的大部分律师会选择去上海，再比如深圳TMT行业比较聚集，很多外资所如果这方面做得好，就会选择在深圳开分所。”

刘泽南也认为深圳2019年在吸引法律人才上尤为突出，尤其受到大湾区政策倾斜的影响，这也一定程度上导致了外资律所陆续在深圳开设代表处。此外，“中国最高院巡回法庭增加到了6个，在新增城市里南京比较有竞争力。此外还有成都，虽然不是新增巡回法庭所在城市，但在经济上可以辐射到整个西南，也是很有竞争力的城市。”

创业公司驱动法务招聘

2019年律师的法务同伴们又面临着怎样的就业环境？为此我们采访了另外两名招聘专家。

Michael Page（米高蒲志）高级招聘顾问李涛综合了全国六家办公室在中国企业及外企法务招聘方面的数据，她告诉ALB：“总体来看，2019年法务招聘量最大的是中国企业，但出于行业和城市区别，中国企业2019年整体招聘数量略有下降，外企整体则比较稳定。”

SSQ高级经理袁俊斌告诉ALB，2019年在华美国及欧洲公司对法律人才的需求量依旧很大，但“一般是既有岗位的人员更新换代。而且随着招聘预算和公司经营模式调整，公

司对法律人才的需求量也有所下降。”与此同时，“中国有名的创新企业对法律人才的需求量有所增长，而且很多都是新岗位，主要涉及数据安全、私募基金、商业及合规领域。”

对此李涛有更为细致的观察。“中国中小型科技企业在招聘法务方面有个趋势：业务刚起步时可能没有或只有极少量法务，当业务发展到一定阶段，尤其资本进入时，会对法务的数量、质量产生要求。此外细分科技行业例如人工智能、区块链企业对于法务需求都有增量。”

关键技能

在法务专业能力方面，“今年最热的话题就是网络安全、数据隐私以及和国际贸易相关的合规问题。”袁俊斌说，“人工智能、网络、电子商务、零售及消费产业都花费了许多时间和金钱，帮助法务掌握更深入的行业知识。与此同时制造业则希望法务更懂和出口控制及贸易合规相关的时事政策。”

李涛补充说：“在数据保护层面，企业需要的不是从一到二的跟进型法务，而是要求法务能够从零到一，把企业的数据保护体系搭建起来。此外企业还要求法务能够想象商业场景，提前预见风险，在业务部门提出问题去积极并及时解决。”

虽然要求越来越高，然而根据李涛所收集的初步数据，除医药、医疗设备相关行业的法务薪资有所增长，2019年各个级别的法律薪资都有下降，降幅最少在10%，而且对许多中国企业来说，“它们依旧认为法务是成本，而非增值”。

城市多样性

不过法务们在城市层面选择更加丰富了。在一线城市中，“上海对法律人才的需求依然最稳定；北京由于政治地位，提供着更纷繁复杂的法律岗位，国企、私企、金融机构、创新企业和国际公司都想要招聘法律人才。长期来看，公司和人才可能都会继续向大湾区流动，深圳的需求增量最明显。”袁俊斌说。

李涛则分享了一些新兴城市：“杭州越来越受青睐，它主要依托互联网，创业气氛浓厚，薪酬也比别的二线城市高；此外还有成都，互联网、科技产业聚集，还有很多世界500强公司把办公室放到了成都，因此吸引了很多回流的年轻人。其次武汉、南京、西安，都是值得关注的地方。”

TAKE A CLOSER LOOK AT:

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Providing Quality and Efficient Arbitration Service for the Belt and Road Construction 积极为“一带一路”建设提供优质高效的仲裁服务

The China International Economic and Trade Arbitration Commission (“CIETAC”) is the most representative international arbitration institution in China with the longest history. CIETAC has extensive experience in the settlement of international commercial disputes and remains committed to promoting the development of international commercial arbitration. Since the implementation of the Belt and Road Initiative in 2013, CIETAC has handled many Belt and Road related cases and adopted measures to play an active role in furthering the Initiative.

(1) Providing quality arbitration service for the resolution of the Belt and Road-related disputes

CIETAC has stepped up its efforts to enhance the quality of arbitration service, and improved the efficiency in managing cases. CIETAC has selected and engaged arbitrators in consideration of the advantages of the Belt and Road countries. Having accomplished the renewal of its arbitrators in 2017, CIETAC now has engaged more arbitrators from the Belt and Road countries, with the number of arbitrators increased from 51 to 78, and the nationalities of arbitrators from 17 to 32, hence further enhancing the credibility and influence of CIETAC’s arbitral awards.

From January 2013 to June 2019, CIETAC has accepted 557 Belt and Road related cases, involving a total dispute amount of RMB24.357 billion and involving 43 Belt and Road countries.

(2) Actively expanding CIETAC’s presence

CIETAC has been actively expanding its domestic and international presence by setting up branches at home and abroad. In September 2017, it set up the CIETAC Silk Road Arbitration Center in Xi’an to provide commercial arbitration service for countries and regions along the Belt and Road. It also set up the CIETAC North America Arbitration Center in Vancouver, Canada on July 2, 2018, and the CIETAC European Arbitration Centre in Vienna, Austria on September 28, 2018, to provide quality and convenient arbitration service to enterprises that have developed their businesses under the Belt and Road Initiative in North America and Europe.

(3) Strengthening exchanges and cooperation with international arbitration institutions in Belt and Road countries

Since 2013, CIETAC has sent a number of delegations to establish and enhance exchanges and cooperation with prestigious arbitration institutions in major countries along the Belt and Road. So far, CIETAC has set up cooperation mechanisms with major arbitration institutions in 22 countries such as Turkey, Singapore and Poland. CIETAC delegations also arranged meetings with Chinese-funded enterprises located in the countries they



Wang Chengjie 王承杰

Vice Chairman and Secretary General of CIETAC
贸仲副主任兼秘书长

visited, sharing experiences on how to prevent legal risks in their local operations. CIETAC is always committed to further deepening the mutual understanding, exchanges and cooperation with the arbitration institutions in countries along the Belt and Road and enhancing the international recognition and influence of Chinese arbitration institutions.

On November 7, 2019, CIETAC held the Belt & Road Arbitration Institutions Roundtable Forum in Beijing jointly with eight leading arbitration institutions around the world, including the ICC International Court of Arbitration. Over 40 arbitration institutions from China and abroad signed the Beijing Joint Declaration of the “Belt and Road” Arbitration Institutions to push forward the in-depth collaboration in settling the international trade and investment disputes related to the Belt and Road projects.

(4) Providing theoretical and academic support to serve the Belt and Road construction

Since the implementation of the Belt and Road Initiative, CIETAC has organized and carried out a number of research projects on the international arbitration systems of the Belt and Road countries and has finished research on the commercial arbitration systems in 25 countries such as India, Indonesia, Vietnam, Turkey and Pakistan. Based on this research, CIETAC has provided enterprises with specific information concerning the arbitration systems and institutions of the relevant countries, to help them avoid legal risks and conduct comprehensive assessments of their economic and trade activities in the Belt and Road countries.

In 2019, CIETAC compiled “Selection of Arbitration Cases Involving the Belt and Road Countries” including 18 international commercial arbitration cases related to the Belt and Road countries or regions handled by CIETAC since 2013, involving various types of disputes, such as international construction projects, international sales of goods and equity transfer, with case analysis conducted by senior arbitrators. In addition, CIETAC published the Annual Report on

International Commercial Arbitration in China. In Chapter Two of the Annual Report, “Observation on China’s International Commercial Arbitration Practice Involving the ‘Belt and Road’ Countries”, the characteristics of the Belt and Road related CIETAC cases are summarized for the first time based on big data and analysis of typical cases. These researches provide an overview of arbitration cases handled by Chinese arbitration institutions in countries and regions along the Belt and Road, and pinpoint legal issues to which Chinese enterprises should pay attention when “going global”. The Annual Report also shares experiences on how to deal with foreign-related commercial disputes and gives suggestions on risk prevention.

(5) Carrying out extensive training and research activities on corporate legal risk prevention and dispute resolution

Centering on the subject of Belt and Road arbitration service, CIETAC has hosted events such as the China Arbitration Week, China Arbitration Summit, and CEITAC Cup International Commercial Arbitration Moot in recent years. CIETAC has also held forums on Belt and Road trade and investment risk prevention and response and other related activities in many cities in China. In the international dimension, CIETAC has held activities in the United Kingdom, France, Spain, Singapore, Indonesia, Malaysia, Poland, South Africa, Brazil and other countries along the Belt and Road, such as forums for Chinese-funded enterprises, and seminars on legal risk prevention and dispute resolution. The activities aim to help enterprises fully understand the fair, reasonable and efficient approaches to resolving Belt and Road related international commercial disputes, provide them with efficient arbitration and legal support in their business activities, and encourage them to participate in the construction of the diversified dispute resolution mechanism for the Belt and Road related disputes.

(6) Continuously improving the diversified dispute resolution mechanism

CIETAC released its International Investment Arbitration Rules in September 2017. The Rules are the first of the kind in China, which fills the gaps in China’s international investment arbitration rules and provides an important platform and way for Chinese companies to resolve disputes arising from their investments in foreign countries. In order to speed up the implementation of the Rules, CIETAC has released its Panel of International Investment Arbitrators in September 2018, with a total of 79 arbitrators. Among them, 15 arbitrators are from 12 major countries along the Belt and Road. By doing so, CIETAC can better meet the needs of enterprises to participate in the Belt and Road construction



Roundtable for Leaders of Belt and Road Arbitration Institutions



Beijing Joint Declaration of the Belt and Road Arbitration Institutions

and provide convenience to the parties in choosing their arbitrators.

CIETAC also established its mediation center in May 2018 and the Center has released its List of Mediators, with a view to satisfying the needs of parties of the Belt and Road countries who are from different legal and cultural backgrounds, and also providing them with quality and efficient diversified dispute resolution service.

作为中国最早设立、最具代表性的国际性常设仲裁机构，中国国际经济贸易仲裁委员会（简称“贸仲”）在国际商事争议解决中积累了丰富经验，并长期致力于促进国际商事仲裁的发展。自2013年中国“一带一路”倡议实施以来，贸仲受理了大量涉“一带一路”的案件，并采取了一系列措施积极服务“一带一路”建设。

（一）提供优质仲裁服务解决“一带一路”争议

贸仲持续狠抓办案质量，大力提高办案质量效率方面管理的精细化程度，同时在仲裁员选聘方面注重发挥“一带一路”沿线国家优势。在2017年完成的仲裁员换届工作中，贸仲的沿线国家的在聘仲裁员人数从51名增加到78名，国别从17个增至32个，提升了贸仲仲裁裁决的公信力和影响力。

2013年1月到2019年6月，贸仲共受理557件涉“一带一路”国家/地区仲裁案件，争议金额共计人民币243.57亿，共涉及“一带一路”沿线国家43个。

（二）积极推进机构布局和设置

贸仲积极推进国内外分支机构设立工作，其中，于2017年9月在西安设立贸仲丝绸之路仲裁中心，向“一带一路”沿线国家提供贸仲的商事仲裁服务资源。贸仲还分别于2018年7月2日和9月28日在加拿大温哥华和奥地利维也纳设立贸仲北美仲裁中心和贸仲欧洲仲裁中心，为企业参与欧洲、北美及“一带一路”建设就近提供优质便利的仲裁法律服务。

（三）与“一带一路”国际仲裁机构加强交流与合作

自2013年以来，贸仲先后派出团组访问“一带一路”沿线主要国家，密集拜访当地的主要仲裁机构，与土耳其、新加坡、波兰等22国主要仲裁机构建立了合作机制，并与所到国中资企业进行座谈，对企业在当地经营活动如何防范法律风险分享经验。进一步深化对“一带一路”沿线国家仲裁机构相互了解与交流合作，增强国际认同感，扩大中国仲裁影响力，为“一带一路”建设提供优质仲裁法律服务。

2019年11月7日，贸仲联合国际商会仲裁院（ICC）等全球8家知名仲裁机构共同在北京举办“一带一路”仲裁机构高端圆桌论坛。40余家国内外仲裁机构共同达成《“一带一路”仲裁机构北京联合宣言》，进一步推动了各国仲裁机构在“一带一路”国际贸易投资争议解决中深入开展合作。

（四）为“一带一路”建设提供理论/学术支持

“一带一路”倡议实施以来，贸仲多次组织

开展了《“一带一路”沿线国家国际仲裁制度研究》的研究工作，目前已完成对印度、印度尼西亚、越南、土耳其、巴基斯坦等25国商事仲裁制度开展研究，并有针对性地向企业提供相关国别仲裁制度和机构方面信息，提示法律风险，便于企业对其在沿线相关国家开展的经贸活动进行综合评估。

2019年，贸仲主编了《涉“一带一路”国家仲裁案例选编》，对2013年以来其受理的涉“一带一路”国家/地区的18个国际商事仲裁案例进行梳理和总结，涵盖国际建设工程、国际货物买卖和股权转让等典型争议类型，并组织资深仲裁员对案例进行评析。此外，贸仲委还主编了《中国国际商事仲裁年度报告（2018-2019）》，其中第二章“中国涉‘一带一路’国家/地区仲裁实践观察”，通过大数据分析以及对典型案例的剖析，首次总结了贸仲受理的涉“一带一路”沿线国家/地区商事争议案件的特点。上述研究展现了当前中国仲裁机构受理的涉“一带一路”国家仲裁案例的基本样貌和中国企业在“走出去”过程中值得关注的法律问题，也向当事人分享了处理涉外商事争议案件的经验，并提出风险防范的建议。

（五）广泛开展企业法律风险防范培训和争议解决研讨活动

近年来，围绕“一带一路”仲裁法律服务主题，贸仲开办了中国仲裁周、仲裁高峰论坛、贸仲杯等贸仲品牌活动，在国内多个城市举办“一带一路”贸易投资风险防范与应对论坛等活动，在英国、法国、西班牙、新加坡、印尼、马来西亚、波兰、南非、巴西等多个“一带一路”沿线国家举办中资企业座谈会、法律风险防范与争议解决研讨会等活动。上述活动帮助企业全面深入了解公正、合理、高效的“一带一路”国际商事争议解决方式，为企业参与“一带一路”建设保驾护航，并推动企业参与“一带一路”建设中的多元化争议解决机制建设。

（六）不断完善多元争议解决机制

2017年9月，贸仲颁布实施了《贸仲国际投资争端仲裁规则》。该规则系中国首部投资争端仲裁规则，填补了中国国际投资仲裁规则的空白，为中国企业解决与东道国投资争端提供了重要平台和途径。为加快该规则的实施，贸仲在2018年9月发布了《贸仲国际投资争端仲裁员名册》，聘任投资仲裁员共计79人。其中，15名为“一带一路”沿线国家仲裁员，覆盖了12个沿线主要国家，能更好地满足企业参与“一带一路”建设的需求，便于其当事人选择仲裁员。

此外，贸仲于2018年5月成立了调解中心，并相应公布了《中国国际经济贸易仲裁委员会调解中心调解规则》和《调解员名册》，满足了来自不同法律文化背景的“一带一路”国家当事人的需求，给当事人提供优质高效的多元化争议解决服务。

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DEALS 交易

\$11.3 BLN**Alibaba's Hong Kong IPO**

Deal Type: IPO

Firms: Fangda Partners, Freshfields Bruckhaus Deringer, King & Wood Mallesons, Maples and Calder, Simpson Thacher & Bartlett
Jurisdictions: China, Hong Kong SAR

阿里巴巴香港上市

交易类型：上市

参与律所：盛信律师事务所，方达律师事务所，迈普达律师事务所，富而德律师事务所，金杜律师事务所
管辖地：中国，中国香港特别行政区

\$6 BLN**Chinese Government's US dollar bonds**

Deal Type: DCM

Firms: Linklaters, Allen & Overy
Jurisdictions: China, U.S.

中国政府发行60亿美元政府债券

交易类型：债券

参与律所：年利达律师事务所，安理国际律师事务所
管辖地：中国，美国

\$4.67 BLN**Postal Savings Bank of China's Shanghai IPO**

Deal Type: IPO

Firms: Haiwen & Partners, King & Wood and Mallesons
Jurisdiction: China

中国邮政储蓄银行上市

交易类型：上市

参与律所：海问律师事务所，金杜律师事务所
管辖地：中国

\$2.7 BLN**Amgen's acquisition of 20.5% share of BeiGene**

Deal Type: M&A

Firms: Latham & Watkins, Mintz Levin, Goodwin Procter, Skadden, Arps, Slate, Meagher & Flom
Jurisdictions: China, Hong Kong SAR, U.S.

安进收购百济神州20.5%股份

交易类型：并购

参与律所：瑞生国际律师事务所，美国Mintz Levin律师事务所，高赢国际律师事务所，世达国际律师事务所
管辖地：中国，美国，中国香港特别行政区

\$1 BLN**Zijin Mining's acquisition of Continental Gold**

Deal Type: M&A

Firms: McCarthy Tétrault, Cassels Brock & Blackwell, Fasken Martineau DuMoulin
Jurisdictions: China, Canada

紫金矿业收购大陆黄金

交易类型：并购

参与律所：麦启泰律师事务所，卡素·布洛克律师事务所，法铭德律师事务所
管辖地：中国，加拿大

\$855 MLN**Feihe's Hong Kong IPO**

Deal Type: IPO

Firms: Commerce and Finance Law Offices, DLA Piper, Freshfields Bruckhaus Deringer, Harney Westwood & Riegels, Jingtian & Gongcheng, Linklaters
Jurisdictions: China, Hong Kong SAR

飞鹤香港上市

交易类型：上市

参与律所：竞天公诚律师事务所，富而德律师事务所，衡力斯律师事务所，欧华律师事务所，通商律师事务所，年利达律师事务所
管辖地：中国，中国香港特别行政区

\$655 MLN**Kingsoft Office's Shanghai IPO**

Deal Type: IPO

Firms: Commerce and Finance Law Offices, JunHe
Jurisdiction: China

金山办公科创板上市

交易类型：上市

参与律所：君合律师事务所，通商律师事务所
管辖地：中国

\$589 MLN**Pharmaron's Hong Kong IPO**

Deal Type: IPO

Firms: Zhong Lun Law Firm, O'Melveny & Myers, JunHe, Skadden, Arps, Slate, Meagher & Flom
Jurisdictions: China, Hong Kong SAR

康龙化成香港上市

交易类型：上市

参与律所：中伦律师事务所，美迈斯律师事务所，君合律师事务所，世达国际律师事务所
管辖地：中国，中国香港特别行政区

中美贸易战中的法律问题



纪雪峰
安理（天津）律师事务所主任
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近期，各媒体经常以中美贸易战的相关新闻及消息刷屏。从最初2018年3月22日特朗普签署备忘录宣称依据“301调查”结果，将对从中国进口的至少500亿美元的商品加征关税并实施投资限制，到2019年8月15日美国贸易代表办公室（USTR）宣布对约3000亿美元自华进口商品加征10%关税，再到10月，美国商务部发布公告称自10月31日起对中国3000亿美元加征关税清单产品启动排除程序，中美贸易战可谓是一波三折。笔者作为一名长期从事国际投资及国际贸易法律服务的律师，对中美贸易战一直保持关注，现谨就中美贸易战中的部分法律问题做简要分析，以飨各位。

1、美国的“301”调查

2018年3月22日，美国总统特朗普签署备忘录，基于301调查报告，指令有关部门对华采取加征关税等限制措施。301调查是指美国依据《1974年贸易法》“301条款”，可对美国认为是“不公平”的国家的贸易进行调查。基于该调查，由总统决定采取提高关税、限制进口、停止有关协定等一系列报复措施。“301条款”明显属于单边主义和贸易保护主义，违反国际贸易基本原则。

美方绕开WTO贸易争端解决机制直接向中国发起挑战，以及，即使其最终在WTO打赢了官司，要想对中国发起制裁措施也必须经过WTO的授权，而不能直接宣布加征关税，这些对于WTO规则的明显程序违法暂且不说。

就且说说其对于WTO最惠国待遇原则及关税减让原则的公然违反。WTO成员国中，一个国家对另一个国家征收的关税不能高于这个国家对其他国家征收的关税，美国单方加征关税行为是对中国在贸易上的歧视，明显违反最惠国待遇原则。此外，美国加税行为也违反了关税减让原则。WTO该原则旨在通过谈判削减关税并尽可能地消除关税壁垒，从而促进国际贸易的发展。因此美国作为WTO成员国，除了WTO协议中明确规定的“两反一保”，即反补贴、反倾销、保障措施和特别保障措施可以提高关税外，其他任何情况都应以减让关税为原则。而美国单方加税行为明显与该原则相悖。

2、美国CFIUS审查制度

除了加征关税外，美国还对中国收购其重点技术或产业的投资行为采取限制措施，意即，“贸易战”实际上已经扩展到投资领域。其使用的重要的一招即“CFIUS审查制度”。

CFIUS，全称美国外国投资委员会（Committee on

Foreign Investment in the United States），是由美国财政部长担任委员会主席的跨部门组织，有权审查法律规定的“可管辖交易”（“Covered Transactions”）。对有可能对国家安全造成不利影响的交易，CFIUS有权要求交易双方采取缓解措施或建议总统裁决否决该交易。

笔者最早是在2011年开始了解美国的CFIUS审查制度，当时为某大型国企的对美绿地投资项目提供专项法律服务。虽然了解CFIUS审查制度仅针对对美并购项目，应不涉及绿地直投项目，但因该项目的额巨大，投资方极为审慎，故仍对CFIUS审查制度进行了深入研究。

值得一提的是，2018年8月13日，CFIUS立法改革程序完成，增强了CFIUS的审查权并扩大了其审查范围。CFIUS审查的五个主要考量因素分别是：1.标的公司所在产业（是否为国防、通讯等敏感行业）；2.外国政府的参与程度；3.标的公司的地理位置（是否接近军事基地）；4.与美国有重大合同；5.涉及的产品、技术和服务。CFIUS会追踪至公司实际控制人，从而触发CFIUS审查。

CFIUS审查已日益成为美国政府的政治工具，其审查行为变得更加“不透明”；审查范围甚至已经突破了并购交易、扩展到了绿地投资领域；审查趋严，案例否决率一直提高；对中国央企、国企的投资行为尤其“敏感”。这一切使得中资企业赴美投资愈发复杂、不可控因素不断增多。

3、FIRRMA及其实施细则草案

2018年8月13日，美国国会通过了FIRRMA法案（《外商投资风险评估现代化法案》），2018年11月10日，FIRRMA法案“试行计划”生效，凡“被涵盖交易”列表中的投资交易必须于交易完成前45天向CFIUS申报，从此改变了美国国家安全审查一贯遵循的“自愿申报”原则，极大地增加了中国企业赴美进行科技类等特殊领域投资的难度。

今年9月17日，美国财政部又发布了FIRRMA实施细则草案。实施细则草案将CFIUS的管辖范围拓展至外国主体对美国商业实体直接或间接地非控股投资，同时扩大了“试行计划”中的强制申报范围。该草案的最终版本预计将于2020年2月13日前生效。

综上，笔者认为，中美贸易战已经持续了近两年，虽然近期中美谈判取得了初步成效，但其根本目的只是美方为缓解其国内的经济和舆论困境，未来的谈判走向还未可知。说到底，冰冻三尺非一日之寒，中美贸易战只是中国崛起在国际上引起的连锁反应之一……

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競天公誠律師事務所
JINGTIAN & GONGCHENG

一体化高效服务 把握资本市场机遇

— 专访竞天公诚律师事务所合伙人王峰律师

Seizing Opportunities in Capital Market with Integrated Efficient Services

- Interview with Wang Feng, Partner of Jingtian & Gongcheng



王峰 律师
竞天公诚律师事务所合伙人
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ALB: 在目前的资本市场环境中,对于有意境外上市的中国企业和有兴趣境内上市的外资企业来说存在哪些新的机遇与挑战?

王峰律师: 2019年以来,全球资本市场环境不断变化,新的机遇与挑战并存。就中国资本市场而言,迅速发展与扩大开放是主旋律。对有意境外上市的中国企业而言,H股全流通全面改革意味着未来可以无需红筹重组即可实现股票全流通,并仍保留未来在A股适用境内上市标准直接上市的机会;对有兴趣境内上市的外资企业而言,科创板的推出、创业板的注册制改革使中国上市法律规则和审核机制进一步与国际接轨,而以红筹架构上市的放开则为境外企业上市架构提供了新的选择。与此同时,中国企业赴境外上市意味着接受多地区司法管辖,国际贸易摩擦、地区冲突以及上市地法律政策变化对此带来了不断的挑战,而境外企业在中国境内上市则需要更加熟悉和理解中国新的监管理念和规则。

ALB: 在这样的市场环境下,竞天公诚是如何为资本市场的客户提供专业化服务的?

王峰律师: 竞天公诚是国内最早从事资本市场业务的律师事务所之一,在中国企业境内外上市,尤其是跨境服务领域具有丰富的业务经验。除北京、上海、深圳、成都、天津、南京外,竞天公诚今年在三亚、和杭州设立分所,并积极筹办广州分所,以进一步满足“粤港澳大湾区”和“长三角”地区客户高效服务的需求。2019年5月,竞天公诚香港分所正式开业,竞天公诚成为拥有香港执业资格的中国律师事务所之一,这是竞天公诚发展历程中的又一里程碑。香港分所由多名一线国际律师事务所资本市场律师组成,并与竞天公诚内地办公室采取一体化管理,以便为客户提供一体化跨境、高效服务。凭着丰富的境内外上市实际业务操作经验及对境内外不同证券市场法律法规与监管要求的深刻理解,竞天公诚能够高效率、高质量地为客户提供专业化服务。

ALB: 可否给目前想要境内外IPO的中国企业两三条建议?

王峰律师: 除企业日常规范经营外,建议企业结合自身行业监管、业务经营、财务情况、资产状况等,选择熟悉且能够为在不同证券市场上市提供服务的中介机构,提早对境内外上市进行筹划和准备,以最大限度降低上市的机会成本、时间成本、财务成本及沟通成本,并在不同证券市场的监管、行业、市场风口来临时,迅速抓住机会并完成上市。

ALB: 展望未来,您对未来资本市场的发展走势有何预期?

王峰律师: 境内方面,上海科创板的开闸和H股全流通改革的推出,深圳创业板注册制及新三板深化改革的推进,决定了开放与包容仍会是未来中国资本市场发展的主流。境外方面,我们也仍然看好香港及美国证券市场对于中国新经济、新技术、新服务等行业企业融资的青睐与支持,是非常重要的国际融资平台。

ALB: In the current capital market, what are the new opportunities and challenges for Chinese enterprises seeking a listing overseas and foreign companies interested in listing in China?

Mr. Wang Feng (Wang): Changes occurred in the global capital market since 2019, corresponding to which, China boosts rapid development and broader opening-up. For Chinese companies seeking a listing overseas, the H-Share “full circulation” enables them to directly list and circulate all of their domestic shares on HKEx without spoiling any chance of further issuance of A-Shares in China. For foreign companies seeking a listing in China, since IPOs of foreign issuers whose principal business activities located in China are accepted by the Shanghai Stock Exchange for STAR Market issuers, they now have new opportunities listing in China. However, overseas listings can be challenging for both PRC and foreign issuers as a result of, among others, the multi-regional jurisdictions and the potential policies shifting.

ALB: In the current market environment, how does Jingtian & Gongcheng provide professional services to clients in the capital market?

Wang: We are one of the earliest Chinese firms practicing in the capital market and the most experienced Chinese firm practicing in overseas listing. We have a particularly in-depth understanding in cross-jurisdictional legal services not only through our extensive experience in relevant fields but also our capability of integrated services

among all our offices including our Hong Kong office, which opened in May 2019 and consisted of a group of elite professionals who have rich experiences in the international capital market. With this milestone and a series of other significant steps including opening offices in Nanjing, Sanya and Hangzhou, and, of course, with the constant dedication of our excellent colleagues, we can continue providing high-quality, high-efficiency, pragmatic and commerce-based professional services to all our clients.

ALB: Would you give some suggestions to Chinese enterprises planning IPO domestically or overseas?

Wang: An early planning and targeted preparation for the potential IPO, which can be achieved by experienced agencies that are familiar with both domestic and overseas capital market practices, would save a considerable opportunity cost, time cost and financial cost.

ALB: What are your expectations on the future development trend in the capital market?

Wang: Opening-up would continue being the theme of domestic capital market, which embodied the STAR Market, the IPO registration reform, the H-Share “full circulation” and various other measures stepwise taken by the PRC authorities in recent years. Meanwhile, overseas listings are also promising choices for new economy and high-tech companies as they tend to have a good presence in international capital markets like Hong Kong and the U.S.

'LISTEN AND ENGAGE' “倾听和参与”

Recently elected as Baker McKenzie's first Asian global chair, Milton Cheng has ambitious plans to grow the firm's Mainland China presence. Here, he outlines his strategy for the immediate future.

作为贝克·麦坚时国际律师事务所首位亚裔全球主席，郑维明计划大规模进军中国内地市场，同时在中国香港特别行政区市场保持稳定的业务。

ALB: You've received a lot of recognition in the media for being the firm's first Asia-based chair, do you think your election signals an effort to focus on Asia going forward?

CHENG: Baker McKenzie has always been a truly global firm with no one region dominating our management or our culture. I like to see myself as the latest in a series of firsts that we have led the legal sector on: First female chair with Christine Lagarde in 1999, first Latin American chair in 2010 with Eduardo Leite and now with myself as our first Asian chair. I think it is a big tribute to the region and recognition of the growth and the growing importance of Asia, but also an example of how, in Baker McKenzie, everyone has the opportunity to be successful and to lead, regardless of background.

ALB: What are your plans for China heading into 2020?

CHENG: 2020 will be a year of some

significance to our firm in China and globally, as it marks the fifth anniversary of the establishment of our joint operation office with FenXun Partners in the Shanghai FTZ. Over the years, the team has grown six-fold in size, serving an expanding suite of domestic and multinational clients. We have recently confirmed that we are exploring plans to take this co-operation a stage further by expanding our presence in the Greater Bay Area, including potentially applying for offices in the southern Chinese technology hub of Shenzhen.

ALB: What is your strategy for the immediate future?

CHENG: The complexity of any organisation like this is a challenge. I have found the enthusiasm and helpfulness of so many people have helped me as I take on the role, so I feel well prepared. My top three priorities for the next few months coming into this new role are to listen and engage, work with the global board to agree and communicate short, medium and long term goals and chart a clear implementation plan for the next 12 months and beyond, and articulate and attain buy-in of the plan as I visit offices around the world and talk to our partners and our people. ALB

ALB: 作为贝克·麦坚时首位亚裔全球主席，您获得了媒体的广泛认可。在您看来，您当选全球主席是否意味着贵所将计划着重在亚洲发展其业务？

郑维明律师：贝克·麦坚时一直是一

家真正的国际律师事务所，没有哪种文化或来自哪个地区的管理层在律所内部占据主导地位。贝克·麦坚时在法律界引领了一系列的“第一”，我愿意把自己的当选看作是其中最新的一个：1999年，克里斯蒂娜·拉加德成为第一位女性全球主席；2010年，李蔼德成为第一位拉美裔全球主席；而现在，我成为了第一位亚裔主席。我认为这是向该地区致敬，也是对亚洲的增长和重要性的认可；同时这也表明，在贝克·麦坚时，无论背景如何，每个人都有机会获得成功并发挥领导作用。



"I think it is a big tribute to the region and recognition of the growth and the growing importance of Asia, but also an example of how, in Baker McKenzie, everyone has the opportunity to be successful and to lead, regardless of background."

“我认为这是向该地区致敬，也是对亚洲的增长和重要性的认可；同时这也表明，在贝克·麦坚时，无论背景如何，每个人都有机会获得成功并发挥领导作用。”

MILTON CHENG
郑维明律师

ALB: 2020年，您在进军中国市场方面的计划是什么？

郑律师：2020年对于我们在中国乃至全球的业务来说都是具有重要意义的一年。我们与奋迅律师事务所在上海自贸区成立的联营办公室将迈入第五年。这几年间，该团队的规模增长了6倍，为越来越多的国内和跨国客户提供服务。我们最近决定，将探索进一步推进该项合作，在粤港澳大湾区扩大我们的业务，包括可能在南方的科技中心深圳申请设立办公室。

ALB: 您近期的策略是什么？

郑律师：任何一个像这样复杂的机构都会存在挑战。当我开始担任这个职位的时候，我发现很多人的热情和乐于助

人的精神使我受益良多；因此我觉得我已经做好了充分的准备。在未来几个月里，我的三大首要任务是：倾听和参与；与全球董事会合作沟通，就短期、中期和长期目标达成一致意见，同时为未来12个月及之后的发展制定清晰的实施计划；我将访问我们设在全球各地的办公室，与我们的合作伙伴和员工们进行交谈，向他们说明计划并争取他们的支持。 ALB



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解说电影类短视频的侵权简析

自2016年“谷阿莫”在微博上迅速走红，大量的解说电影类短视频在各类网络平台上相继出现，“几分钟看完xx电影”、“解说xx电影”等层出不穷。解说电影类短视频切合了“快”时代的用户需求，受到了用户的拥簇，个别视频播放量可达百万，其制作者也拥有了大量的粉丝，成为了所谓的“大V”，个别制作者也会在其短视频中加入商业盈利信息。

海峡对岸的“谷阿莫”陷入著作权侵权的版权纠纷中，案件尚未有定论，却也引发了国内一系列讨论。本文着重从“合理使用”的角度论述解说电影类短视频是否构成侵权。

一、合理使用制度的法律规定

我国《著作权法》第二十二条规定，在下列情况下使用作品，可以不经著作权人许可，不向其支付报酬，但应当指明作者姓名、作品名称，并且不得侵犯著作权人依照本法享有的其他权利（二）为介绍、评论某一作品或者说明某一问题，在作品中适当引用他人已经发表的作品。《著作权法实施条例》第二十一条规定，依照著作权法有关规定，使用可以不经著作权人许可的已经发表的作品，不得影响该作品的正常使用，也不得不合理地损害著作权人的合法权益。

二、认定合理使用的要素

合理使用主要从以下三个部分进行认定：是否属于适当引用，是否影响该作品的正常使用，是否不合理地损害著作权人的合法权益。

“适当引用”一方面要求“必要性”，另一方面要求“适当性”。“必要性”限定于“为介绍、评论某一作品或者说明某一问题”，即该部分作品的引用一定是介绍、评论或说明所必不可少、不能避免的，否则便无法进行。“适当性”要求引用作品的质和量要适当，即引用作品的数量不应超过过高的比例，引用作品的部分不应为作品的实质和精髓。

三、解说电影类短视频不构成合理使用

解说电影类短视频以电影主线内容为主，最大限度的压缩具体情节，致力于精讲电影故事，一般时长在5-10分钟。其视频名称就已表明其是对电影作品的介绍和表达，表述都是源于电影内容，整个短视频表达没有超出电影范围。笔者认为，解说电影类短视频并不构成合理使用。

（一）介绍、评论或说明电影，附带电影视频片段不是必

要的。作为国内比较知名的介绍和评论类网站，“xx百科”和“豆瓣”都没有附带电影正片视频片段，并且受到广大用户的推崇，用户并没有把介绍、评论或说明电影等同于电影视频，用户观影仍然是通过电影院和视频网站。归根到底，介绍、评论或说明电影，本身就是建立在介绍人、评论人和说明人自己对电影作品的理解和主观评价之上，载体是文字，其本质的表达方式就是文字作品，或者是文字表达衍生的口述作品。

（二）解说电影类短视频的引用超出了“适当”的范围。此类短视频几乎全部都是电影正片片段，而且剧情连贯、一气呵成，精炼的呈现了电影内容，电影画面占有绝对高的比重。可以说，此类短视频如果没有引用电影画面将毫无意义，对观众的吸引力大打折扣。正是由于引用了电影画面，才使得观众能够对电影本身有个概括全局的认知，能够理解导演通过电影想要表达的思想。显然，就此类短视频而言，引用的范围明显超出“适当”。

（三）解说电影类短视频影响了电影作品的正常使用，对电影产生实质性替代。对公众而言，其视频名称就已足够吸引对该电影作品感兴趣的观众前来观看。由于此类短视频是对电影内容的介绍和概括，整个内容和表达没有超出电影范围，而且充分的剧透，观众不需要观看完整电影即可知晓电影全部剧情、关键情节和画面，对电影起到了实质性替代作用。

（四）解说电影类短视频损害了著作权人的合法权益。由于此类短视频并不是向公众提供保留剧情悬念的推介、宣传信息，而是彻底的剧透，导致观众不需要前往电影院或视频网站，即可“速食”电影，极大的影响了票房收入、后序转售和已购买电影版权的视频网站的合法权益，重伤了整部电影的后续商业发展。

四、结语

解说电影类短视频不仅从形式上不符合“合理使用”的法律规定，而且实质上不符合“合理使用”制度的价值导向，构成著作权侵权。笔者认同文化需要评论和批判才能不断发展，也理解现在是百花争鸣、百家齐放的一个时代，但是文化的繁荣不能以侵犯他方的著作权为代价，希望大家能够树立法律意识、尊重著作权，自觉维护文化市场，也希望平台方能加强审查，对维护著作权做出良好的指向。

CHINA'S BYTEDANCE MOVES TO RINGFENCE ITS TIKTOK APP AMID U.S. PROBE 美国调查施压，字节跳动旗下TikTok加紧信息安全保障

ByteDance has stepped up efforts to separate its social media app TikTok from much of its Chinese operations, amid a U.S. national security panel's inquiry into the safety of the personal data it handles, people familiar with the matter said.

The Chinese technology company is seeking to provide assurances to the Committee on Foreign Investment in the United States (CFIUS) that personal data held by TikTok, which is widely popular with U.S. teenagers, is stored securely in the United States and will not be compromised, the sources said.

CFIUS, which reviews deals by foreign acquirers for potential national security risks, is looking into ByteDance's \$1 billion acquisition of social media app Musical.ly in 2017, which laid the foundations for TikTok's rapid growth, Reuters reported earlier.

ByteDance's response represents a key test of corporate China's ability to operate businesses in the United States that handle personal data, as U.S. President Donald Trump's trade war with China fans suspicion between the world's two largest economies.

ByteDance started to separate TikTok operationally before CFIUS approached it in October, because it wanted some of its staff to focus on TikTok, according to the sources.

It completed the separation of TikTok's product and business development, marketing and legal teams from those of its Chinese social media app Douyin in the third quarter of this year, according to the sources, who requested anonymity to discuss the company's internal arrangements.

TikTok is also hiring more U.S. engineers to reduce its reliance on staff in China, according to the sources.

It is not clear how effective these changes will be in appeasing CFIUS. A spokeswoman for the U.S. Treasury Department, which chairs CFIUS, said it does not comment on information relating to specific CFIUS cases.

"Shifting a company's operations away from China, geographically and technically, can give CFIUS more comfort that the company is really independent of its Chinese owner and the Chinese government," said Nevena Simidjiska, a partner at law firm Fox Rothschild who advises companies on CFIUS reviews and is not involved in the TikTok case.


TikTok employs about 400 people in the United States, up from 20 people at the time of the Musical.ly acquisition, the sources said. Most of the new employees joined this year, as TikTok built its U.S. operations, the sources added. ByteDance has 50,000 employees around the world.

ByteDance views the CFIUS investigation as informal, and has not yet been subjected to an official review, one of the sources added.

Some of the personal data that TikTok stores, such as a person's name, age, email address and phone number, is submitted by its users. Other information, related to a person's location, is collected automatically, according to TikTok's website. TikTok also stores user-generated content, such as photographs and videos.

Launched just two years ago, TikTok has been downloaded 1.5 billion times, making it the third most downloaded non-gaming app of the year, after Facebook's WhatsApp and Messenger apps, according to research firm SensorTower.

ByteDance is one of China's fastest growing startups. It owns the country's leading news aggregator, Jinri Toutiao, as well as TikTok, which has attracted celebrities like Ariana Grande and Katy Perry.

ByteDance counts Japanese technology giant SoftBank Group Corp, venture capital firm Sequoia Capital, and private equity firms such as KKR & Co Inc, General Atlantic and Hillhouse Capital Group as backers. 

据多位知情人士指出，中国科技企业字节跳动已加紧将旗下社交视频产品TikTok与其他中国业务切割，目前美国国家安全当局正在调查TikTok对客户个人信息的保护情况。

消息人士称，字节跳动正在设法提供证据让美国外资审议委员会(CFIUS)确信，TikTok所持有的个人信息安全储存在美国。TikTok在美国青少年中极受欢迎。

根据路透稍早报道，CFIUS对字节跳动2017年以10亿美元收购美国社交媒体应用程序Musical.ly一事展开国家安全审查。这笔收购案为TikTok的高速成长奠定了基础。CFIUS负责审查收购方为外国投资者的交易，以发现潜在的国家安全风险。

字节跳动对调查案的应对，是对中国企业在美国经营涉及个人信息业务能力的一次重要考验。美国总统特朗普对中国发起贸易战，已加深双方的猜忌。


中国游戏公司昆仑万维在5月表示，同意美国外资审议委员会(CFIUS)的要求，将会出售旗下社交平台Grindr，因之前美方对个人数据安全问题表示担忧。字节跳动希望自己能避免重蹈覆辙，同时还在研究通过首次公开发行(IPO)退出在Grindr的投资。

据消息人士透露，字节跳动在CFIUS审查之前10月份就已开始在业务上与TikTok进行切分，因为公司要求部分员工专门负责TikTok的工作。

消息人士称，公司在2019年第三季度已将TikTok的产品和业务开发、市场营销以及法律团队与中国社交媒体平台抖音分离。消息人士在讨论公司内部安排时要求匿名。

消息人士补充说，公司在2019年夏季还聘请外部咨询公司检查所存储个人数据的完整性。公司表示，美国用户数据完全存储在美国，备份在新加坡。

据消息人士指出，在CFIUS进行了解后，TikTok做出新的努力，在加州山景城成立一个团队，负责数据管理的监督。消息人士说，这个团队将决定驻中国的工程师是否有存取数据库的权限，并监督他们的行为。

据消息人士表示，TikTok也将雇佣更多美国工程师，以减少对驻中国员工的依赖。 



钢结构资产抵押的法律实践问题分析



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一、钢结构资产抵押的探索和创新

中小企业拥有大量钢结构资产，基于其拆移方便，移动不会损害其价值的优势，企业在初建厂房时往往选择钢结构形式，这类厂房大多不具备房产证和土地使用证。然而，以钢结构资产作为贷款抵押物进行融资，在我国法律领域还是一片空白。

山东枣庄于2009年创新开办钢结构资产抵押贷款业务，枣庄市中级人民法院明确认为钢结构资产可以视为企业的生产设备，具备作为动产抵押物的客观条件，突破了钢结构资产性质认定的瓶颈。抵押当事人在工商行政管理部门办理钢结构资产抵押登记，如无其他导致抵押合同无效的情形，按照物权法和担保法的有关规定，可依法确认动产抵押。在各地开展的抵押贷款业务中，钢结构资产作为动产设立抵押，有效帮助企业盘活资产，切实缓解了众多中小企业融资难、融资成本高的问题。

二、钢结构资产抵押存在的法律风险及建议

钢结构资产抵押实践中也存在着一些问题。第一，钢结构厂房在办理动产抵押登记后又取得房屋权属登记证的，该动产抵押权如何认定？第二，钢结构厂房在取得房屋权属登记后，又办理动产抵押登记的，该动产抵押权如何认定？以上两种情形，抵押权人能否主张对该钢结构厂房享有优先受偿权？

笔者认为，将钢结构资产还原为建设材料办理动产抵押，只能适用于资产性质不明确、未办理房屋权属登记的情形。对于已办理房屋权属登记的钢结构资产，应依据《中华人民共和国物权法》第187条的规定办理不动产抵押登记。在利用钢结构资产作为抵押物放贷时，银行等金融机构理应需要考虑和控制其风险性。如果抵押当事人特别是抵押权人在签订抵押合同之前，对钢结构资产的权属及性质未尽审慎核实义务，将实际已办理房屋权属登记的不动产，以钢结构的形式在工商部门办理动产抵押登记，则该抵押权不能成立。

另外，即使在办理动产抵押登记时该钢结构资产的性质还未确定，抵押权人在办理完毕抵押登记后，也应跟进关注抵押物的性质变动。如果钢结构资产之后又取得了不动产权属登记，性质被依法确认为不动产，抵押权人应及时办理不动产抵押登记，否则会影响其抵押权的行使，导致抵押权无法实现，这其实也变相增加了金融机构对抵押物的监督成本。

探索中小企业融资新途径，灵活采用担保方式，进而促进中小企业持续发展，是保持我国国民经济平稳较快发展的重要基础。钢结构资产作为贷款抵押物，已成为贡献中小企业发展的增长点。但在实践操作方面仍存在许多需要完善的空间，其在资产性质、抵押程序上也需要法律法规立法层面的确认，稳定其属性，从而降低抵押权实现不能的风险。



REUTERS/Thomas White

CHINA GIVES P2P LENDERS TWO YEARS TO EXIT INDUSTRY 中国P2P转型小贷公司试点政策出台， 各地先后启动试点

China said all existing peer-to-peer (P2P) lending platforms must become small loan providers within two years, a notice seen by Reuters, the latest official edict aimed at curbing the once-booming industry.

All Chinese P2P firms need to clear outstanding loans in less than one year before switching to small loans, according to a notice issued by China's Internet Financial Risk Special Rectification Work Leadership Team Office, which was launched by Beijing to mitigate risks in the online lending sector.

For firms that manage more than 5 billion yuan (\$710.3 million) in outstanding longer-maturity loans, the grace period can be extended by up to two years, according to the notice.

China's P2P industry was once seen as an important credit mechanism, but lately it has been rocked by pyramid-scheme scandals and absent bosses, sparking public anger as well as a broader government crackdown.

In October, Chinese police began an investigation into financial technology firm 51 Credit Card Inc 2051.HK for allegedly hiring debt collectors who used intimidation and harassment.


Ping An Insurance-backed Lufax also said it would exit the P2P market, one of the first signs that the tide was turning against China's lenders.

The transition plan, which will begin at the end of November, is "an active approach to resolve risks contained in the existing business of online lenders," the official notice announcing the measures said.

It aimed to "reduce the loss of creditors, maintain social stability and prompt orderly development of inclusive finance".

Qualified P2P firms needed to meet a capital requirement of no less than 50 million yuan to turn into a regional small loan company, and no less than 1 billion yuan to transition into a small loan lender qualified to operate nationally, it added.

Fraudulent platforms and firms that contained serious credit risks would be banned from making the transition and forced to close.

Only 427 existing P2P firms were still operating by the end of October, down from 6,000 at their 2015 peak, according to the latest data from China Banking and Insurance Regulatory Commission (CBIRC). 

中国证券报报导，互联网金融整治办和网贷整治办印发意见，积极稳妥地推进互金风险专项整治工作，引导部分符合条件的网贷机构转型为小贷公司，拟转型网贷机构设立的全国经营的小贷公司注册资本不低于10亿元人民币。


“各地应在11月底前启动转型试点工作，申请转型为单一省级区域经营的小贷公司的，由各地具体组织实施转型试点工作；申请转型为全国经营的小贷公司的，将转型机构名单及转型意见报网贷整治办和互金整治办征求合规性评估意见后，由各地具体组织实施转型试点工作。12月底前，各地完成转型试点工作要求的转型准备工作。2020年1月底前，各地完成小贷公司临时牌照审批工作。”意见提出。

数据显示，截至10月末，全国纳入实时监测的运营网贷机构数量降至427家，比2018年末下降59%；借贷余额比2018年末下降49%，出借人次比2018年末下降55%；行业机构数量、借贷规模及参与人数已连续16个月下降。

意见明确，拟转型网贷机构基本条件包括一是合规条件。网贷机构存量业务无严重违法违规情况。已退出的网贷机构不得申请转型为小贷公司。二是有符合条件的股东和管理团队。三是转型方案具有可行性。四是金融科技实力强，符合线上经营要求。

在注册资本方面，意见还要求，拟转型网贷机构设立的单一省级区域经营的小贷公司注册资本不低于人民币5000万元（出资形式为货币）；拟转型网贷机构设立的全国经营的小贷公司注册资本不低于人民币10亿元（出资形式为货币），首期实缴货币资本不低于人民币5亿元，且为股东自有资金，其余部分自公司成立之日起6个月内缴足。为提高风险处置和化解能力，小贷公司首期实缴货币资本应同时满足不低于转型时网贷机构借贷余额1/10的要求。

此外，配套政策方面，设置存量业务化解过渡期。网贷机构存量业务按照到期即还原则，原则上在1年内清退完毕；存量业务规模在50亿元以上且借款期限大部分在1年以上的，原则上应在2年内清退完毕，且不得新增网贷业务；限制股东分红；支持接入征信系统和将失信借款人纳入征信系统；适当增加杠杆率。

中央人民广播电台此前报导，P2P网络借贷风险专项整治工作领导小组办公室下发通知，网贷机构合规检查即将展开，全国统一标准，年底前完成。 

HIWAYS LAW FIRM

海华永泰律师事务所

ESTABLISHED IN 1995 始创于1995年

Director: **Feng Jia Qing**

Number of partners: **143**

Number of associates: **750**

事务所主任: **冯加庆**

现有合伙人: **143**

现有律师: **750**

Firm Overview: Hiways Law Firm ("Hiways") is one of the first approved liability limited partnership law firms in China, with its headquarter in Shanghai. Since the establishment in 1995, Hiways has rapidly flourished into a comprehensive legal service provider with great reputation both at home and abroad. So far Hiways has set up a massive team of practicing lawyers with outstanding competency, and established offices in Beijing, Changsha, Zhengzhou, Chengdu, Shenyang, Kunming, Jinan, Harbin, Shenzhen, Wuhan, Yinchuan, Xian and Chongqing.

By joining the TAGLaw, an elite global alliance of high-quality professional firms, Hiways works closely with over 300 professional firms in law and accounting over 150 jurisdictions, connecting to a framework of quality professional services for our clients, domestic and international. Our core value is "Professional, Collaborative and Result-oriented". By upholding the philosophy of "Integrity, Justice, Standard and Diligence", Hiways has been committed to cultivating professional teams with sufficient capacity and professional experience. We endeavor to support and serve the clients, so as to help them legally protect their interests and realize their business objectives.

Along the way, we grow together with our clients. The strong interdisciplinary background and practical experiences of our lawyers lay the foundation for the quality legal services to our clients, and our team-based operation provides even more solid guarantee for accurately targeted services for our clients.

After years of development, Hiways has taken the lead in a wide range of legal services, and many of our lawyers have also become the best among their peers. In addition, Hiways has established more than ten practice-focused research centers, so as to build a farsighted and sophisticated service structure and solution ensuring efficient practice and operation.

Key Practice Areas: Finance; Securities; Real estate & construction; Corporate & commercial; International; Criminal defense; Intellectual property; Dispute resolution.

事务所简介: 上海市海华永泰律师事务所 ("海华永泰") 总部位于上海, 是中国首批获准成为 "特殊的普通合伙" 的律师事务所。经过 20 余年的发展, 海华永泰已经迅速成长为享誉上海、立足全国、辐射全球, 在国内外有重大影响力的综合法律服务机构。海华永泰不仅在上海地区有着规模庞大、专业能力突出的执业律师队伍, 还在北京、长沙、郑州、昆明、成都、沈阳、济南、南京、哈尔滨、深圳、武汉、银川、西安、重庆等地设有分支机构。

海华永泰作为国际知名专业法律联盟的重要成员, 连接着全球 150 多个国家和地区的 300 余家律师事务所、会计师事务所等专业服务机构, 打造一个为中外客户提供高质量、高效率的全球法律服务网络。"专业赢得尊重、携手成就理想" 是海华永泰的核心价值观。我们致力于打造专业化、品牌化、国际化、规模化的法律服务团队, 秉承专业、精细、高效的执业理念, 为数千家客户提供最优良的法律服务, 赢得了客户的广泛赞誉, 并成就海华永泰卓越的专业声誉。

海华永泰共有执业律师近 700 名, 其中多数毕业于国内外知名法学院校。其中, 十多位获得博士学位或被授予教授职称及博士生导师资格, 其余绝大部分获得硕士学位, 部分律师有海外留学、工作经历。海华永泰执业律师除了具备法律专业背景外, 很多同时具备财务、金融、证券、建筑等专业和行业背景。

经过 20 多年的发展, 海华永泰在众多法律服务领域卓有建树, 领先全国, 事务所诸多律师也成为了业内翘楚。此外, 海华永泰为适应客户和法律服务市场的需要, 基于律师团队和事务所业务执业经验和品牌优势, 设立了多个跨团队、跨地域的实务及研究性的法律业务中心, 确保为客户提供专业、高效、优质的法律服务。

主要业务领域: 金融、证券、房地产与建设工程、公司与商事、国际业务、刑事业务、知识产权部和争端解决。



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TOP 15 IN-HOUSE TEAMS

2019 ALB 中国十五佳公司法务团队

The list of ALB China Top 15 In-house Teams for 2019 is made up of companies that come from the automobile, real estate, finance, energy, food, technology and Internet industries. Apart from providing admirable support to their respective businesses, they are redefining the market's understanding of the role of in-house teams.

2019年的ALB China十五佳公司法务团队来自汽车、房地产、金融、能源、食品、消费、科技及互联网多个行业，在为所在企业提供高效服务的同时，他们也共同重新定义着市场对于公司法务角色的理解。

BY HU YANGXIAOXIAO 作者：胡阳潇潇

■ The year 2019, which has almost elapsed, is referred to as the “Year of Big Compliance,” with financial regulation, data, cyber security and intellectual property having experienced unprecedented stringent compliance requirements both at home and abroad. Enterprises in China have found that they can no longer “do business behind

closed doors” but have to take on more responsibilities and challenges. Coupled with the worries caused by the Sino-US trade war and other factors, in-house lawyers have to constantly protect the enterprises as well as to identify and prevent risks.

But 2019 also saw another massive shift. Formerly, enterprises generally

regarded in-house lawyers as supporting roles, but now they are beginning to play an increasingly active role. With the help of legal tech tools, in-house lawyers gradually extricate themselves from the heavy routine works, and consequently they can take a more proactive role in building the governance structure for the enterprises, building compliance

LIST OF WINNERS 获奖名单

| TOP IN-HOUSE TEAMS 十五佳公司法务团队 | TEAM MEMBERS 法务团队人数 | LOCATION 法务团队所在地 |
|--|------------------------|--|
| Legal Department, Alibaba Local Life Service Company 阿里本地生活服务公司法务部 | 30 | Hangzhou, Beijing, Shanghai, Chengdu 杭州, 北京, 上海, 成都 |
| Legal and Compliance Department, Beijing Automotive Group Co., Ltd. 北京汽车集团有限公司法律与合规部 | 200+ | Beijing 北京 |
| Legal & Secretariat, Capitaland China 凯德中国法律与公司秘书部 | 30 | Shanghai 上海 |
| Legal and Compliance Dept, China Merchants Capital Management Co., Ltd. 招商局资本管理有限责任公司法律合规部 | 8 | Shenzhen 深圳 |
| Legal Department, COFCO 中粮集团有限公司法律部 | 13 | Beijing 北京 |
| Legal Team of Didi Chuxing Technology Co., Ltd 滴滴出行科技有限公司法务部 | 73 | Beijing, Hangzhou 北京, 杭州 |
| Dyson Legal – Greater China 戴森法务大中华区团队 | 10 | Shanghai 上海 |
| FOSUN Legal 复星法务团队 | 150+ | Shanghai, Beijing, New York, Sydney and other cities 上海, 北京, 纽约, 悉尼及其他 国家地区 |
| Legal Department, Hang Seng Bank (China) Limited 恒生银行(中国)有限公司法律事务部 | 9 | Shanghai 上海 |
| Legal & Compliance Department, JD Digits Group 京东数字科技控股有限公司法律合规部 | 79 | Beijing 北京 |
| Meituan Dianping Legal Department 美团点评法务部 | 100+ | Beijing, Shanghai, Shenzhen, Guangzhou, Chengdu, etc. 北京、上海、深圳、广州、成都等 |
| NetEase Group Legal Team 网易集团法务部 | 100 | Beijing, Hangzhou, Shanghai, Guangzhou 北京, 杭州, 上海, 广州 |
| Legal Department, Qualcomm (China) Holding Co., Ltd. 高通(中国)控股有限公司法律部 | 10 | Beijing, Shanghai, Shenzhen 北京、上海、深圳 |
| Legal Control Center, SUNAC CHINA HOLDINGS LIMITED 融创中国控股有限公司法律管控中心 | 426 | Beijing 北京 |
| Legal Department of Shanghai Electric Group Company Limited 上海电气集团股份有限公司法务团队 | 86 | Shanghai 上海 |

*Winners are listed by their company names in alphabetical order. 获奖名单按公司名称首字母排序

METHODOLOGY

This September, ALB invited China-based enterprises' in-house teams to submit self-evaluation forms of their work and achievements in the past 12 months. Based on the received responses, the ALB research team then carefully selected the top 15 among them basis the following criteria:

- Involvement in and completion of significant transactions/projects; being a direct contributor to the company's growth or profit;
- Arbitration/lawsuits won, and thus having saved the company from financial or reputational loss;
- Innovative and in-depth involvement in the company's operations and promotion of compliance;
- Efficiency and complexity of work based on the scale of the team;
- Other accomplishments/activities (i.e. educational, pro bono, charitable, etc.).

评选方法

今年9月, ALB邀请了数百家在华企业的法务团队, 就过去一年来自评的工作和成绩进行自评。根据收到的自评情况, ALB研究团队随后按照以下标准从中仔细甄选出十五佳团队:

- 参与及完成的重要交易/项目; 直接为公司的发展或利润做出贡献;
- 赢得的仲裁/诉讼, 从而保护公司免遭财务或声誉损失;
- 以创新方式深度参与公司运营, 促进合规水平提升;
- 根据团队规模考察工作的多样性和复杂性;
- 其他成绩(如在教育、公益法律服务、慈善事业等方面的成绩)。

“State-owned enterprises should do a good job in strategic transformation, as well as in innovation and development. Also, the participation of state-owned enterprises in the Belt and Road Initiative calls for enterprises to enhance the soft power of corporate governance, and the regulatory authorities of state-owned assets have also set higher requirements for formulating corporate governance in state-owned enterprises.”

“国企要做好战略转型、创新发展。同时，国企参与‘一带一路’倡议要求企业提升法治软实力，国有资产监管部门也对国企的法治建设提出了更高要求。”

— BAIC Group's in-house legal team 北汽法务团队

system, designing risk prevention and control measures, and even carrying out preliminary formulation for new business in legal aspect.

Against this background comes the 2019 list of the ALB China Top 15 In-house Teams. To a certain extent, these 15 selected teams are continuously reshaping the Chinese market's understanding of the role they are playing, and also reframing their relationships with external counsel.

Some of the selected teams come from traditional industries such as automobile, real estate and finance; some from technology and emerging internet companies; some have compact teams of less than 10 people, and some are “aircraft carriers” with more than 400 people. Owing to limited space, we interviewed selected award-winning teams and talked about their thinking and experience over the past year.

IMPACT FROM BUSINESS CHANGES

In-house legal teams always feel the most direct impact on the company's business changes, which are reflected by a number of the teams named on the list.

In 2019, the strategic focus of Fosun Group has shifted from investment-oriented activities to the “two-engine drive” of investment and industrial operation. “The support for operation given by the in-house team is becoming more and more,” Guo Xiaozhou, General Manager of Fosun's Legal Department tells ALB. This has changed the business content of the team and has reshaped its internal role. “We have begun to pay attention on post-investment management.

Protecting the rights and interests of Fosun as an investor was a challenge for us this year. The in-house team has actively taken part in the project and the whole negotiation process and has actively fixed the loopholes for the business team. The in-house team works side by side with others, and even takes the initiative at times.”

The impact of business on in-house team is also reflected in the in-house team of Sunac China. The mere change in the numbers is startling: the number of Sunac's in-house team grew from 138 in 2017 to 426 after two years. “This is mainly owing to the company's horizontal and vertical business expansion and continued attention to legal practitioners,” the team tells ALB, “Sunac only had two business sectors, viz. real estate and property management in 2017, and then expanded to four strategic sectors, viz. real estate, services, culture-oriented travel and culture. Just a few days ago, the company officially announced the layout of the medical and health care sector, and the in-house team of Sunac will continue to extend alongside the company's business tentacles.”

Serving the enterprise is the most important duty of the in-house team. Also, in such an “eventful time” in 2019, it is difficult for the work of the in-house team not to be affected by the external environment.

Guo summarized the external influence in 2019 into three points: first, the impact of the “Interim Measures for the Recordation (or Confirmation) and Reporting of Outbound Investment” on the examination and approval process

■ 即将过去的2019年被称为“大合规之年”，国内国外，金融监管、数据、网络安全和知识产权合规等经历了前所未有的收紧，中国境内的企业发现他们再也无法“关起门来做生意”，而要承担起更多责任和挑战。加之中美贸易战等因素所引发的忧患，公司法务们不得不一刻不停地为企业保驾护航，探雷防雷。

2019年还发生了另一种变化：曾经，企业普遍将法务视为辅助型岗位，如今他们开始扮演越来越积极的角色。借助法律科技工具，法务们逐渐从繁重的日常事务中脱身而出，更积极地为公司构建治理结构，搭建合规体系，布局风险防控，甚至为新业务进行前期法律设计。

在这样的背景下，2019年ALB China十五佳公司法务团队榜单诞生了。从某种程度上说，这15支入选团队在解决好老问题的基础上，也不断重塑着中国市场对于法务行业的理解。

入选团队有的来自汽车、房地产、金融等传统行业，有的则来自科技及新兴互联网公司；有的是不到10人的紧凑团队，有的则是人数超过400的“航空母舰”。限于篇幅，我们采访了部分获奖团队，聊了聊这一年的思考与经验。

业务变化的影响

法务团队总会在公司的业务变化中感受到最为直接的影响，这体现在了两支受访团队身上。

2019年，复星集团的战略重点从投资为主转向投资与产业运营双轮驱动，“法务团队在运营方面给予的支持越来越多。”复星法律事务部总经理郭小舟告诉ALB。这改变了法务团队的工作内容，也重塑了其内

of overseas direct investment; second, in view of the Sino-US trade war, the United States has tightened its review of Chinese investment. The in-house team takes a more cautious attitude towards investments involving US business; finally, the adoption of the EU General Data Protection Regulations not only has changed the compliance requirements for Fosun's operations in Europe, but also has prompted the company to establish a new cybersecurity and privacy department.

In the view of the in-house team of Sunac, the fact that the regulatory bodies intensively pronounced a series of strict financing requirements for real estate industry in 2019 posed a serious challenge to legal works. "We need to strike a balance between business development and risk control standards. Many of the previous common financing models are no longer applicable, and therefore we adjust the review methods and our discipline in a timely manner so to effectively

balance the agreement review standards and the efficiency of fund acquisition."

ENCOURAGING SIGNS

U.S. technology company Qualcomm, however, saw encouraging signs that could help resolve this predicament. "In 2019, China enacted a series of important laws, including the 'Foreign Investment Law', which have had an impact on our daily work. Generally speaking, many new measures introduced by China in the areas of foreign investment and intellectual property protection have further improved the business environment for foreign investors in China." The in-house team of Qualcomm tells ALB that it also has assisted the enterprise in the establishment of a joint venture in China in the year and has provided legal services for the enterprise to set up joint innovation centres in the fields such as internet of things and smart wearable devices with local governments and partners in Nanjing, Chongqing and Qingdao.

部角色。“我们更加关注如何在项目里做好投后管理，保护复星作为投资人的权益是我们今年工作的一项挑战。法务团队积极参与到项目及整个谈判过程中，对业务团队进行积极补位，法务团队是肩并肩、甚至是牵头来做这样的事情。”

业务对团队的影响也体现在了融创法务团队身上。单是数字的变化就很惊人：2017年，融创法务团队人数为138人，两年后则增长到了现在的426人。“这主要源于公司横向、纵向的业务扩张和对法务人员持续的重视程度。”团队告诉ALB。“融创在2017年时还只有房地产和物业两个业务板块，之后拓展到了地产、服务、文旅、文化四大战略板块。就在几天前，公司又正式宣布布局了医疗和康养板块，融创的法务团队会继续同公司的业务触角一起延伸。”

服务企业是法务团队最重要的职责，与此同时，在2019年，法务团队的工作也很难不受到外部环境的影响。



北京汽车集团有限公司（简称“北汽集团”）是中国汽车行业的骨干企业，成立于1958年，总部位于北京。目前已发展成为涵盖整车及零部件研发与制造、汽车服务贸易、综合出行服务、金融与投资、通用航空等业务的国有大型汽车企业集团。2018年营业收入4800多亿元，位列2019年《财富》世界500强第129位。

北汽集团非常重视法治建设工作，已经建立了一套适合自身发展的先进的法律与合规管理体系。北汽集团总法律顾问兼首席合规官孙彦臣先生自2005年进入北汽集团系统工作以来，带领团队牵头组建了北汽集团及北汽股份等全部重要下属公司的法律与合规管理机构，引进培养了200多名优秀法律与合规人员，创新提出并践行“尚法·崇德·博学·敬业”的北汽法律文化精神以及以直接管理和派出管理为主、以报备管理为辅的大型国有企业法律与合规管理模式，健全完善了集团重大法律与合规事务纵向管理中心，如诉讼仲裁中心、重大项目法律支持中心、知识产权管理中心、合规管理中心等。孙彦臣先生带领团队完成了收购萨博知识产权、英纳法天窗、德国TRIMET公司、戴姆勒5%股权等大量的海外收购项目，以及与戴姆勒等大型跨国公司的合资合作及境内重大并购重组项目百余项，成功助力北汽股份完成在H股主板上市、北汽新能源完成A轮、B轮融资以及A股上市。

北汽集团通过“十统一”的集团化的管控手段，已形成一支200多人的优秀法务团队，但我们尚求贤若和，希望更多的有志之士加入北汽法律人大家庭。如果您曾经从事过诉讼仲裁案件管理、重大项目法律支持、合规管理工作，您可以及时联系我们，电话：8610-56630804；邮箱：f@baicgroup.com.cn。

北汽欢迎您，北汽法律人更欢迎您！

向“百年老店”进发

— 专访中伦律师事务所管委会主任赵靖律师

ALB: 中伦近年在各大法律评级机构的榜单中斩获了大量奖项，中伦的“一主两辅”专业特色在业内有口皆碑，可否揭示一下中伦在此方面以专业致胜的“秘密”？

赵靖律师: 专业化是中伦的立所之本，也是中伦一直努力的方向，中伦的核心价值观中排在第一位的就是“专业”。中伦推出的“一主二辅”专业化政策已历时十年，有力助推了事务所的健康快速发展，也成为业内的有效借鉴。在中伦，每位合伙人只能选择一个主业和最多两个辅业，主辅业有所区别，且不能承接此范围之外的业务。专业领域的设置也是以实效为导向，紧紧围绕着经济和社会发展需要，并具有一定的前瞻性。同时，中伦的制度和企业文化鼓励合伙人始终坚持在业务一线耕耘，并努力吸纳和培养各领域优秀专业人员，以此打造人才高地，积极应对不断变化的法律业态。

通过跨领域、跨行业和跨区域的分工与协作，通过老中青人才的传承，中伦能够为客户提供高效专业的法律服务，并进一步提供商业发展的战略支持，从而构建互通互联生态圈体系。实施专业化的这些年来，中伦的传统业务领域频传捷报，新兴业务领域迅猛发展，客户认可度再攀新高。当然，中伦在下一个十年要立足当下、引领未来，从多重维度、更精细更有针对性地深化专业化的建设，对现有的业务部门组别设置梳理调整，对业务领域进行更科学地分层管理，更加突出每位合伙人的专业特长，打造中伦赖以安身立命的王牌。

ALB: 中伦在国际化方面的定位是“立足中国，连接全球”，围绕“国际化”中伦进

行了哪些努力？未来是否有进一步的发展规划？

赵靖律师: 国际化的核心就是在全球范围内为客户提供有效率的优质服务的专业能力和品牌效应，这需以专业化为基础，关键在于人才储备。二十多年的发展中，中伦凭借其制度文化的吸引力和广阔的市场发展空间，以兼容并蓄的气度持续吸纳和培养优秀人才，已在各个领域汇聚了一批国际化的专业精英，持续获得各大国际权威机构的推荐，领跑中国法律服务市场。我们欢迎更多优秀的合伙人加盟中伦，共创未来。

我们深刻理解律师行业有着自身的特征，譬如法域、专业和行业的多元化，管理半径、利益冲突和信任因素的影响，使得整个行业仍处于可分散性，因此中伦始终重视与各国优秀律所的紧密合作。同时，中伦也一直在有序推进国际布局。一方面，中伦根据实际需求，稳健设立中国大陆以外的分支机构，延伸服务触角，辐射周边区域。另一方面，中伦通过积极参与各类世界法律和律师组织或联盟，更广泛地开展全球范围内的合作，在国际舞台上发出中国律师的声音。

中伦在国际化方面的定位，既是在差异化上突出竞争优势，也是力求满足国内外客户的整体需求，通过融入国际舞台、发挥好自己作用。我们坚信全球化进程终究不可逆转，国际化不仅是工具，更是目标。因此，中伦将“国际化”作为一个重要的发展战略，并且顺应时代的发展，以更崇高的理想激励自己，审慎但坚定地抓住机遇，迈好国际化的每一步。

ALB: 我们注意到中伦最近刚完成换届。

作为新一届的管委会主任，请您讲一下中伦未来的发展理念和方向。

赵靖律师: 经过26年的探索与沉淀，中伦确立了自己的使命、愿景和核心价值观，找到了一条适合自己的发展道路。中伦的管理委员会和考评与监督委员会双轮驱动，连同合伙人大会和执行委员会，形成“议决行评监”的完整体系。中伦的三项核心机制是这几年事务所高速发展的关键动力：分配机制激励贡献、兼顾资历、高度透明，让合伙人有干劲，既安心又放心；人才机制以包容多元为基石，汇聚业内精英，并通过专业化分工使之形成合力；民主制度务实理性，使合伙人既可以畅所欲言，又可以保证决策的高效。

新一届的管委会将继续秉承中伦基因，同时对标国际一线律师事务所，寻找差距，以将中伦建设为立足中国、引领时代、在世界上有影响力的事务所为己任。为此，我们要以专业化和国际化为抓手，发挥制度的作用和市场的力量，提高我们的治理能力，加快队伍的传承和建设，进一步打造有效率、有活力的平台，形成良性生态系统。换届后更多的具有更广泛代表性的合伙人参与到了事务所的管理工作，在各项业务领域中也继续保持着可喜的发展势头。众人拾柴火焰高，我们期待着每位中伦人各展所长、通力协作，推动中伦朝着成为在全球范围内受人尊敬的百年老店进发。

Advancing towards a century-old firm with high prestige and long-standing influence — Interview with Mr. Anthony Zhao, Chairman of the Management Committee of Zhong Lun Law Firm

ALB: Frequently listed on many rankings of major legal rating agencies in recent years, and renowned for its special practicing system of “one main plus two auxiliaries,” what is Zhong Lun’s key to all these successes?

Mr. Anthony Zhao (Zhao): Specialization is the foundation of Zhong Lun and our No. 1 core values. The ten-year implementation of the specialization policy of “one main plus two auxiliaries” has been a robust drive for our rapid growth. At Zhong Lun, each partner can only select one area as his or her main specialized area, and at most two as the auxiliary areas, and they are not allowed to practice beyond the selected areas. The specialized areas are designed on a practical and forward-looking basis to meet the economic and social development needs. Our system and culture encourage partners to work at the front line, and meanwhile cultivate outstanding legal professionals, to actively respond to the changing legal sector.

We provide clients with efficient legal services through collaborations across fields, industries, and regions and passing-on of expertise and values from senior professionals to younger ones; and we provide them with strategic support for their business development, to build an interconnected ecosystem. The implementation of specialization policy has enabled Zhong Lun to reach a new high in terms of both traditional and emerging business, as well as client recognition. In the next decade, we will build on the current achievements we have already made and stay ahead in the future. With a focus on the multi-dimensional and further specialized development, we’ll re-arrange our business departments to give prominence to the specialty and expertise of each partner, and further solidify the foundation for growth.

ALB: Zhong Lun’s internationalization strategy is “rooted in China, connecting the world”. What has Zhong Lun done in this regard? Do you have a further development plan in the future?

Zhao: The core of internationalization is

manifested in the capability and brand effect of providing clients with efficient service on a global scale, which is based on specialization and strategic talent reserve. By virtue of its inclusive culture and system, and the broad development space, Zhong Lun continuously attracts, brings together and cultivates outstanding legal talents and international professional elites over the last two decades. We welcome more partners to join us to create the future together.

We understand that the legal profession has its own characteristics, such as the diversification in jurisdictions, practice areas and industries. Legal industry can be largely dispersed due to influences from management ranges, conflicts of interests and trust issues. Therefore, Zhong Lun has always stressed the importance of close cooperation with outstanding law firms globally. Meanwhile, we have been orderly pushing forward our internationalization expansion: on one hand, we have been steadily establishing overseas branches following the practical needs in order to prolong our service range; on the other hand, we have had cooperation worldwide by actively joining all kinds of legal organizations or alliances, letting Chinese lawyers’ voices heard by the world.

And we make full use of our competitive advantages in differentiation, and meanwhile strive to meet the needs of our clients at home and abroad. With the convergence of technology, and globalism, we believe globalized expansion is not only a tool, but also a goal. Taking globalization as an important development strategy is to move with the times – we’ll prudently but firmly seize the opportunity to establish and expand our presence on the global scale and connect our clients with the globe.

ALB: We noticed that Zhong Lun just formed its new management committee and appointed you as its new chairman. What are the future development concept and direction of the firm?

Zhao: At Zhong Lun, we take our role as a trusted adviser to our clients very seriously.



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中伦律师事务所管委会主任
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We are committed to the provision of excellent, client-centered legal services, and we want to be viewed as a firm that consistently achieves the best results for our clients. At the heart of everything we do manifests our unique mission, vision and values. Zhong Lun implements three core mechanisms, including a dual-management mechanism consisting of the management committee and the evaluation and supervision committee, the partners’ meeting, and the executive committee, which work together to assess and supervise the motions, decisions, and activities of the firm. The three core mechanisms have been the key driving force for the rapid development of Zhong Lun in recent years: a highly transparent distribution system makes partners more motivated; the talent cultivation mechanism, which is based on inclusiveness and diversity, enables the firm to attract and bring together professional elites; and the democratic and practical system helps partners to be candid and ensure efficient decision-making.

The new management committee will continue to uphold the essence of Zhong Lun’s culture, and commit ourselves to making Zhong Lun a China-based leading firm in the world. To this end, we’ll further improve our governance capabilities, and build an efficient and dynamic platform to create a good ecosystem. The new management team involves more widely represented partners to participate in the management of the firm. We’ll work to promote the personal and professional growth and development of each member of the firm, and advance Zhong Lun towards a century-old firm with high prestige and long-standing influence in the world.

“We have begun to pay attention on post-investment management. Protecting the rights and interests of Fosun as an investor was a challenge for us this year. The in-house team has actively taken part in the project and the whole negotiation process and has actively fixed the loopholes for the business team. The in-house team works side by side with others, and even takes the initiative at times.”

“我们更加关注如何在项目里做好投后管理，保护复星作为投资人的权益是我们今年工作的一项挑战。法务团队积极参与到项目及整个谈判过程中，对业务团队进行积极补位，法务团队是肩并肩、甚至是牵头来做这样的事情。”

— Guo Xiaozhou, Fosun 复星集团, 郭小舟

As a state-owned enterprise, Beijing Automotive Group feels the overall stricter requirements for the corporate governance of enterprises across the country. “State-owned enterprises should do a good job in strategic transformation, as well as in innovation and development. Also, the participation of state-owned enterprises in the Belt and Road Initiative calls for enterprises to enhance the soft power of corporate governance, and the regulatory authorities of state-owned assets have also set higher requirements for formulating corporate governance in state-owned enterprises,” the in-house team of BAIC Group tells ALB. Against this background, BAIC Group has basically formed the operation and management, especially the decision-making process of the enterprise, which are indispensable with the services of the in-house team. In 2019, the team has upgraded and created version 2.0 of the compliance system, which has facilitated the effective resolution of legal disputes. It has improved the intellectual property management system across the Group and helped complete important projects such as the acquisition of 5 percent of the shares of Daimler.

CHALLENGES BRING RAPID CHANGES

Under the internal and external changes, the in-house team has also encountered a lot of challenges at the level of management and business.

Sunac tells ALB that although the business expansion of the company has brought about rapid development of the

in-house team, “the continuous expansion of the business has put forward more demanding requirements for the expansion of new business, for the composition of personnel and for the cooperation of parallel departments. At the management level, how to extend the Group’s working standards and working methods to subsidiaries, and at the same time feedback the front-line experience of subsidiaries to the Group and then feedback back to the front line after making decisions accordingly, and the improvement of the management efficiency of this process and the effective use of management resources are the problems we have identified this year.”

The in-house team of BAIC Group divides the challenges encountered by the team into four points: first, the decision-makers of state-owned enterprises give more and more importance to legal affairs, requiring the team to further do a good job in the top-level design and system construction of legal management. The board of directors of BAIC Group even requires that decisions should be made basing on the opinions of in-house legal advisers rather than that of external lawyers. This requires very high standard for legal personnel; second, international and domestic standard of requirements for enterprises to operate in compliance with the law are getting higher and higher. Meanwhile, the in-house team has formulated more than a hundred compliance related items that are deeply integrated with the business; third, the number of legal dispute cases is increasing, and management is becoming more and more

郭小舟将2019年的外部影响总结为三点：首先是《对外投资备案（核准）报告暂行办法》对海外直接投资审批流程的影响；其次是鉴于中美贸易战，美国对于中国投资审查趋严，法务团队对牵涉到美国业务的投资都采取更加谨慎的态度；最后是欧盟《通用数据保护条例》的通过，不但改变了复星在欧洲运营的合规要求，也促使公司成立了新的网络安全与用户隐私保护部门。

而在融创法务团队看来，2019年监管机构密集发布一系列加强对房地产行业的融资要求对法务工作提出了严峻挑战，“需要在业务的开展和风控标准之间找到合适的平衡点。之前很多常见的融资模式不再适用，我们及时调整审核的工作方法和工作纪律，有效平衡了协议审核标准和资金获取效率”。

鼓舞人心的新迹象

美资企业高通则在“逆流”环境之中看到了积极信号。“2019年，中国出台了包括《外商投资法》在内的一系列重要法律，都对我们的日常工作产生了影响。总的来说，中国在外商投资、知识产权保护等方面出台的很多新举措，进一步优化了外资在华的营商环境。”高通法务团队告诉ALB，团队也在过去一年中协助企业完成了在华合资公司的设立，并为公司在南京、重庆、青岛等地与当地政府和合作伙伴成立聚焦物联网、智能穿戴设备等领域的联合创新中心提供了法律服务。

作为国企，北汽集团感受到的则是国家层面对于企业法治要求的全面提升。“国企要做好战略转型、创新发展。同时，国企参与‘一带一路’倡议要求企业提升法治软实力，国有

FOSUN 复星

攻守兼备，产业赋能

— 专访复星法律事务部总经理郭小舟律师

Empowerment of In-house Counsels: "Guards" also "Forwards"

- Interview with Guo Xiaozhou, General Manager, Legal Department, Fosun

作者



郭小舟 复星法律事务部总经理
Guo Xiaozhou
General Manager of Legal Department, Fosun

ALB: 复星的业务非常多元化，请问这给法务的工作带来了哪些要求和挑战？

郭律师: 要求和挑战主要体现在需要法务对各种业务的商业模式、行业特点以及常见风险都要有清晰和深刻的认识，法务必须拥有宽博的综合知识面和商业嗅觉。同时，还要时刻关注市场资讯，对主要参与者的变化和动向都要有所了解。

ALB: 2019年法务团队的工作有哪些重点？您所带领的团队在这些重点领域做了哪些工作？

郭律师: 首先在业务方面，复星的战略重点从投资为主转向投资与产业运营双轮驱动，因此法务团队在运营方面给予的支持越来越多。其次法务条线内部也在努力将各个事业部以及各个子公司之间的资源打通，今年我们与风控其他部门共同建立了风控共享中心，以共享的模式合作。目前实体平台已经搭建好，明年将开始运作。

ALB: 2019年您所在的法务团队遭遇了哪些业务层面及管理层面的难点？您的团队是如何应对的？

郭律师: 受到开始经济下行的影响，一些项目中开始出现一些问题，例如目标公司达不成业绩指标，或是目标公司的创始人、实际控制人违约或履约能力受到影响，因此如何执行合同，保护复星作为投资人的权益是我们今年工作的一项挑战。为了解决这些问题，我们的法务团队积极地参与到项目及整个谈判过程之中，对业务团队进行积极补位，对对方的资信状况进行验真、调查，必要时则启动法律程序。

ALB: 法务团队正在公司内部扮演越来越积极、具有引领性的角色，对此您和您的团队有何种实践？

郭律师: 首先，法务团队不仅是一个守卫者的角色，还作为一个“前锋”积极地参与到前线。在项目里看到法律风险时，我们会第一时间主动汇报给领导而不是消极地等待询问。第二，我们也会为业务团队提供更多的法律合规方面的培训，提高业务团队合规意识，这也有助于法务团队后续工作的推进。我们还为业务团队提供了一些工具，比如模板化的文件和谈判或交易的指引。

ALB: 在法律技能之外，新一代法务还需要具备那些层面的综合技能？

郭律师: 对业务的深入了解是必备的，有些方面甚至要达到业务人员的了解程度，因为只有这样才能透过表象、排除干扰有效地发现风险点；同时要对所参与项目中目标公司的历史轨迹、运营状况、盈利能力、商业模式、人员结构等多个方面有所掌握。另外，法务人员要有很强的内部沟通能力。鉴于法务职责中的监督职能，有时会引起业务团队的对抗情绪，这就需要运用同理心，以适当的、业务团队易于接受的方式表达意见，让业务团队知道法务其实是在帮助他们。

ALB: What are the challenges and requirements for in-house counsels of Fosun, a diversified company?

Mr. Guo Xiaozhou (Guo): The profound knowledge of the company's various lines of businesses is the main requirement and challenge, such as business models, industry characteristics and common risks, requiring us to have comprehensive knowledge and business acumen. We also need to keep abreast of market information as well as the trends of main market players.

ALB: What are your work priorities in 2019? What has your team done in these key areas?

Guo: Since Fosun has shifted its focus from investment-oriented strategy towards a strategy featuring growth driven by investment and business operations, we give more supports in the business-related areas. We've made efforts to streamline the resource channels internally among all business units and subsidiaries, for example, a risk control sharing center has been built and will be launched next year.

ALB: What business and management difficulties your team has had in 2019? How did you respond to them?

Guo: Due to the impact of the economic downturn, investment projects saw problems such as target companies fail to achieve performance indicators, or the default or performance incapability of a target company's founder or actual controller; how

to execute contracts and protect Fosun's rights and interests as an investor are the main challenges facing us this year. To address these challenges, we actively got involved in projects and the entire negotiation process, providing supports such as investigation of the credit status of the counterparties, and starting legal procedures when necessary.

ALB: In-house counsels are playing a more active and guiding role internally. What you and your team have done in this regard?

Guo: No longer playing the "guard" role only, the legal team actively participates in projects as "forwards". We take the initiative to report immediately to the leadership any legal risks coming to our knowledge. Furthermore, we provide legal compliance training for business teams to help enhance their compliance awareness, and give them tools to facilitate operations, such as template documents and negotiation or transaction guidance.

ALB: What comprehensive skills in-house counsels nowadays need to possess, in addition to legal skills?

Guo: We must have an in-depth understanding of the business and thorough knowledge of the target companies, such as their operating status and profitability, in order to effectively discover risks. Strong internal communication skills and empathy are also important to perform supervisory functions effectively when discharging the legal duties.

difficult. Therefore, the in-house team has made an in-depth study on business units which have had a high frequency of cases arisen or study on cases with typical guiding significance, in order to "improve management by case study."

The last point is that in the face of increasing difficulties of legal work, on the contrary, there are the difficulties of attracting talents to this field, high wastage rate, and the difficulties in improving the professionalism and practice skills of the in-house team. "The annual turnover rate of legal personnel in individual state-owned enterprises in Beijing is about 30 percent while we are about 10 percent," says the in-house team of BAIC Group. "It is a major issue for the legal management personnel of state-owned enterprises in this new era to know how to stabilize staff, create a good working environment and integrate legal resources."

IN-HOUSE INNOVATION

Under the internal and external changes, the in-house team is also responding to new business and management needs with innovation.

The in-house team of Fosun adopted a new management structure similar to that of law firms as early as 2017: senior lawyers were promoted to partners to lead associates to provide services for different departments and platforms. This structure has been consolidated and improved in 2019: new partners were promoted, and the original distribution of duties was further rationalized.

In addition, "Efforts are also being made within the legal line to link up the resources between the various divisions and subsidiaries," Guo tells ALB. "This year, together with other risk control departments, we have established a comprehensive risk control system, and the capabilities of risk control lines – including adoption of a cooperation model that capabilities of the in-house team will be shared on this platform. The platform that has been built will start to function next year."

The in-house teams of BAIC Group and Sunac Group have talked about the impact of technological innovation on legal work. "Paperlessness, electronics

and information are more and more widely used in the field of legal management," the in-house team of BAIC Group tells ALB. "The contract management system which BAIC Group is improving is not only conducive to optimizing the process, but also it can carry out intelligent learning and reviewing. It is the same with the compliance management system to be completed by the end of 2019, which can realize the intelligent identification of risks, the intelligent formation of monitoring and control measures, and so on." On the other hand, Sunac has built knowledge reserves in the form of a shareholding database and a precedent case database by using the corresponding software and hardware. In this way the work efficiency and standardization of in-house team have been upgraded. They believe that "the transition of technology will lead to revolutionary changes in legal work efficiency."

CHANGING PERCEPTIONS

In fact, people's understanding of the work of an in-house lawyer in the past was only concerned with "reviewing contracts and instituting lawsuits," yet in the last few years, the work of Chinese in-house lawyers has not only become more complicated, they have also gradually changed from an auxiliary role within the company to a leading role, and "the leading type of legal personnel" has become an often mentioned term. Almost all the teams interviewed have felt such change. Also, the changes of legal role will inevitably lead to changes in the demand for the aptitude of sought-after personnel.

Guo tells ALB: "During the management of investment projects, the in-house team is not only the guard, but also it takes an active part in the front line as a 'vanguard.'" In addition, when we see legal risks in a project, we will take the initiative to report to the leader instead of waiting passively for inquiry --- There has been a case this year in which a project approved at a pre-investment meeting was finally suspended by the in-house team."

Such a change of roles calls for in-house lawyers to "have a clear and

资产监管部门也对国企的法治建设提出了更高要求。"北汽法务团队告诉ALB。在这样的背景下，北汽基本形成了企业经营管理尤其是决策过程离不开法务，2019年，团队升级打造了合规体系2.0版本，推进了法律纠纷案件的有效解决，完善了集团化知识产权管理体系，并协助完成了收购戴姆勒5%股份等重要项目。

挑战引发变化

内外变动之下，法务团队也遭遇到了诸多管理及业务层面的挑战。

融创告诉ALB，虽然公司业务扩张带来了法务团队的飞速发展，但“业务不断扩张，对新业务的拓展、人员组成、平行部门的配合上提出了较高要求。在管理层面，如何将集团的工作标准、工作方式递延到下属子公司，同时将下属子公司在一线的经验反馈到集团并据此作出决策后再次反馈回一线，这个流程的管理效率提升和管理资源的有效利用是我们在今年发现的问题。”

北汽法务团队则将团队遭遇的挑战分为了四点：其一是国企决策层对法务的重视程度越来越高，要求团队进一步做好法务管理的顶层设计和体系建设，北汽集团董事会甚至要求以内部法律顾问的意见——而非外部律师的意见为决策依据，这对法务人员的要求非常高；其二，国际、国内对企业依法合规运营的要求越来越高，法务团队目前已经制定了百余项与业务深度融合的合规制度等；其三，法律纠纷案件数量越来越多，管理难度不断加大，法务团队因此针对发案率较高的单位或有典型指导意义的案件深入研究，以求“以案促管”。

最后一点，则是在难度不断增高的法务工作面前，优秀人才却难以引进，流失率高，且法务团队专业素养、执业能力的提升存在难点。“有个别北京市国企法务人员年流失率在30%左右，我们也在10%左右。”北汽法务团队坦言道。“如何稳定人员，创造良好的工作环境，整合法务资源，是新时代背景下国企法务管理的大课题。”

法务创新

内外变动之下，法务团队也用创新对着新的业务和管理需求。

复星法务团队早在2017年就采用了类似律所的新管理结构：高级法务



打造科技型组织,为多元业务提供系统支持 — 专访美团点评总法律顾问和首席食品安全官宋哲

ALB: 美团点评的服务已经逐渐渗透到百姓生活的方方面面。相比大多数互联网公司,美团点评的业务范围也更加多元化,这给法务的工作带来了哪些挑战和机遇?

美团: 法务需要跟随公司的成长和业务的发展一起迭代发展,在关注单个事件和日常运营合规评估的同时,法务需要更多地思考和践行如何提升效率、如何发挥系统性的而非单点的影响、以及如何在创新的领域协同业务探索和共创更好的发展环境。另外,从组织能力上讲,法务团队也需要考虑如何从提供咨询的专业人士向问题解决者、项目共建者转变,实现与业务共舞;同时以五到十年甚至更长的时间维度,以终为始进行规划,储备人才,发展高水平的、与时俱进的法务团队。

ALB: 美团点评法务团队曾于2017年入选ALB榜单,当时团队人数只有53人,两年间达到了现在的120余人。贵团队在过去两年中经历了怎样的飞速发展过程?

美团: 过去两年,美团点评有更多的新业务上线,法务人数也相应增长,并构建了具备多个职能的大法务团队。例如,响应公司快驴、小象等新业务的发展,我们组建了快驴、小象法务BP团队;践行法律和监管对个人信息保护和数据合规等方面的治理要求,我们成立了业内领先的数据合规团队;践行“吃得更好”的理念,在大法务体系下成立了食品安全办公室。同时,在知识产权能力深化、平台治理、技术引领和品牌建设等方面,大法务团队也从组织构建、能力提升等方面进行了大量工作。

ALB: 2019年法务团队的工作有哪些重点?您所带领的团队在这些重点领域做了哪些工作?

美团: 我们优化了风险管理机制,深化了个人隐私保护等数据合规工作,先后协同完成了对Opay、谊品生鲜等项目的投资。在法律与标准方面,促进最佳业务实践在行业内建章立制。积极赋能线下商户,帮助小微商户提升食品合规能力,对代理商进行线上线下



大法务体系部分员工合影,一排居中为美团点评总法律顾问和首席食品安全官宋哲先生

培训考核,开设普法栏目进行普惠制的合规宣传,对骑手和商户进行合规教育。法务建设了规则中心,通过举办多次由商户和消费者参与的规则评议活动,使得商户和消费者可以参与平台治理工作,促进协同治理。

ALB: 美团点评的法务团队在合规体系建立方面取得了哪些进展?

美团: 美团点评一贯很重视公司的合规建设,紧密跟随法律和监管的要求搭建和迭代了各类合规机制。例如,我们组建了专门的数据合规团队、上市合规团队,全面高效地推进数据合规和上市合规工作;我们将诉讼投诉等管理体系化,例如在美团点评首页建设了专门的知识产权投诉系统,方便公众提起知识产权相关的投诉;我们进行了规则评议院等活动,邀请商家进行规则评议与平台合规共治;针对美团业务地理覆盖范围广的特点,我们组建了完备的区域法务团队,以区域经验与总部协作,确保合规体系从全国到区域均实现良好落地。

ALB: 2019年,哪些新的立法、政策、宏观环境情况对法务工作产生了影响?您的团队又受到了哪些法律新趋势的影响(法律科技等)?

美团: 为了应对外界变化的法律政策环境,我们专门成立了政策研究中心,通过参与各项立法和政策的公开征求意见,践行企业社会责任。同时,对于法律法规中与我们业务密切相关的一些重要问题,如食品安全、数据合规、平台责任、劳动社保,我们进行了深入研究,促进公司各项业务的合规发展。

ALB: 未来美团点评的法务工作有哪些规划和预期与我们分享一下?

美团: 围绕如何成为一个科技型组织,借助风险管理系统、合规系统、合同管理系统等系统建设成为公司整体构建和发展中不可分割的一部分,成为整个蓝图中一个不可或缺乃至发挥引领作用的关键节点,同时加强与公司财务、人力等其他节点的融合和贯通。目前美团点评大法务体系下的食品安全办公室(“食安办”)便是上述规划的一个很好例证,食安办由法务牵头,搭建和运营整个集团的食品安全管理工作,倡导和践行标准先行(内部标准制定和外部标准引领)、科普教育(向商户赋能,对消费者科普)、协同治理(利用平台力量,推动线下行业良性发展)和技术引领(促进技术在内部的运用,研发食品安全智慧产品,促进协同治理)。

“The in-house legal team will seek the professional advice from the law firm, and then combine the professional advice of the law firm with the actual situation of the company, and put forward suggestions that can be used as a reference for the decision-makers of the company.”

“法务团队会征求律所的专业意见，再将律所的专业意见与公司实际情况相结合，提出可供公司决策层参考的建议。”

— Qualcomm's in-house legal team 高通法务团队

profound understanding of the business model, industry characteristics, and common risks of various businesses, and they must have a broad range of comprehensive knowledge and business acumen. In certain aspects, it is even expected that they will reach the understanding level of business staff. Only in this way can we identify risks behind the veil.” Guo says, “Legal personnel also need to have strong internal communication skills. Express your opinions with empathy in an appropriate way, and let the business team know that the legal services are actually helping them.”

The in-house team of Sunac China shares with ALB, “Legal work should always be based on the essence of business, on the foundation of business and on the particular situations of the company. Regard yourself as a decision maker to understand and judge, and to take more initiative to acquire and master more information. As a qualified legal practitioner, in addition to legal skills, you should possess two other necessary skills: on the one hand, you should acquire more relevant knowledge and upgrade your skills according to the characteristics of the industry in which you are being engaged; on the other hand, you should fully understand the strategy and core business of the company.”

According to the observation of the in-house team of Qualcomm, through more close collaboration with the business team, the in-house team does sometimes break through the role of the middle and back offices and go further to the front end of the business of the company. In their view, as the in-house team of a technology company, they

need to “keep learning, they not only need to be familiar with the rapid development of the company’s products and technology, but also need to be proficient in the use of the latest legal technology tools, so as to deal with the various complex legal issues more efficiently.”

The in-house team of BAIC Group believes that the team will play an important and leading role in the contract review, major project management, and compliance management in the company. “The new generation of in-house teams of state-owned enterprises at least needs to have a good grasp of knowledge about state-owned assets management, laws, regulations and policies related to management in the industry, and enterprise management knowledge. The demand of state-owned enterprises for building an in-house team with composite type of talent is becoming more and more urgent.”

EVOLVING EXTERNAL RELATIONSHIPS

As purchasers of in-house legal services, changes in roles of in-house lawyers will inevitably lead to changes in relationships between them and external partners, especially law firms. The teams interviewed tell ALB that they have changed their demand, requirements, and ways of collaborating with external law firms.

The change of focus of the business of Fosun in 2019 has also changed its demand for external legal services. “In the past, we mainly cooperated with law firms on investment, but in 2019, there are more and more cooperation in

人员被任命为“合伙人”，带领律师为不同部门及平台提供服务，这一机制在2019年得到了巩固提升：新合伙人得以任命，原有的责任分配也进一步合理化。

此外，“法务条线内部也在努力将各个事业部以及各个子公司之间的资源打通。”郭小舟告诉ALB。“今年我们与风控其他部门共同建立了风控共享中心，风控条线的能力——包括法务的能力在这个平台上会采取共享合作模式。已经搭建好的平台将于明年开始运作。”

北汽和融创团队则谈到了技术创新对于法务工作的影响。“无纸化、电子化、信息化在法务管理领域运用的愈来愈广泛。”北汽法务团队告诉ALB。“北汽集团正在完善的合同管理系统不但利于优化流程，还能智能学习及审核。2019年底要完成的合规管理系统也如此，能实现风险的智能识别、监控与控制措施的智能形成等。”融创则利用相应的软硬件设备建设了股权库、案例库等知识储备，提高了法务的工作效率和标准化程度，他们相信，“技术迭代将引发法务工作效率的革命性变化”。

变化的角色

实际上，如果说过去人们对公司法务的理解只停留在“审合同+打官司”上，过去几年中，中国法务的工作内容不但变得更复杂，他们也从公司内部的辅助性角色逐渐向主导性角色转变，“引领型法务”成了一个经常被提及的词汇。几乎所有被访团队都感受到了这样的变化。与此同时，法务角色的变化也必然导致对于人才能力需求的变化。

郭小舟告诉ALB：“在投资项目的管理中，法务团队不仅是守卫者，还作为‘前锋’积极地参与到前线。另外，在项目里看到法律风险时，我



不断完善合规体系，助力企业勇迎挑战 — ALB CHINA专访美国高通公司法律及政府事务 全球高级副总裁赵斌先生

Perfecting compliance system to conquer bigger challenges - ALB China Interview with Mr. Zhao Bin, Senior Vice President, Legal & Government Affairs at Qualcomm

ALB: 2019年法务团队的工作有哪些重点？您所带领的团队在这些重点领域做了哪些工作？

赵斌先生: 2019年我们团队的工作主要有诉讼案件、与业务发展直接相关的项目，以及风险投资项目等。中国法务团队与总部团队一起，紧密沟通与协作，在中国开展工作并取得了积极成果。同时，对与业务相关的项目和风投项目提供强有力的全过程支持，保证了公司业务在中国能够依法合规地开展。

ALB: 2019年，中美贸易的不确定性增加，这给法务工作带来了哪些挑战？高通在面对这些挑战时制定了怎样的战略？

赵斌先生: 作为法务人员，需要在对企业行为进行法律评估时，更多地考虑到政策、立法趋势和整体营商环境等因素，从更高的高度和更广的维度来思考问题。高通公司一方面认真研究中美两国出台的相关法律、措施对公司业务的影响，并制定公司内部需要采取的合规举措；另一方面加强与中美两国政府相关部门的积极沟通，为公司的正常业务发展营造良好的外部环境和法律保障。

ALB: 高通的法务团队是如何建立并不断优化合规体系的？

赵斌先生: 我们根据公司业务的实际情况，以及相关法律法规的发展，不断优化公司合规体系。比如近年来世界各国相继出台了更加完善的数据保护方面的法律法规，我们积极分析其对公司业务的影响，并提前制定和实施相应的内部合规措施，从而保证公司行为符合最新法律法规的要求。

ALB: 作为互联网科技行业的龙头企业，您认为科技为法务工作带来了哪些帮助？表现在哪些方面？

赵斌先生: 随着科技在法务工作中的运用，法务部门的工作效率也得到了很大的提高。比如，借助一系列法律检索工具，我们可以更便捷地查询法律法规、相关案例和评论文章；利用第三方数据系统我们可以对潜在交易对象进行初步评估；借助公司内部合同管理系统，可以减少合同审查的工作量，促进合同文本的规范化，提高合同查询和检索的效率等。

ALB: 2020年，预期您所在公司的法务工作是否会继续增加？在法律技能之外，新一代法务还需要具备那些层面的综合技能？

赵斌先生: 由于公司业务的发展，我们法务团队的工作肯定会继续增加，这种增加会是全方位的。随着技术迭代和业务领域的扩展，科技公司的法务团队需要不断地学习，熟知公司的产品和科技的日新月异的发展，与时俱进，从而能预见法律层面需要考虑的问题并提出专业的意见和解决方案，更好地为公司的发展提供法律保障。

作者



赵斌

美国高通公司法律及政府事务全球高级副总裁

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ALB: What are work priorities of your team in 2019? What has your team done in these key areas?

Mr. Zhao Bin (Zhao): Our work priorities in 2019 include litigation cases, projects directly related to business development, and venture capital projects. We provided strong full-process support for business-related projects and venture capital projects, ensuring that our business is carried out in China according to laws and regulations.

ALB: In 2019, the Sino-U.S. Trade uncertainty increases. In this context, what challenges have been brought to your team? What is Qualcomm's strategy for meeting these challenges?

Zhao: As in-house counsels, we give more considerations to policies, legislative trends, and overall business environment when evaluating corporate behaviors. We have carefully studied the impact of relevant laws and measures of the two countries on our business, and formulated compliance measures to be taken internally. We also strengthen communication with relevant government departments of China and the U.S. to create a good external environment and ensure legal guarantee for our normal business development.

ALB: What have you done to build and continuously optimize the compliance system?

Zhao: We continuously optimize the compliance system based on the actual situations and the development of laws and

regulations. Many countries have introduced more comprehensive laws and regulations on data protection; so we actively analyze their impact on our business, and formulate and implement corresponding internal compliance measures in advance to ensure corporate behaviors are in line with the most current laws and regulations.

ALB: Qualcomm is a leading company in the Internet technology industry. In your opinion, how has technology helped with legal work?

Zhao: With the increasing application of technology, our work efficiency has been greatly improved. For example, with the help of legal search tools, we can get easier access to laws and regulations, and related cases and articles; we can conduct preliminary assessments of potential transaction parties by using third-party data systems; and the internal contract management system helps reduce our contracts review workload.

ALB: Do you see more work coming in 2020? What comprehensive skills do new legal counsels need to have, in addition to legal skills?

Zhao: There'll be definitely more work for us in 2020 along with the company's business development. As the legal team of a technology company, we need to familiar ourselves with the rapid and constant technical development, thus better serving the company's development.


“We need to strike a balance between business development and risk control standards. Many of the previous common financing models are no longer applicable, and therefore we adjust the review methods and our discipline in a timely manner so to effectively balance the agreement review standards and the efficiency of fund acquisition.”

“我们需要在业务的开展和风控标准之间找到合适的平衡点。之前很多常见的融资模式不再适用，我们及时调整审核的工作方法和工作纪律，有效平衡了协议审核标准和资金获取效率。”

— Sunac’s in-house legal team 融创法务团队

arbitration and litigation, and there are more opportunities for cooperation with Chinese law firms,” says Guo. He also says frankly, “When we choose external lawyers, we still attach great importance to the principle of ‘good value for money’ and hope that they will provide services that meet our needs within a foreseeable range of fees.”

For the in-house teams of Qualcomm and BAIC Group, in-house lawyers and external lawyers form a complementary relationship: in-house lawyers obviously know more about the company, but law firms can provide more professional advice. The in-house team often acts as a link between external law firms and company management. Qualcomm tells ALB, “The in-house legal team will seek the professional advice from the law firm, and then combine the professional advice of the law firm with the actual situation of the company, and put forward suggestions that can be used as a reference for the decision-makers of the company.”

In the opinion of the in-house team of Sunac, in a more mature legal environment and market, in-house lawyers and lawyers in private practice tend to have a higher degree of interaction and better mutual support. “This trend is more obvious in mainland China this year.” With the increasing channels of communication between in-house lawyers and lawyers in private practice, and the fact that many of the in-house lawyers come from lawyers in private practice, the degree of understanding and recognition between in-house lawyers and lawyers in private practice will be further improved.” 

们会第一时间主动汇报给领导而不是消极地等待询问——今年也出现过某个项目在投前会上已经批准，最后被法务叫停的情况。”

这样的角色转变要求法务“对各种业务的商业模式、行业特点以及常见风险有清晰和深刻的认识，法务必须拥有宽博的综合知识和商业嗅觉，有些方面甚至要达到业务人员的了解程度，只有这样才能透过表象发现风险点”。郭小舟说，“法务人员还要有很强的内部沟通能力。要运用同理心，以适当的方式表达意见，让业务团队知道法务其实是在帮助他们。”

融创法务团队则和ALB分享道：“法务工作要始终立于商业的实质、业务的基础和公司的情况，把自己看成决策者，去理解和判断，要有更加主动的意识，去获取和掌握更多的信息。作为合格的法务，除法律技能外，还要有其他两种必要技能：一方面，要根据所从事行业的特点，做相应的知识储备和技能提升；另一方面则是充分理解公司的战略和核心业务。”

高通法务团队观察到，通过与业务团队更密切地配合，法务团队有时确实会突破中后台的角色，深入到公司业务的更前端。在他们看来，作为科技公司的法务团队，需要“不断地学习，不但熟知公司的产品和科技的日新月异的发展，也要熟练使用最新法律科技工具，以便更高效地应对各种复杂的法律问题”。

北汽法务团队则认为，团队会在公司的合同审核、重大项目管理、合规管理等领域扮演主导、引领角色。“国企的新一代法务至少还需要掌握国有资产管理、行业管理相关法律法规及政策、企业管理知识。


国企对建设复合型法律人才队伍的需求也越来越迫切。”

变动的外部关系

作为公司内部法律服务的采购者，法务角色的变化也必然会引发他们和外部合作伙伴——尤其是和律所间关系的改变。受访团队告诉ALB，他们对外部律所在需求、要求和协作方式上都产生了变化。

复星2019年在业务侧重上的变化也改变了他们对于外部法律服务的需求。“以前我们和律所主要就投资进行合作，2019年在仲裁、诉讼方面的合作则越来越多，和中国律所的合作机会也增多了。”郭小舟说。他也坦言道：“选择外部律师，我们还是很重视性价比，希望他们在可预见的费用范围内提供契合需要的服务。”

对于北汽法务团队来说，法务和外部律师形成了“以内为主，以外为辅”的关系：法务显然对公司情况了解更为深入，公司绝大多数的法律与合规事务主要由法务独立高质量完成；但律所在涉及上市公司的重大疑难问题或涉外的部分重大项目方面能够提供更为专业的意见。在高通看来，法务团队往往扮演着衔接外部律所和公司管理层的角色，高通告诉ALB：“法务团队会征求律所的专业意见，再将律所的专业意见与公司实际情况相结合，提出可供公司决策层参考的建议。”

在融创法务团队看来，在更加成熟的法律环境和市场中，法务和律师往往有着更高的互动程度和更好的互相支持，“这个趋势今年在中国大陆地区更加明显……随着法务和律师交流的渠道越来越多，而且很多法务也都是律师出身，法务和律师的理解和认可程度将进一步提高。” 

始终砥砺前行的融创法务



融创中国控股有限公司（01918.HK）是香港联交所主板上市企业，下设地产、物业、文旅、文化板块。截至2019年10月底，融创地产销售金额超过4300亿，保持行业第一梯队的地位；融创服务在管和储备诸多项目，成长迅猛、潜力巨大；融创文旅取得了良好的经济效益和巨大的品牌效益；融创文化出品或联合出品了《影》、《熊出没原始时代》、《我和我的祖国》等作品，在“地产+”的广度和深度上都取得了巨大的成绩。

这些成绩的取得，得益于公司的整体战略的前瞻性，而公司战略的落实则离不开融创法务们的巨大的付出和卓越的努力。作为一个以房地产为主业起家的集团公司，在地产业务保持行业领先的同时，又要支持公司拓展其他业务板块，这对法务团队建设、人才储备、业务能力都提出极高的要求。值得欣慰的是，融创法务团队出色地完成了这些极具挑战性的工作，取得了公司高层、平行部门、下属区域和合作伙伴的一致高度认可。

融创的法务团队自2004年由融创中国的执行总裁薛雯女士创立，至今已逾15年，这15年里，融创的法务团队保持与公司共成长、同进退，始终深刻理解公司的战略、支持公司的战略、执行公司的战略，体现了法律人的能力与担当。

在过去的一年中，从具体的万达文旅项目、泛海项目、永泰项目、阳光100项目、长江实业黑咀子项目等重大并购项目，到公司布局文旅、文化的战略落实，从具体的公司每笔融资业务支持，到公司境内外发行债券、创新融资，从具体的每起诉讼争议，到公司的整体风控体系建设，融创的法务在台前和幕后做出了谨慎、勤勉、稳定的贡献。

今日，融创的法务团队已有426人，这是一个有着统一价值观、高度文化认同、强大执行力的优秀团队，驾驭了诸多载于中国并购史的大型项目。古语云：能法者刚毅而劲直，但法务的工作是考虑各种因素之后的平衡，这一点很艺术，融创的法务希望与所有的法律人作为职业共同体一起努力，把法务工作“远见于未萌，避危于无形”的价值体现的更好，为共同提升中国法务业务能力的专业度和国际化程度尽砖瓦之力。

A GLOBAL MINDSET

Over the past few years, Chinese law firms have been following their clients overseas, and their global expansion even has government support – the Ministry of Justice earlier this year set the development of foreign-related legal services as a primary development goal for Chinese law firms. With the following months seeing Chinese law firms set up offices in Uzbekistan, Vietnam and New Zealand, among other places, leaders describe their strategies when it comes to expanding overseas. BY HU YANGXIAOXIAO

■ Four decades ago, China began to open up the world. In these 40 years, not only have foreign investors come in, but Chinese companies have also ventured overseas through acquisitions and investments. And following them are Chinese law firms, who are helping meet the ever-increasing demand for legal services from Chinese companies that are expanding overseas.

“Over the past 40 years, Chinese companies’ overseas development has played a significant role in the process of economic globalization,” says Wendy Wu, director of the China Outbound Desk at TMF Group. “The journey of Chinese companies’ going global can be divided into four steps, among which China’s accession to the WTO in 2001 and the launch of the Belt and Road Initiative in 2013 are two important time nodes.”

And as Chinese companies have expanded overseas, so have law firms. Take Duan & Duan Law Firm, whose foreign expansion is closely connected to the journey undertaken by their clients.

In 1993, lawyer QH Charles Duan returned to Shanghai from the U.S. city of Seattle and founded Duan & Duan. In 1994, “we established our first overseas office in Seattle, back then most Chinese law firms did not know what it meant to ‘go out,’” Duan says.

Duan & Duan now has six overseas offices, plus one Hong Kong office. According to Duan, the firm’s overseas expansion could be divided into three stages. “From 1993 to 2003, a lot of work

we did was in connection with Fortune 500 companies’ entering into China. Our first office in the United States was established during that time, which served as a liaison. But back then, bringing in foreign investment meant lots of our business were actually done in China.”

“From 2003 to 2013, after China’s accession to the WTO, there were more and more bilateral and multilateral investments. So we decided to ‘walk on two legs’ – we should help both State-owned and private enterprises go global,” Duan adds, emphasizing the importance of the establishment of the Hong Kong office. “Many Chinese enterprises choose to set up an operation in Hong Kong first, as a base to expand their businesses globally.”

“The third stage is from 2013 to the present. Our overseas expansion is mainly along the Belt and Road, such as Phnom Penh in Cambodia, Nagoya in Japan and Tashkent in Uzbekistan,” Duan said.

Tahota Law Firm is another rising star when it comes to overseas expansion. Shen Zhijun, managing partner of Tahota’s Beijing office, also emphasizes the important role of the Belt and Road Initiative. Tahota’s overseas expansion started only in 2015, but it has already established six offices abroad since then. The offices in Sydney, Australia, and Kathmandu, Nepal have opened to cater to the needs of the BRI.

As Chinese companies seek overseas opportunities, they also seek to upgrade

themselves, either through diversifying their manufacturing or supply chains, or through becoming more international. Similarly, law firms need to raise their standards as well. Ma Jiangtao, China CEO at Dentons says: “From the final stage of our ‘First Five-year Plan’ to the beginning of the ‘Second Five-year Plan’ in 2008, Dacheng began to implement the strategy of global legal service network. The management at that time had noticed that economic globalization would inevitably spark the demand for globalized legal services.”

Tahota has had a similar experience. By the end of 2016, firm found that it could not limit its business in a certain region anymore. It then started a five-year development plan to expand both domestically and globally. “We did so to build our brand,” Shen says.

“Of course, (the overseas expansion) was also driven by the needs of our clients,” he adds. “After reaching a certain scale, our clients’ activities have gradually expanded to Southeast Asia and West Asia, which called for us to set up offices in some specific areas. So we set up offices in Thailand and Nepal.”

Duan echoes the observations of Ma and Shen. He cites Duan & Duan’s offices in Phnom Penh and Tashkent as examples. “We have clients who invest in the real estate sector in Phnom Penh and needed our services. Tashkent is another good example. We have clients who do mining business there and asked if we could set up an office there to continue to help them do business.”

着眼全球

过去几年见证了中国律师事务所不断跟随客户脚步走向全球的发展过程，这一全球化历程甚至得到了来自中国政府的支持——2019年早些时候，中国司法部就将发展涉外法律服务定为今年律所发展的首要目标。随后几个月中，一些中国律所相继在乌兹别克斯坦、越南、新西兰等国家和地区设立了办公室。随着律所“走出去”的需求越来越迫切，我们和几位合伙人聊了聊在设立海外办公室过程中通常会遇到的挑战，以及他们下一步着眼开设办公室的国家和地区。作者：胡阳潇潇

40年前，中国开启了对外开放之路，随后的40年不仅见证了外国投资者不断进入中国，也见证了中国企业通过投资和并购走向海外的历程。随着中国企业走出国门的还有中国的律师事务所，他们为布局海外的中国企业扮演着在法律层面保驾护航的角色。也因此，二者在发展轨迹上有诸多重合之处。

“过去40年间，中国企业的海外发展在经济全球化中有着举足轻重的影响力。”TMF Group中国企业海外业务负责人吴小敏告诉ALB。“中国企业走出的历程可以分为四步，以2001年中国加入世贸组织和2013年‘一带一路’倡议的提出为重要时间节点。”

吴小敏这样总结中国企业走出去的四步：“改革开放后前十年在自我累积经验；第二个十年在学习入华外企的经验；第三个阶段，即2001年加入世贸组织，很多企业融入了海外兼并浪潮；第四个阶段就是通过‘一带一路’，在政府扶持和优惠政策下，在65个沿线国家寻求不同行业的发展。”

驱动中国企业走出去的因素有哪些？在吴小敏看来，推动制造业多元化、民营企业通过海外并购推动体制改革，以及亚洲市场的整体发展都是重要动因。此外不可否认的是，受国家政策驱动是中国企业走出去的一个重要特点。“外界认为政策驱动会构成局限，”吴小敏说，“但从数据上看，根据‘一带一路’走出去实际上非常适合中国企业。我们认为政府帮助企业塑造了更适合走出去的环境。”

段和段律师事务所的走出去历程，紧密回应了中国企业这样的海外发展历史。

段祺华律师1993年从美国西雅图

回到上海创立了段和段，1994年，“当时中国律所还不知道什么叫走出去，我们已经在海外建立了第一个分支机构”，这家分所就设在段律师曾经生活的西雅图。

段和段目前有6家海外分所，外加一家处于不同司法管辖区的香港分所。段律师也将段和段的海外布局分为三个阶段。“1993至2003年，我们做了大量将世界五百强企业引进来的业务。这个阶段成立了第一家美国分所，起到了联络作用，但其实业务是在国内做。”

“2003至2013年，我们提出要‘两条腿走路’，中国加入世贸组织后，由于双边和多边投资增加，我们的涉外业务也该包括为国有和民营企业走向国际保驾护航。”段律师特别提到了2006年开设香港办公室的重要性，“很多中国企业都是先在香港设个桥头堡，然后再向外扩张。”

“第三个阶段是从2013年到现在，我们海外布局主要放在‘一带一路’沿线，比如柬埔寨金边、日本名古屋和乌兹别克斯坦塔什干。”段律师说。

作为海外扩张的后起之秀，泰和泰律师事务所管委会委员、北京办公室执行主任沈志君律师也强调了“一带一路”的重要作用。泰和泰的海外发展之路2015年才开始，但是这两年随着政策导向加强，新开设的澳大利亚悉尼和尼泊尔加德满都分所都直接呼应了“一带一路”的需要。

有趣的是，如果说中国企业寻求海外机遇是为了进行产业调整和制度升级，作为市场经济的一部分，中国律所也几乎在同一时间产生了类似的自我升级需求。

大成律师事务所管委会主任马江

涛律师告诉ALB：“2008年大成‘二五规划’开局时，当时的管理者已经注意到，经济的全球化必然带来法律服务的全球化。”

泰和泰的经历和大成不谋而合。2016年底，泰和泰发现已经不能再将目光聚焦在某个区域，于是推出了五年发展规划，除了完善国内布局，还要延伸至海外。“这是出于打造品牌的需要。”沈律师说。

“另外也有客户需求的指引。”沈律师提到了律所海外布局的另一个驱动力。“做到一定规模后，客户活动逐渐扩大到东南亚和西亚，这就需要我们在一些比较具体的地区设立分支机构，设立尼泊尔分所，是因为客户在尼泊尔有能源和旅游业投资的需求，筹建中的泰国分所是迎合客户在泰国日益增长的投资意向。”

段和段的经历也呼应着这样的说法。段律师举了金边和塔什干的例子。“我们有具体的客户在金边投资地产等，需要我们的服务。塔什干最明显，有客户在那里开矿，希望我们开设办公室，继续帮他们做业务。”

“用当地人做当地事”

2019年7月，司法部下达了《律师事务所境外分支机构备案管理规定》，“《规定》希望律所海外分支机构在人、财、物方面有实控，列出的分支机构类型一般有律师事务所、代表处、法律服务公司等。”泰和泰的沈律师介绍说。

但他坦言，“我们海外分支机构的设立还是要结合当地实际情况，比如正在推进设立的泰国曼谷分所，就是法律服务公司的形式，已经设立的美国华盛顿分所，就是律师事务所的形

WHEN IN ROME

Like all profit-making organizations, law firms need to plan carefully when setting up overseas offices. Of course, they all need to land safely and establish a solid presence, but beyond that, firms take different approaches.

In July 2019, the Ministry of Justice promulgated the Provisions on the Administration of the Record-filing of Overseas Branches of Law Firms. "According to the Provisions, the overseas offices of law firms should have actual control over personnel, property and materials. I have studied the landing modes filed by law firms with local judicial bureaus. Most of them establish their overseas offices by means of registering a new law firm, setting up direct offices, or setting up legal service companies," Shen of Tahota says.

But he admits: "We have to accommodate to the actual situations of different places. For example, our Bangkok office would be registered as a legal service company, while our Washington D.C. office being a law firm. We have requirements for brand, risk control and absorbing new partners, and we adapt flexibly in terms of personnel, property and materials."

Duan believes that "localization" is the key to his firm's overseas strategy. "In terms of landing modes, some of our overseas offices are local firms directly turned into our brand of Duan & Duan, while others are new firms set up through partnership with local firms. Every place has its own circumstances, but overall, we respect the principle of 'When in Rome, do as the Romans do.'"

Shen and Duan both believe that choosing "localization" as the way of landing can help effectively avoid the regulatory and cultural barriers when setting up overseas offices, and more importantly, overseas offices can in this way develop their own resources and clientele. "To get a foothold and grow in a new market, we cannot do businesses related to Chinese enterprises only; instead, we need to build local connections and do local businesses. There are not many Chinese law firms having the capability to expand overseas,

some offices are purely branding tools without solid business. We want to actually operate our businesses overseas and make profits there," Duan says.

As for Dentons, the firm "has experienced a tortuous path from identifying partners case by case, establishing offices to carrying out a combination with Dentons in the process of its globalization," says Ma.

By 2013 - in the last phase of its Second Five-year Plan, "we had established localized offices in seven cities overseas and have made 37 law firm members of our global network," Ma adds. "However, with the continuous development of social economy, the response speed and quality requirements of clients to the services provided by law firms are getting higher and higher. However, the cooperation mode of strategic partnership, which is relatively loose in the integrated management, is increasingly powerless to adapt to this new trend in the market. In 2014, we quickly opened a new chapter in the combination between Dentons and Dacheng in the form of Swiss Verein."

After the merger, the new Dentons naturally gained Dentons' original network of law firms, and also accelerated its global expansion. Ma says that after the merger in 2015, Dentons set up 50 new offices overseas, covering all five continents. "Dentons does not open overseas offices or send Dentons lawyers to open branch offices in new markets. Our approach has always been to combine with leading local firms who are in and of their community, as we believe this provides the best outcomes for clients."

THE BIGGEST CHALLENGE

Law firm leaders say that the biggest challenge facing their overseas offices is being able to manage them well.

"One of the most important issues concerning the overseas expansion is how to interact with the branch offices," Shen says. "We found that we are usually closely connected with Chinese lawyers, no matter where we are; but we do not pay enough attention to or do not have a lot of connections with overseas lawyers."

式, 我们品牌、风控和合伙人准入都有要求, 在人、财、物的管控上面会根据不同的设立方式和合作形式, 确定不同的管理模式"。

"在人员组成上, 泰和泰海外办公室通常以核心华人律师作为纽带, 加上本地的律师和员工。"沈律师说。

在沈律师和段律师看来, "当地化"的落地模式可以有效避免设立海外分所时所面临的法规和文化障碍。更重要的是, 海外分所都有自己原本的当地客户及资源。段律师说: "不能局限于和中国企业有关的服务。想活下来、做得好, 还是要从事当地业务。中国有能力扩张海外的律所并不多, 很多只是表面文章, 实际上没什么业务。我们是希望实际有操作, 财务上能盈利。"

在海外布局模式的选择上, 大成的故事很有代表性: 它经历了从"寻找合作伙伴到开设分支机构, 再到与Dentons合并的曲折道路"。到大成"二五计划"末期的2013年, "大成在境外7个城市设有本地化律师事务所, 拥有37家大成全球网络成员单位。2014年大成与Dentons高层接触后迅速开启了与之合并的新篇章。"

合并后的大成自然拥有了Dentons原本的律所网络, 也加快了全球布局。马律师介绍, 2015年合并后, 大成新布局的海外分支多达50家, 跨越五大洲。"大成不开设海外办事处或派遣律师在新市场开设分支机构。我们的策略一直是合并当地优秀律所, 这样可以为客户提供最佳服务。"

最大的挑战

在几位律所管理者看来, 海外分所最具挑战的其实是做好融合管理。

"海外布局的一个很重要问题是怎么和分所做好联动。"沈律师说, "基于语言障碍和文化背景的不同, 国内更习惯通过华人律师进行对接, 尽管更高效, 但是也容易造成和本地律师沟通不足的情况, 业务的联络机制也很单一, 鉴于长期深化合作的需要, 这是需要积极改善的。"

在海外分支的市场推广层面, 中国律所通常采用分支机构自行安排的方式, 但泰和泰会统一规划协助当地分支的市场推广和培训支持, 段和段也会对分所进行补贴, 或提供其他手段的支持。

大成在这方面的做法则有所不同, 作为多中心本地化的律所, 由本

Duan & Duan also has had problems in this regard. But “now through the cloud platform, all offices have the access to learn about our system, policies and development. Everyone could stay connected,” Duan says.

Dentons uses a quite different approach in this regard. With a “multi-centered and localization” strategy, it focuses on using local lawyers to provide local services, but it will help the offices to enhance market visibility and invest resources to support lawyers of all offices to obtain due recognition. “In 2015, Dentons has increased the number of individual lawyers ranked by Chambers and Legal 500 by 49 percent, the number of Band 1 and Band 2 ranked practices, sectors and individual lawyers by 121 percent and the total number of ranked practices, sectors and individual lawyers by 129%,” Ma says.

However, in spite of the challenges, overseas expansion brings unexpected benefits. “The establishment of more overseas offices helps to expand our reach and improve our presence. For example, if an electric power company in Shandong Province is going to arbitrate in the Hong Kong SAR, or our New York office needs to deal with European-related business, they can all go to offices of Duan & Duan in the respective regions. They form an effective internal platform for the briefing of case sources,” says Duan.

Ma of Dentons echoes this view: “Dentons now has more than 18 offices around the world. For clients from China, these offices can easily be accessed through the client’s local Chinese relationship partner in Dentons China.”

NEXT STEPS

In Duan’s view, “2019 is a year of foreign-related matters. Authorities, from the central government to local governments, especially the Ministry of justice, attach great importance to the cultivation of lawyers handling foreign-related matters and the establishment of overseas offices. It is foreseeable that this trend will continue in the years to come.”

It is believed that Chinese law firms will continue to expand according to the

policies, and as their clients continue to venture out. Wendy Wu of TMF Group shared with ALB several hotspots for Chinese companies expanding in the near future: “In the first half of 2018, the UK attracted \$1.6 billion of Chinese investment, becoming the most popular EU country after Sweden; the second popular destination is the ASEAN countries – the continuously strengthened regional economic and trade relations has led to a surge in investment.” And the new hot spots include “Brazil and Mexico where we have a lot of cooperation in energy and infrastructure.”

Dentons will continue its strategy of expanding globally and Ma says there are some key areas for future development: “We are now the only Pan-Latin American and the Caribbean law firm in the history of the legal profession. We are the fastest-growing law firm across western, eastern and central Europe - where we are the largest firm in such countries as Poland, Germany, and Russia. We are growing in exciting markets such as Australia, Malaysia, Indonesia, New Zealand, South Korea and Singapore. We are building on our strategy to become the first pan-African law firm owned and controlled by Africans.”

Duan & Duan will continue to focus on the expansion in mature markets and along the Belt and Road. “We are working to set up offices in Seoul, London, and Brussels. And we are also considering expanding our presence in the ASEAN, the European Union, the Commonwealth of Independent States, Arab and Middle East regions,” Duan adds.

Tahota’s expansion strategy is roughly the same. The establishment of its Bangkok office has been internally approved, and the firm is currently negotiating the opening of offices in Japan, Turkey and Pakistan. But Shen also says that the decision on where to expand next depends on the firm’s business strategy. “We want to expand in a robust way – developing stable clients and stable business flows along the Belt and Road Initiative, thus building a solid presence for marketing success,” Shen adds. ^{ALB}

地律师为客户提供服务，但会投入资源在新市场中提升知名度，支持各地律师获得应有的认可。“2015年，大成全球范围内在钱伯斯和法律500中排名的律师人数增长了49%，入选第一、第二等级业务领域、律师人数增长了121%，所有入选的业务领域、律师人数增长了129%。”马律师说。

下一步

在段律师看来，“2019年是个涉外年，从中央到地方，特别是司法部，非常强调涉外律师的培养和海外办公室的设立。预计明后年都还会是这个趋势。”

可以相信，下一步中国律所的布局还会继续紧随政策和中国企业的脚步。TMF Group的吴小敏向ALB分享了几个近期及未来中国企业走出去的热点地区：“2018年上半年英国吸引了16亿美元中国投资，成为继瑞典之后最受欢迎的欧盟国家；其次是东盟，持续加强的区域经贸关系导致了投资激增。”另一个新热点是“巴西、墨西哥，我们有很多能源和基础设施建设合作”。

大成将继续执行其扩大规模的战略，马律师向ALB强调了其中正在发展的热点区域：“我们是法律行业历史上唯一一家泛拉丁美洲和加勒比海律师事务所，是西欧、东欧、中欧地区发展最快的律师事务所，我们在激动人心的市场中成长，如澳大利亚、马来西亚、印度尼西亚、新西兰、韩国、新加坡。我们还在制定策略，以成为第一家由非洲人拥有和控制的泛非洲律师事务所。”

段和段将继续以成熟市场和“一带一路”沿线为布局重点，“我们的韩国首尔、英国伦敦、比利时布鲁塞尔分所已经进入紧锣密鼓的筹备阶段。东盟、欧盟、独联体和阿拉伯、中东地区都在我们的考虑范围之内。”段律师说。

泰和泰的策略也大致相同：泰国曼谷分所和日本东京分所都已经通过合伙人会议表决，正在筹设中。沈律师说，决定在何处布局，取决于律所本身的经营策略。“随着‘一带一路’合作机制愈发成熟，国际合作项目不断增长，律所的海外布点需要充分结合当地的对接资源和客户‘走出去’的战略规划，曼谷和东京的布点就是因为在那里已经找到了合作伙伴，在国内也有比较成熟的客户市场，所以纳入了律所的布局策略里。”^{ALB}

MANAGING PARTNER ROUNDTABLE: GREATER BAY AREA

管理合伙人圆桌对话：粤港澳大湾区

It has been almost a year since China launched the Great Bay Area Initiative. With the setting up of Shenzhen as a pilot city and innovation as well as the establishment of digital technology goals, lawyers appear to have a better idea about how the area will evolve. In this roundtable, leaders of law firms in the GBA talk about on their overall strategy, and also the types of services they're providing for local clients.

距离中国政府提出《粤港澳大湾区发展规划纲要》已近一年，近期深圳示范区的创立及科技创新目标的设定也进一步明确了大湾区的发展策略。在本专题中，我们对对话了几位执业于大湾区的律所领导者，聊了聊律所如何调整在这一区域的布局及发展策略，律所又在哪些重点业务领域为大湾区客户提供服务。

BY HU YANGXIAOXIAO 作者：胡阳潇潇

ALB: How many branches do you currently have in the GBA? How do they cooperate with each other?

DIXON ZHANG, partner at Fangda Partners: Fangda Partners currently has three offices in Hong Kong, Shenzhen and Guangzhou.

There are currently 21 partners at our Hong Kong office, while 10 partners are based in Shenzhen, and three are based in the relatively new Guangzhou office.

Established six years ago, Fangda's Hong Kong branch specialises in local dispute resolution, and the dispute resolution of BRI projects. More importantly,

it also advises on capital market transactions and bond issuance.

These three offices are dubbed the "GBA offices" of Fangda and we have appointed a managing partner, Colin Law, to oversee coordination between offices.

SU DONGHAI, senior partner and managing partner at ETR Law Firm:

We have quite an extensive presence in the GBA. ETR's headquarters are in Guangzhou, and we also have offices in Shenzhen, Zhuhai, Zhongshan, Dongguan and Foshan.

We've also built good relationships with peers and local governments in Jiangmen, Huizhou and Zhaoqing. Jiangmen is the hometown of many

overseas Chinese who are likely to make more investment in mainland China as the market opens up; it is necessary to take that into consideration when doing business planning for the GBA.

LIU WEN, partner at Commerce & Finance Law Offices: Commerce & Finance's Shenzhen branch has grown rapidly since its establishment in 2017. We started out with 30 employees and are now at 50, but we hope to expand that to 100 in the next year or two. The Shenzhen office focuses on the H-share and A-share markets, as well as dispute resolution and compliance. In 2018, we opened a branch in Hong Kong with a focus on traditional IPO and post-listing compliance issues.

We seek synergy between Commerce & Finance's Hong Kong office and all the other offices on the Mainland, not just Shenzhen. Although the firm is mulling over the establishment of more branches in the GBA, it has yet to decide on a sound strategic layout.

LANG YUANPENG, management committee partner at Jingtian & Gongcheng: Jingtian & Gongcheng has an office in Shenzhen, and an independent branch in Hong Kong. We are also in the middle of preparing for the opening of the Guangzhou branch which is scheduled at the end of December. It is expected that Jingtian & Gongcheng will have a team of 100 in the GBA by then. The firm has brought in partners specialised in maritime affairs, construction engineering and dispute resolution as an extension of the original business focuses of finance, securities, corporate and M&A.

ALB: It has been nearly a year since the Outline Development Plan for the GBA was released. What is your overall strategy for the GBA?

ZHANG: Although the plan outlined the positioning of all GBA cities, the implementation of the plan in mainland cities will be more effective due to the "one country, two systems" policy. The opportunities for law firms specifically, lie in the integration of different legal systems in the area.

There is also a trend of mainland law firms setting up practices in Hong Kong;

they usually start out as an alliance and then gradually turn into a sole proprietorship. This works both ways: Hong Kong law firms can also forge alliances with mainland firms in the GBA.

SU: The outline plan has triggered fundamental changes in the legal service market, which are firstly reflected in the closer links between legal services and legal institutions in the three places. Secondly, with more exchanges between the three jurisdictions, there are more issues about the application of law that will drive the strategic adjustment of the legal service institutions in the area.

LIU: The GBA entails comprehensive opportunities for the legal services industry. The primary goal of the Greater Bay Area initiative is to establish an economic system supported by innovation and to promote the coordinated development of the three jurisdictions. In terms of innovation, there will be accompanying opportunities in fields such as intellectual property rights, corporate, labour and employment. In terms of coordinated development, the flow of people, capital and goods in the region will bring new opportunities in foreign exchange, capital markets, mergers and acquisitions, as well as private equity.

Commerce & Finance is particularly focused on compliance risks mitigation for companies like ZTE and Huawei; and is taking more initiative in catering to clients; and growing its arbitration business.

LANG: As a strategy at the national level, the GBA initiative is of great significance and great influence. On the one hand, it promotes the integration and redistribution of the local economic belt, as well as the investment and construction of infrastructure; on the other hand, it will attract outstanding talents from all over the country or even the world to the GBA. This brings both opportunities and challenges to the legal services market.

Before the outline plan was released, Jingtian & Gongcheng had recognised the region and established our Hong Kong branch while actively building offices in Guangzhou and Shenzhen to ensure that the legal services capabilities are balanced on both sides. We also recruited many partners who specialise

areas such as finance, securities, corporate, M&A, maritime affairs, construction, dispute resolution, the Belt and Road initiative (BRI) and so on.

ALB: How has your business volume and service type changed in the GBA? Which legal services are most in demand in the GBA?

ZHANG: There is an increasing demand for intellectual property rights related services, especially patent litigation, in Shenzhen as it's home to many major high-end manufacturing and high-tech enterprises against the backdrop of the trade dispute between China and the US. Insolvency reorganization is also in demand because of domestic deleveraging and changes in the economic environment. Also, under the BRI, some domestic enterprises have started up their foreign investment businesses. However, they are mainly state-owned enterprises, private enterprises are not that active in overseas investment.

SU: We focus on high-tech enterprises and offering IP-related services. We have recently established a link with the Doctorate Association of Hong Kong, Macao and Taiwan, which is interested in creating a more favourable business environment in the Mainland for high-tech enterprises as well as IP protection.

LIU: 2018 was the year of IPOs in Hong Kong's capital market, so that side of our business experienced high growth last year. There may be a decline in demand in that area, but it will be offset by the growth in our compliance business, which has expanded significantly over the year.

LANG: In the past year, Jingtian & Gongcheng has had much higher business volume in the Greater Bay Area, it is also noticeably higher than other regions. Generally speaking, clients' demand for legal advice related to finance, investment, BRI, infrastructure construction and cross-border deals has increased significantly. In addition, with the rapid development of Shenzhen as a 'capital of technology and innovation', the demand for legal services in fintech, informatics, Internet, intellectual property rights, corporate compliance and other business areas has also increased significantly.

ALB: 贵所目前在大湾区布局了多少家分支机构? 它们的规模、业务情况如何? 是如何协作的?

方达律师事务所合伙人张辉律师: 方达目前在大湾区布局了三个办公室。首先是香港办公室, 常驻的有21名合伙人, 是在香港本地市场非常活跃的律所; 其次是深圳办公室, 有10名合伙人; 最后是广州办公室, 目前有3名合伙人。

每个办公室都有不同的业务特点。香港业务首先发力于香港本地争议解决; 第二个很有特色的是“一带一路”沿线的争议解决; 第三个至关重要的, 就是香港的资本市场业务; 第四个则是债券发行等债券资本市场和金融业务。深圳办公室目前业务集中在国内资本市场业务、收购兼并业务、外商直接投资业务、争议解决业务和知识产权。广州目前有两位合伙人做商事争议。广州办公室也有破产管理人资格, 此外还有互联网知识产权。

现在我们在把这三个办公室整合为“湾区办公室”, 有一位牵头香港、广州和深圳三地业务融合和开拓的管理合伙人Colin Law。我们湾区办公室的公司业务组还做了“启航计划”, 即通过一个统一的实习计划培训从事跨境法律服务的人才。这些实习生虽然工作地点在深圳, 但由国内和香港合伙人同时提供境内法律和部分普通法的培训, 未来录用后, 他们就能成为我们湾区团队的中坚力量, 为湾区的客户提供跨境法律服务。

广信君达律师事务所高级合伙人苏东海律师: 我们所布局在大湾区的有广州总部, 以及深圳、珠海、中山、东莞、佛山分所, 在广州又采用了1+3模式: 总部加白云、南沙和花都三家分所; 在深圳和珠海采取了1+1模式: 深圳+前海, 珠海+横琴。我们还和江门、惠州、肇庆的同行或政府建立了紧密联动, 实现了深度布局。江门是侨乡, 海外资源丰富, 随着内地开放不断深入, 归侨会增加对内地投资, 目前这里传统型业务比较多, 比如旧城改造、房地产开发、日常法律顾问等。

通商律师事务所合伙人刘问律师: 通商在深圳有一家分所, 发展速度很快, 并且很快会有新合伙人加入, 希望在未来一两年之内把它扩充到100人左右。2018年我们也刚刚开设了香港分所, 一年之内已经扩充到了16个人, 其中包括三个合伙人。深圳分所的主要业务是香港资本市场和A股资本市场,

ALB: Business development in the GBA requires the continuous improvement of lawyers' capabilities. What type of lawyers do you think are most needed in the GBA? What's your plan for talent distribution in the region?

ZHANG: We continue to invest in talent specialised in areas such as IP rights, IP litigation, and asset reorganization. Our requirements for talent has also changed: we tend to choose lawyers with a relevant technical background – the best ones are those with a degree in another subject such as telecommunications, new materials or life sciences on top of their law degree. Such versatile talents can better meet market demand and provide legal services for high-end manufacturing or high-tech enterprises in Shenzhen.

SU: We have brought in lawyers who are familiar with Hong Kong and Macao affairs as well as foreign affairs. Additionally, we intend to recruit more lawyers who can speak Cantonese. We're also training existing staff to perform better theoretical research – one of our lawyers has published a book studying the GBA.

LIU: Any lawyer with a good command of English and a solid foundation in law study is desirable. We've also discovered that legal talents with a corporate or technical background are especially needed for dealing with compliance issues, because the client often judges the quality of your services based on your understanding of their business. So, we recruited a former head of compliance from an established company in order to build a team to provide legal services to more innovative enterprises.

LANG: We need not only international experts with rich experience in cross-border legal services, but also those who are proficient in fintech, informatics, internet, IP rights, corporate compliance, BRI and other business fields.

ALB: What are the challenges your firm faces in the GBA?

ZHANG: First of all, Mainland lawyers are faced with the need to change their mindset and professional proficiency, as they should place more emphasis on the ability to conduct cross-border transactions and resolve cross-border disputes,

同时在发展争议解决和合规业务，香港主要是传统的IPO业务和上市后的合规业务。

说到协同，其实关涉香港办公室和整个内地通商办公室之间的协同，目前我们北京、上海和深圳的很多业务要和香港合作，未来希望也会有反哺：香港那边拓展出来的业务会反过来寻求其他地方的合作。

竞天公诚律师事务所管委会合伙人郎元鹏律师: 竞天公诚在大湾区有深圳办公室，在香港独立设立分所，并积极筹办广州分所（预计12月底开业），预计届时竞天公诚将在大湾区拥有100位合伙人、律师的队伍，在原来的金融、证券、公司、投资并购、争议解决等传统领域的基础上，积极引入海事海商、建设工程、争议解决、一带一路等等业务领域的合伙人，并依托北京、上海办公室优秀的律师团队，形成境内外联动的协调作战能力，能够有效地服务大湾区的客户，目前业务发展迅速。

ALB: 《粤港澳大湾区发展规划纲要》提出已近一年，大湾区的建设给律所带来了哪些发展机遇？贵所在大湾区所设定的整体发展策略是什么？

张辉:《纲要》对大湾区内包括深圳、广州、香港、澳门等城市都提出了规划定位，但基于一国两制的制度框架，预计《纲要》在内地城市实施起来会更有效。具体到为律所带来的机遇，因为内地、香港、澳门分别有各自的法律体系，对律师而言，如何在大湾区中将不同法律体系做好融合，这构成了新机遇。

其他一些具体机遇还包括开办分所，几乎所有国内头部律所都在香港设立了分所。这个趋势也是双向的，香港本地律所现在也可以和大湾区包括的9个广东省城市的律所进行联营。

苏东海: 粤港澳大湾区发展规划作为国家战略，引发了法律服务市场的根本变化。首先体现在三地的法律服务联系更紧密，法律服务机构交往更密切。其次，随着三地经济交流更密切，产生了越来越需要探讨的法律适用问题，比如说港人港税、婚姻、财产、贸易问题等，从而推动三地的法律服务机构对业务战略方向进行调整。

我们的合伙人和管理层学习和了解了《发展规划》。我们建立了粤港澳大湾区促进委员会，未来在推动战略布局、联动各方沟通、业务规划、人才引进方面都会有些动作。

刘问: 这是一个全方位的法律服务机遇。大湾区的首要目标是建立创新支撑的经济体系，以及促进三地的协同发展。创新一定会在知识产权、企业、劳动就业等领域带来机会；就协同发展来说，区域内人、财、物的流动一定会带来外汇、资本市场、投资并购、私募等方面的新机会。

但在其中我们特别看重几点：其一是最近坐落在深圳的中兴和华为都面临了很大的合规风险，所以我们希望在这方面做些布局；其二，我们希望在未来的执业中更多、更主动地贴近企业；第三我们希望加强商事仲裁业务，尤其深圳现在设立了国际仲裁院。

郎元鹏:“大湾区发展战略”作为国家层面的战略，具有重大的意义和重大的影响。一方面是当地经济带的整合和重新布局、基础设施的投资、建设，另外一方面会吸引全国乃至全世界的优秀人才到大湾区创业发展，优秀的企业去大湾区投资、发展。这必然会对法律服务带来巨大的需求，也对律所的服务能力提出了更大的挑战。

竞天公诚在“大湾区发展战略”公布之前，就注意到粤港澳经济带在中国的重要性，就开始布局大湾区的办公室和律师团队的建设，在原有深圳办公室的基础上，独立开设香港办公室，积极筹建广州办公室，确保具备国内和香港两边的法律服务能力，大量引进合伙人队伍，涵盖金融、证券、公司、投资并购、海事海商、建设工程、争议解决、一带一路等业务领域，确保全面服务大湾区境内外客户的法律能力。

ALB: 贵所在大湾区的业务总量及业务类型发生了怎样的变化？大湾区客户对于哪些法律服务的需求量最大？

张辉: 大湾区的客户对几种法律服务的需求量很大。一个是在深圳，它有非常强的高端制造业和高新技术企业，再加上中美贸易战的背景，对于知识产权，尤其是专利诉讼的需求量越来越大，而且还包括在境外的这类需求。第二个是破产重整。第三是在“一带一路”下，一些境内企业有了对外投资方面的业务，不过这主要集中在国企。资本市场这一块受到香港目前环境的影响，相对来说不是太活跃。

苏东海: 我们在业务上着重于推动服务高科技企业和知识产权这两块。最近我们跟港澳台博士协会建立了联动，他们很关注高科技企业如何在内地获得更优惠的营商环境，以及知识产权能够得到何种保护。

新形势下企业合规管理体系建设的最佳实践



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建立健全合规管理体系是在新形势下企业国际化的客观要求，也是实现持续健康发展的内在需求。只有加快提升企业依法合规经营管理的水平，着力打造法治企业，才能保障企业行稳致远。

合规管理工作既要坚持全面性原则，覆盖全业务领域、全部门、全层级，贯穿决策、执行、监督、反馈等各个环节，强调合规人人有责；又要坚持独立性原则，从制度设计、机构设置、岗位安排以及汇报路径等方面保证独立性。建立健全合规管理体系应当从以下几个方面开展工作：

（1）搭建合规管理组织，健全合规管理架构

企业应当在董事会的领导下，建立由合规管理委员会、合规负责人和合规管理部门组成的合规管理组织，指导业务部门开展本领域的日常合规管理工作，与审计、监察等部门形成管理合力，并协调与监管机构及合作伙伴的关系。

（2）完善风险管理流程，防范应对合规风险

建立合规风险识别、评估及处置的制度和流程，突出重点领域、重点环节和重点人员，对风险发生的可能性、影响程度、潜在后果等进行系统分析，针对发现的风险制定预案，采取有效措施，及时应对处置，切实防范合规风险。

（3）全面识别合规要求，制定合规管理制度

建立合规行为准则、合规管理办法、合规操作流程等多级合规制度体系，针对重点领域制定专项合规管理制度，并根据法律法规变化和监管动态，及时将外部有关合规要求转化为内部规章制度，实现有规可依。

（4）完善合规运作机制，实现合规要求落地

建立健全合规审查机制，将合规审查作为重大事项的必经程序，确保合规培训、合规汇报、合规考核、合规咨询与审核、合规信息举报与调查、合规问责等方面的机制可以有效运行，确保全员知规守规、有规必依。

（5）重视合规文化建设，树立积极正面形象

建立制度化、常态化培训机制，确保员工理解、遵循企业合规目标和要求，积极培育合规文化，践行依法合规、诚信经营的价值观念，参与行业组织，营造和谐健康的经营环境。

（6）引进实施合规工具，持续改进合规工作

通过信息化手段优化管理流程，加强对经营管理行为依法合规情况的实时在线监控和风险分析；定期对合规管理体系进行系统全面的评价，发现和纠正合规管理贯彻执行中存在的问题，推进违规问责，完善违规行为处罚机制，促进合规体系的不断完善。

and accumulate knowledge and professional experience in both the civil law system and the common law system, so as to better serve clients in different jurisdictions. The same is also true for Hong Kong lawyers. They may need to get out of their comfort zone and come to work with Mainland colleagues, which involves the mutual adaptation of two cultures.

The recent influx of foreign firms into Shenzhen is a challenge, but it is also a very positive sign. In fact, not only foreign firms, but also leading domestic firms have opened branches in Shenzhen in the past two years, which shows that everyone treats Shenzhen as an important market. Shenzhen has China's first-class manufacturing enterprises that have significant demand for legal services, but many of them feel that the services provided by local law firms are not sufficient.

SU: Law firms should emphasize on professional leadership and in-depth research in areas such as capital market, special types of IP, risk control for hi-tech enterprises, to figure out a different path for growth.

LIU: The biggest challenge is the fierce competition with peers. Everyone sees the opportunity, so it will be a test of our management and strategic thinking to earn a place in the market.

In addition, there are many TMT enterprises in Shenzhen, which will attract many private equity funds are equipped with their own team of lawyers, so we will also be competing with lawyers outside of the GBA.

LANG: There are several challenges: the legal services industry in the GBA is not as internationalised as those of Beijing and Shanghai, so there needs to be further planning and guidance for improvement; due to the lack of high-quality legal education resources, the continuing education and promotion for lawyers is relatively limited; clients need to be further educated about high-quality legal services; the synergy with financial, investment, accounting and IP institutions is relatively weak; and firms will face vicious competition from local firms, which is inevitable in the short term. ALB

我们在今年也为很多企业提供了资本市场服务，其中广州地铁发行以地铁收益权作为证券化ABS的项目是全国首单。广州本地企业融资思路的打开跟粤港澳大湾区的刺激有一定关系，他们的融资主体也不再限于内地。

刘问: 2018年是香港资本市场的IPO大年，所以去年整个我们的业务增长量非常高，今年深圳分所这一块依然保持增长，主要因为人员在增长，还有些业务是去年留下来的，但这块预计明年会下降。但是我们的合规业务从零到有，今年增长到了几百万，未来可以和资本市场业务互补。

郎元鹏: 过去一年，竞天公诚在大湾区的业务量得到了快速发展，明显高于其他地区。总体来讲，客户对金融、投资、一带一路、基础设施建设和跨境法律服务的需求明显提升；另外，随着深圳作为“科技、创新之都”的快速发展，在金融科技、信息科学、互联网、知识产权、企业合规等业务领域的法律服务需求明显增加。

ALB: 大湾区的业务发展要求律师能力的不断进步。在您看到，从执业领域及其他技能来看，目前大湾区最需要怎样的律师？贵所未来在大湾区如何进行人才布局？

张辉: 我们在重点领域的人才投入也是不断增加，比如知产诉讼、破产重整、资产重组。对人才的要求也有变化，比如说知识产权领域，大量涉及专利案件，同时涉及在美国或欧洲的诉讼，我们倾向于选择有相关技术背景的律师，最好本科学的是电子通信、新材料、医药生命科学等，然后又学了法律。这样的复合型人才才能更好给深圳的高端制造业、高新技术企业提供法律服务。

苏东海: 我们引进了一些熟悉港澳事务和涉外事务的律师，此外语言也很重要，希望能有更多懂粤语的律师加入。此外我们还推动了既有人才的理论研究能力，有位律师已经出版了一本研究粤港澳大湾区的书籍。

刘问: 所有红圈所都需要英语好、有扎实法学院本科功底的人才。此外在做合规——尤其和美国长臂管辖及知识产权有关的业务时，特别需要有企业或者是技术背景的法律人才，因为这些创新领域往往会伸到一些律师理解不了的东西上。而企业对你服务是否到位的判断，和你对他的理解程度息息相关。我们于是引进了原来在大企业做合规的部门主管，未来我们想构建这样一个队伍，为更多创新型企业提供法律服务。

郎元鹏: 不但需要经验丰富的跨境法律服务能力的国际法律专家，也需要精通金融科技、信息科学、互联网、知识产权、企业合规、一带一路等业务领域的法律专才。

ALB: 在您看来，律所在大湾区的执业面临着哪些方面的挑战？

张辉: 首先，内地律师面临着思想观念转变和业务能力提升的需要，不能眼光只盯着内地市场，要更多强调跨境交易能力、跨境争议解决能力，积累不同法系的知识和业务经验。当然香港律师也是一样，传统上香港律师可能也有自己的舒适区，现在面临着到内地来、和内地同事或工作伙伴合作的情况，这也牵涉到相互适应的问题。

外资所最近纷纷进入深圳是挑战，但也是非常积极的信号。其实不光是外资所，国内头部律所这两年都到深圳开了分所，说明大家都把深圳作为重要区域对待。深圳有中国第一流的制造企业，它们对法律服务的需求非常大，但是很多客户也觉得本地律所目前提供的法律服务和他们的实际业务发展需求尚有些距离。

苏东海: 大湾区在人才多样性和业务领先性上非常突出，律所应该强调专业的领先，比如对证券资本市场的研究、对知识产权特别类型的研究、对高科技风控的研究，琢磨出不一样的发展之路，研究得越深，肯定发展得越快。

刘问: 最大的挑战是来自同行的挑战，大家都看到了机会，所有红圈所都过来布局，未来我们能不能在其中占有一席之地，这很考验我们的管理和战略思维。怎么做得比别人更好一点，开拓新领域，抢人才……最大挑战是在这一轮里不要输。

此外，深圳的TMT企业很多，许多发展到一定规模就吸引了很大的私募投资，而这些私募基金会带着自己的律师过来，所以也会面临这种跟大湾区以外律师的竞争。

郎元鹏: 主要挑战集中在如下方面：

- 1 律师行业的整体发展没有北京、上海地区国际化，在行业发展规划和指导方面需要进一步提升；
- 2 由于优质法律教育资源的缺乏，律师团队的继续教育和提升相对受限；
- 3 客户对优质法律服务的认知不清晰，需要一定的时间去教育客户；
- 4 金融、投资、会计、会计和知识产权机构相对较弱，整体协同效果较差；
- 5 可能会面对地方法律服务机构的低价服务等“恶性竞争”，短期内在所难免。 ALB



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收购少数股权审核关注问题要点

重大资产重组多数情况下为收购标的公司控股股权，收购少数股权的则相对较少，尤其是通过发行股份支付对价的方式，一是收购少数股权资产规模及交易金额一般不大，二是通过现金方式收购不构成重大资产重组情况下无需经过中国证监会上市部重组委审核，程序上更简便。下面仅就发行股份收购少数股权和构成重大资产重组情况下收购少数股权在审核过程中重点关注的相关问题，结合具体案例进行分析。

一、重大资产重组中关于收购少数股权的相关规定

《上市公司重大资产重组管理办法》第四十三条规定，上市公司发行股份购买资产，应当符合五项规定，其中包括需要充分说明并披露上市公司发行股份所购买的资产为权属清晰的经营性资产，并能在约定期限内办理完毕权属转移手续。

2018年9月，中国证监会发布《关于〈上市公司重大资产重组管理办法〉第四十三条“经营性资产”的相关问题与解答（2018年修订）》（以下简称“问题与解答”），明确要求上市公司发行股份购买的少数股权资产应属于“经营性资产”，并明确了相关具体条件和要求。

二、收购少数股权审核中关注问题要点

1. 是否属于“经营性资产”

关于“经营性资产”法律上未给出明确定义，仅在2016年中国证监会就“经营性资产”的问题与解答中明确应同时符合以下条件，并于2018年9月对该问题与解答进行修订，取消了条件中少数股权的营业收入、资产总额、资产净额三项财务指标不得超过上市公司对应指标20%的限制，金融企业除外。

（1）少数股权与上市公司行业的协同性

少数股权与上市公司现有主营业务具有显著的协同效应，或者与本次拟购买的主要标的资产属于同行业或紧密相关的上下游行业，通过本次交易一并注入有助于增强上市公司独立性、提升上市公司整体质量。对于协同效应的论证，需要获得监管部门的认同。对于属于同一大类行业的主营业务是否存在协同性的问题，解释的逻辑和监管部门的认可程度也不当然相同。例如下述案例中同属于电力行业的抽水蓄能电站与火电及供热业务并不存在必然的协调效应。

（2）上市公司净利润不得依赖投资收益

交易完成后上市公司需拥有具体的主营业务和相应的持续经营能力，不存在净利润主要来自合并财务报表范围以外的投资收益情况。对于上市公司是否存在净利润依赖投资收益的情况，上市公司合并报表范围内少数股权的投资收益占上市公司合并报表净利润的比例一般控制在30%以下可认定为合理范围，不得超过50%。

2. 标的公司持续盈利能力及分红政策持续稳定

标的公司的持续盈利能力，是发行股份购买资产的重要条件之一，未来可预期范围内能否给上市公司带来稳定增长的利润，以及标的公司分红政策的持续稳定性，收购完成后上市公司是否能参与标的公司的生产经营，有效保障上市公司的利益，是中国证监会重组审核的重点，严防“忽悠式重组”、“假大空式重组”。

三、相关案例

河北建投能源投资股份有限公司发行股份购买控股股东河北建设投资集团有限责任公司持有的河北张河湾蓄能发电有限责任公司45%股权和秦皇岛秦热发电有限责任公司40%股权。

该项目在反馈时，被明确要求结合交易完成后上市公司对标的资产的持股比例及控股情况、交易完成后上市公司主要财务指标变化情况，补充披露本次交易是否符合关于《重组管理办法》第四十三条“经营性资产”的相关问题与解答（2018年修订）的相关规定。

该项目经并购重组委2019年第32次会议审核该项目未获通过，主要被否原因为申请人未充分披露标的资产与上市公司主营业务具有显著协同效应，标的资产持续盈利能力的稳定性具有重大不确定性。

2018年9月中国证监会修订上述关于“经营性资产”的相关问题与解答后，原收购少数股权20%的相关指标限制条件已取消，该条件现仅针对金融企业。取消对收购少数股权的限制具有现实积极意义，有利于上市公司通过多种支付手段开展上下游并购，并提高资本市场活跃度。上市公司通过并购上下游产业，可以构建更紧密的合作关系和更完善的产业链体系，从而使得上市公司核心主业的竞争优势更加突出。

2019 ALB CHINA TOP 15 IP LAWYERS

2019中国15佳知识产权律师

METHODOLOGY

The list of top 15 IP lawyers was chosen based on the following criteria:

- 1) Major transactions and cases that a candidate has acted for;
- 2) Significant work of a candidate in the past 12 months;
- 3) Key clients of a candidate;
- 4) Relevant accolades a candidate has received; and
- 5) Clients' review and colleagues' comments.

评选方法:

评委会主要依据以下方面的成绩进行评审:

- 1) 候选人代理过的重大交易和案件;
- 2) 候选人过去12个月的主要工作内容;
- 3) 候选人的主要客户;
- 4) 候选人所获得的相关奖项;
- 5) 客户评价和同事评价。

| NAME 姓名 | FIRM 律所名称 |
|--------------------------|---|
| Spring Chang 苍雨春 | Chang Tsi & Partners 铸成律师事务所 |
| Chen Wenping 陈文平 | King & Wood Mallesons 金杜律师事务所 |
| Guo Chunfei (Cherry) 郭春飞 | Tiantai Law Firm 天驰君泰律师事务所 |
| Ji Jun 姬军 | Broad & Bright 世泽律师事务所 |
| Lei Yongjian 雷用剑 | Wanhuida Intellectual Property 万慧达知识产权 |
| Ma Degang 马德刚 | Global Law Office 环球律师事务所 |
| Ma Yufeng 马宇峰 | Orrick, Herrington & Sutcliffe 奥睿律师事务所 |
| Scott J. Palmer | Perkins Coie LLP 博钦律师事务所 |
| Wang Weidong (Wade) 王卫东 | Dentons 大成律师事务所 |
| Wang Yong 汪涌 | Jincheng Tongda & Neal Law Firm 金诚同达律师事务所 |
| Wang Yonghong 王永红 | Zhong Lun Law Firm 中伦律师事务所 |
| Wu Li 吴立 | Anjie Law Firm 安杰律师事务所 |
| Xi Minjie 奚敏洁 | Jingtian & Gongcheng 竞天公诚律师事务所 |
| Xu Chumeng (Jessica) 徐初萌 | JunHe LLP 君合律师事务所 |
| Christine Yiu 姚捷 | Bird & Bird 鸿鹄律师事务所 |

*The list is arranged alphabetically based on the initials of lawyers' names. 以下名单按照获奖者姓名首字母顺序排列。

Just like in previous years, Asian Legal Business (ALB) celebrates the achievements in China's intellectual property (IP) legal sector and its best IP lawyers. We conducted research on IP lawyers and selected a total of 15 top practitioners this year based on law firm recommendation, lawyer achievements, practice skills and client reviews.

2019 has been an active year in terms of the development of IP policies. These outstanding lawyers, by keeping up with the policy development pace, continuously provide clients with high-quality and professional services and strong protection for their IP rights. ALB interviews some of the winners of 2019 ALB China Top 15 IP lawyers, listens to their observations on the changes in IP policies, their plans for maintaining and continuously improving service quality, and their outlook for the future.

NEW POLICIES IN 2019

Lei Yongjian, a partner at Wanhuida Intellectual Property, tells ALB that there have been important adjustments in several major sectors of the IP field: (1) Trademark. In April 2019, the Standing Committee of the 13th National People's Congress decided to revise the Trademark Law, taking one step forward in the attempts to combat acts of malicious registration of trademarks and to protect the rights holder's right to compensation; the Beijing High People's Court promulgated the Guidelines for the Adjudication of Administrative Cases on Granting and Affirming Trademark-related Rights; and the State Intellectual Property Office (SIPO) promulgated the Certain Provisions on Regulating Application for Trademark Registration and the Provisions on Electronic Trademark Applications; (2) Patent. Regarding the

《亚洲法律杂志》(ALB)持续关注知识产权法律领域和优秀的知识产权律师。今年,ALB从律所推荐、律师成就、执业特色和客户评价等方面进行考察,完成了知识产权律师调研,评选出了2019年中国15佳知识产权律师。

2019年的政策动态

在过去12个月,中国知识产权领域立法活跃,各层级立法文件发布频率较高,也有相当数量的已发布文件在2019年开始实施。今年的上榜律师之一、来自万慧达知识产权的雷用剑律师向ALB介绍了涉及知识产权领域几大板块的重要调整:(1)商标方面:2019年4月,第十三届全国人大常委会决定对《商标法》作出修改,在打击恶意注册和保障权利人赔偿方面又向前迈进一步;北京高院发布《关于商标授权确权行政案件的审理指南》;国知局颁布《规范商标申请注册行为若干规定》以及《关于商标电子申请的规定》。(2)专利方面:在技术合同方面,因为2019年3

contents of technical contracts, since the Foreign Investment Law (which is promulgated in March 2019) stipulates that the conditions for technical cooperation shall be negotiated and determined by all parties to the investment on an equal basis, and administrative organs shall not interfere in it, the Regulations on the Administration of Technology Import and Export has been revised accordingly by removing stipulations on administrative organs' interference with the contents of technical contracts. Regarding the granting and affirming patent-related rights, the State Intellectual Property Office issued an announcement in September 2019, under which the Patent Examination Guidelines is revised. With a view to thoroughly implementing the Law of the People's Republic of China on Promoting the Transformation of Scientific and Technological Achievements, the Regulations of Beijing Municipality on Promoting the Transformation

of Scientific and Technological Achievements is adopted in November 2019, which enhances the rights of technical personnel to make their own decisions on the transformation of scientific and technological achievements, and specifies detailed rules for the distribution of rewards and remuneration in connection with the transformation of achievements. (3) Copyright. The State Administration for Market Regulation released three sets of anti-monopoly departmental rules in July 2019, namely, the Interim Provisions on Prohibiting the Conclusion of Monopoly Agreement, the Interim Provisions on Prohibiting the Abuse of Dominant Market Position, and the Interim Provisions on Preventing Acts of Abusing Administrative Power to Exclude or Restrict Competition; and (4) Anti-unfair competition. The Anti-unfair Competition Law makes a big break-through in terms of the protection of trade secrets. In addition to the concept of punitive damages, the new

月通过的《外商投资法》规定技术合作合同当事人平等协商确定合同内容，行政机关不得干预，《技术进出口管理条例》因此做了相应修改，删除了行政干预技术合同内容的条款。在专利获权确权方面，国知局2019年9月发布公告对《专利审查指南》进行了修订。2019年11月，为落实《中华人民共和国促进科技成果转化法》，《北京市促进科技成果转化条例》通过，强化了科研人员成果转化自主权，细化了科技成果转化奖励和报酬等收益分配。(3) 版权方面：国家市场监督管理总局在2019年7月发布了三部反垄断部门规章，包括《禁止垄断协议暂行规定》、《禁止滥用市场支配地位行为暂行规定》以及《制止滥用行政权力排除、限制竞争行为暂行规定》。(4) 反不正当竞争法方面：《反不正当竞争法》在商业秘密保护上有较大突破，不仅规定了惩罚性赔偿，还专门增加一条规定了举证责任的倒置，更有利于商业秘密的权利人。

这些政策上的变化给知识产权律师的工作带来了深远影响。雷用剑律师表示：知识产权律师需要熟稔这些重大政



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Law introduces the inversion of the burden of proof, which is more favorable to the rights holders of trade secrets.

These policy changes have had a profound impact on the work of IP lawyers. Lei noted that IP lawyers need to have good knowledge of the background of these major policy changes, and the specific impact on practice, and should be able to, based on these changes, provide client-specific feasible legal advice to maximize the benefits of clients within the scope permitted by law.

Ji Jun, founding partner of Broad & Bright, says that IP lawyers should learn about the latest trends and changes of IP policies and keep abreast of the changes related to specific scenarios; and more importantly, IP lawyers should develop the capability of foreseeing the trend of possible changes in domestic policies based on their practicing experiences and understanding of domestic and international policies. It is the same as the handling of cases – the most important work is gathering sufficient information to formulate the optimal strategy. It is also the most important to keep abreast of policies changes when serving clients. Grasping policies can help provide clients with services of good value.

China is accelerating the construction of the intellectual property protection system, which is fully manifested in the legislative developments in 2019.

Guo Chunfei, a partner at Tiantai Law Firm, says that attaching unprecedented importance to the intellectual property protection, the government has made an important plan for implementing a strict intellectual property protection system and strengthening the intellectual property protection by administrative and judicial means. For example, from the legislation perspective, the newly revised Trademark Law has been adopted in 2019, while the regulators are pushing forward with the third revision of the Copyright Law and the fourth revision of the Patent Law at an expedited pace. The new laws actively introduce a system of punitive damages to increase penalties for IP infringements. In terms of the improvement of the judicial system, the intellectual property tribunal of the Supreme People's court was established

this year to better implement laws and regulations related to intellectual property protection and support judiciaries in dealing with various challenges in connection with intellectual property disputes. Furthermore, the Supreme People's Court and local courts select top ten influential intellectual property cases each year to showcase the innovation achievements of the courts in the judicial protection of intellectual property, which are of academic research value and reference significance for trial practice.

Ma Degang, a partner at Global Law Firm, agrees that China has done a lot in recent years to intensify the construction of the systems for intellectual property protection, thus an atmosphere of quick and strict protection of intellectual property has been formed, while an atmosphere of encouraging, promoting innovation and creation with the protection of intellectual property rights is gradually taking shape. With the rapid growth of patent and trademark applications, intellectual property has become a hot topic, and intellectual property protection services are in great demand.

Regarding how clients should protect their intellectual property rights, Ji Jun from Broad & Bright offers four suggestions: (1) Gathering and keeping evidence in the course of creating intellectual property, and making reasonable use of evidence preservation means such as time stamps and notarization; (2) Establishing and implementing rules and regulations on confidentiality system, and setting up a complete and operable confidentiality system; (3) Enhancing the awareness of intellectual property rights, and carrying out patent application, trademark registration, and copyright registration in a timely manner; and (4) Establishing intellectual property files, and appointing a specialized department or personnel to uniformly manage the company's intellectual property by such means as appropriately keeping the rights certification documents, copyright original carriers. And when finding possible infringement on your intellectual property rights, it is important to initiate procedures to protect your rights as early as possible, such as raising objections to or applying to invalidate registrations in question.

策变化的背景、对实操的具体影响，并能够对应客户的具体情况，将这些变化外化为在法律允许范围内最大化委托人权益的切实可行的法律建议。这就要求知识产权律师在具体操作层面，从案件实体和程序上投入更多的时间进行研究探索和实践。世泽律师事务所的姬军律师也指出：作为知识产权律师，在知识产权政策层出不穷的背景下，一方面是要及时地学习和跟进具体的政策变动，了解最新的趋势和变动；更为重要的是，通过长期的执业对国内外政策的了解，对国内政策可能变化的趋势能够作出一定程度的预测。如同做案子一样，最重要的是收集充分的信息、制定最优的策略；在服务客户时，掌握政策变更也是最重要的，掌握政策可以为我们执业把握住大方向。

2019年的立法动态充分反映了中国正在加快建设知识产权保护体系的步伐。天驰君泰律师事务所的上榜律师郭春飞表示：目前中国政府已将知识产权保护的重要性提高到前所未有的高度，做出了实行严格保护知识产权制度的重大决策部署，从行政、司法等多个方面着手，加大知识产权保护力度。例如：从立法角度，2019年通过了新修订的商标法，而对第三次著作权法修改和第四次专利法的修改也在加快推进，新法积极引入侵权惩罚性赔偿制度，真正把违法成本显著提上去。从司法制度完善方面，今年在最高人民法院设立了专业化的知识产权法庭，这将更好地帮助中国实施知识产权相关法律法规，以应对目前在知识产权司法领域所面临的各种挑战。知识产权法官的素质也在大幅度提升，每年从最高人民法院到各地方法院，都会选出十大最有影响的知识产权案件，集中展示了法院知识产权司法保护工作的创新成就，具有学术研究价值和审判实践借鉴意义。环球律师事务所的马德刚律师也认为国内知识产权保护体系建设的成就有目共睹，知识产权快保护、严保护的氛 围已经形成。以保护知识产权鼓励、促进创新、创造的氛围正在逐渐形成。专利、商标申请量快速增长，知识产权已经成为当下的热门话题和热门行业。在此背景下，关于客户应该如何保护自己的知识产权这一话题，姬军律师提出了四点建议：1. 重视知识产权形成过程中各项证据的留存及取证，合理利用时间戳、公证等证据保全形式；2. 重视保密制度等规章制度的建立和实施，建立完善、可操作的保密制度；3. 重视知识产权的权属形成意识，及时进行专利申请、商标注册、

KEEPING PACE WITH THE TIMES

When asked about how to continuously provide high-quality professional services to clients, the lawyers interviewed all referred to keeping learning and keeping pace with the times.

Lei from Wanhuida says that professional skills and keeping learning are fundamental. With the rapid development of the society and the legal sector, in particular in the field of intellectual property, lawyers are faced with new issues and new scenarios all the time; this requires us to keep learning and exploring to find the best solutions for our clients. It means that we need to step out of our comfort zone, bravely and moderately. Working as a team is another important factor. Good teamwork is a key to provide clients with tailored services, especially when helping clients to solve highly technical and complex issues. Furthermore, understanding your clients and their needs is crucial. In many cases, it is more important to understand our

clients than to learn about the cases and the related legal issues. The needs of clients can vary greatly; therefore we need to provide services that are tailored to each specific situation. For example, we need to learn about the current situation of the client and the general environment where the case takes place; for lawyers handling foreign-related cases, they should also have the right language skills and have a good understanding of the culture of the client's country. And participating in high-end social events in the intellectual property field is also recommended, which could help lawyers to expand their horizons and improve their social skills.

Wang Yong, a partner at Jincheng Tongda & Neal Law Firm, also emphasizes the importance of the continuation of learning. "It has higher requirements for intellectual property lawyers in terms of the updating of knowledge and the capability of adapting to environment. In this regard, at our firm, we

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与时俱进的专业服务

在回答如何不断为客户提供高品质专业服务这一问题时，受访律师们不约而同地提到了要不断学习、与时俱进。雷剑律师表示：首先要重视专业基本功、重视持续学习。社会在不断发展，法律在不断变化，尤其在知识产权领域，新问题、新案件层出不穷。律师对于业务领域内的所有相关法律问题都要进行持续的学习，这样才能为客户提供最佳的解决方案。不可松懈，不能吃老本，要适度且勇敢地走出舒适区。第二，重视团队力量，善用团队而非仅靠个人帮助客户解决问题。在越是专业的领域，个人的局限性体现得越明显。如何打造和合理组织团队的力量和智慧因地制宜地为客户解决难题，是知识产权律师应

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have regular training and learning plans for lawyers to update their knowledge and help them to adapt to a changing environment. By continuously learning and updating our legal knowledge, and grasping the trends of judicial adjudication, we aim to make good judgments for our clients. We'll always maintain a high degree of sensitivity to new types of intellectual property issues, and stay up-to-date with new things emerging in the intellectual property legal services, so as to provide clients with competitive legal services and gain trust and recognition of clients."

Guo from Tiantai believes the craftsman spirit is manifested in continuous learning and advancing with the times. She says that lawyers need the spirit of craftsman, learning with great concentration and being down-to-earth at work. With the continuous development of digital and information technology, the Internet is changing all aspects of our lives, and also has a huge impact on the intellectual property protection. Therefore, lawyers need to keep pace with the times, be familiar with relevant laws and regulations, and keep abreast of the development of the related industries.

Ji Jun echoes the ideas and observations have just been shared. He adds that lawyers need to see problems and find solutions from the perspective of clients. "Many of our clients are foreign companies, who, different from domestic companies, rely more on their lawyers. We help them fix problems, not just giving legal advice. Because of their dependence on us, it is more important to build trust. For instance, before a case is initiated, we would calculate all possible outcomes through analysis and report them to clients, so they would have general ideas about what are going to happen. This is a process of building trust," Ji said.

LOOK TO THE FUTURE

Regarding the future development of the intellectual property industry, Lei foresees that international collaborations and exchanges in the field of intellectual property will be further strengthened, and Chinese intellectual property

lawyers will be more and more involved in international cooperation and competition. The application of artificial intelligence in the field of intellectual property legal services will continue to deepen. In terms of the trademark sector in China, in the future, trademark applications will gradually change from quantity to quality. With the implementation of measures to combat malicious registration of trademarks and acts of "trademark hoarding", the surge in trademark applications is expected to be effectively controlled. At the same time, as foreign companies compete for the Chinese market and Chinese companies go global, it can be expected that foreign companies' intellectual property disputes in China (including disputes between foreign companies in China) will increase gradually, and Chinese companies will also be involved in more and more intellectual property cases on the global scale.

Wang from Jincheng Tongda & Neal believes that in the next 10 years, artificial intelligence (AI) will help improve the practice of intellectual property in terms of evaluating the value of intellectual property, using algorithms to assess patent examination, improving predictability and reducing the cost of intellectual property owners. The algorithm can also be "trained" to analyze and manage the intellectual property portfolio, making it more cost-effective and more accurate. However, as the systems become more complex and creative, the use of AI will inevitably bring about new problems. Courts and legislators must address the problem of the invention right of machine created intellectual property. The intellectual property management and the interaction between lawyers and their clients will also be affected by technology. AI software will become a standard tool for the management of intellectual property. Although it might not be able to replace the expertise that lawyers bring, with the rapid advancement of machine learning, and technologies which bring challenges that lawyers have to confront might eventually replace some of the legal professionals. Although many intellectual property lawyers are convinced

当具有的能力。第三，了解客户、了解客户的需求。律师行业作为服务行业，很多情况下了解客户比了解案件和法律问题更为重要。客户的需求的多样性超乎想象，律师不能用千篇一律的公式、模板和无感情的文字“公事公办”。了解客户所处的境况，了解个案所处的大环境，涉外律师也要做到更深入地了解客户国家的语言和文化。同时还要参加高质量的领域内社交活动。走出去才能引进来，在有限的时间内有选择性地参加高质量的社交活动，对律师的眼界、思路 and 社交能力帮助明显。来自金诚同达律师事务所的汪涌律师也强调了不断学习的重要性，他说道：“作为知识产权律师，对于知识的更新和环境的适应方面需要更高的要求。我们律师事务所、知识产权部、专业团队都有定期的培训和学习的规划，以此来适应不断更新的法律知识和变化社会环境。时刻保持学习的姿态，更新法律知识体系，掌握司法裁判的动向，为客户做出准确预判；对新型知识产权的问题始终保持高度的敏感性，做精做专，只有这样才能满足知识产权法律服务中出现的新事物、接受最苛刻的客户所认可，提供具有竞争力的法律服务。”在郭春飞律师眼中，这种不断学习、与时俱进的精神就是“匠人”精神的体现，她认为律师要踏实做工，秉持不断学习的态度，随着数字技术和信息技术的不断发展，互联网悄然改变着生活的方方面面，也对知识产权保护在多方面产生了巨大影响，因此律师需要与时俱进，熟悉相关法律规定，了解行业的发展。

除此以外，姬军律师还提出要从客户的角度出发去解决问题，站在客户的角度想问题。“我们的客户很多都是外国公司，他们对于律师的依赖相比国内公司要更多，所以我们更要帮助客户解决问题，而不是仅仅给出法律意见。同样地，因为客户更依赖律师，如何建立与客户之间的信任更为重要；例如案件启动前，都会把所有可能的结果都作出分析并告诉客户；这样案件进展中的任何发展都在预期内，客户对我们的信任就自然会累积。”他说到。

展望未来

关于知识产权行业的未来发展走向，雷剑律师预测知识产权领域的国际合作和交流将进一步加强，中国知识产权律师也将进一步融合到国际合作和竞争中。汪涌律师认为，在未来10年，人工智能 (AI) 将在评估知识产权的价值、借助算法评估专利审查的情况、提

that their positions are not threatened by artificial intelligence, but let's face this: technology is changing legal culture and what it means to be a lawyer. But at the same time, thanks to the wide application of new communication approaches and equipment, lawyers and their clients no longer have to travel long distances to have meetings in person, they now could interact with each other easily and more efficiently. Advances in law technology make it possible for lawyers to complete the necessary legal work remotely. The development of communication technology will make the in-person interviews gradually disappear in ten years, Wang added.

In this context, going global has become the career development direction of many outstanding intellectual property lawyers.

Lei says that he will further enhance his professional skills through systematic learning and practice in the next few years. He also plans to expand in

overseas markets while providing better services to his existing clients; and he would actively participate in international exchanges of various academic researches and best practices related to the protection of intellectual property, and make the voice of China's intellectual property industry heard.

Guo would use her good language skills to explore the foreign-related intellectual property legal service market in the future, helping Chinese companies to go out, and meanwhile helping foreign clients to enter the Chinese market.

"During the past two decades, as lawyers handling foreign-related cases, we mainly help foreign companies to protect their rights and interests in China, help them to do business. In the future, we will do more to support Chinese enterprises to go global, protecting the intellectual property of Chinese companies, and helping them better develop their business globally. It is definitely the trend," Ji says. ^{ALB}

高可预测性和削减知识产权所有者的成本等方面改善知识产权实践。算法也可以经过“培训”对知识产权组合分析和管理的，使其更具成本效益且更精准化。然而同时，随着系统变得更加复杂和富有创造性，人工智能的使用将不可避免地产生新的问题，法院和立法者必须解决机器创造的知识产权发明权问题。此外，技术还将影响着知识产权管理和律师与客户之间的互动：对前者来说，智能软件将成为一种标准工具。虽然它可能无法取代律师带来的专业知识，但机器学习正在迅速改进，挑战律师价值的技术最终可能取代一部分律师。虽然许多知识产权律师确信他们的职位不会受到人工智能的威胁，但机器学习最终可能取代他们。对后者而言，由于采用了大量新的通信方法和设备，律师和客户不再需要长途跋涉进行面谈。事实上，他们甚至可能永远不会见面，同时仍然可以从新的互动关系中受益。技术进步使客户能够选择律师，与他们互动，并远程完成必要的法律工作。10年后，通信技术的发展将使面谈会议渐渐消失。 ^{ALB}

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“Wu’s insight into intellectual property in the pharmaceutical field enables him to find flaws in his opponent’s extremely challenging arguments.”

— Dr. Xu Feng, Legal Director, Intellectual Property, China & Asia Area AstraZeneca

“吴律师对医药领域知识产权的洞见使吴律师常让对手极具挑战性的论点‘见洞’！”
—阿斯利康中国及亚洲区 法务部知识产权总监 徐锋博士

Christine Yiu, Bird & Bird
姚捷, 合伙人, 鸿鹄律师事务所

“Christine Yiu always gives us practical solution which is exactly what we want.”

— Alice Ye, Head of Legal, Asia, Rotork Limited

“姚捷律师为我们提供的解决方案总是切实可行, 也正是我们想要的。”

—Rotork有限公司亚洲区法务主管 Alice Ye

Ji Jun, Founding Partner, Broad & Bright
姬军, 创始合伙人, 世泽律师事务所

“Jun Ji, the founding partner of Broad & Bright Law Firm, could be seen as a brave and resolute warrior, as well as a strategist with rigorous logic and careful thinking. There is no doubt that lawyer Jun Ji is professional in the field of legal services, especially in the field of Intellectual Property, and he thoroughly implements the concept of ‘client first’.

Therefore, he has won the trust from many foreign and domestic enterprises. As far as I am concerned, lawyer Jun Ji deserves to be elected by ALB in this time’s appraisal.”

— Toshihiro Ueda, Chief Representative of AGC Group for China

“世泽律师事务所的创始合伙人姬军律师可谓是一位勇猛果敢的勇士, 同时又是一位逻辑严谨、思维缜密的战略家。姬军律师在法律服务领域特别是IP领域的专业性毋庸置疑, 而且他彻底贯彻‘客户至上’的理念, 因此赢得了众多中外企业的信赖。本人认为在ALB的此次评选中姬军律师当之无愧。”
—AGC集团中国总代表 上田敏裕

Spring Chang, Founding Partner,
Chang Tsi & Partners
苍雨春, 创始合伙人, 铸成律师事务所

“Spring Chang, the Founding Partner of Chang Tsi & Partners and her colleagues have become

legal advisers worthy of our trust. Due to the complexity of business in China, we not only need sound legal advice, but also a pragmatic management approach. Chang Tsi & Partners’ lawyers often provide us with very practical comprehensive insights and intellectual legal guidance, and in particular, they always provide creative solutions to complex cases.

They are diligent in seeking ways to deal with problems and are responsive to our requirements. They can actively communicate and solve all problems quickly. They always follow our needs and cooperation methods.”

— U.S. Twitter Corporate Legal Officer

“铸成律师事务所创始合伙人苍雨春律师以及她的同事们是充分值得我们信赖的法律顾问。由于在华商业的复杂性, 我们不仅需要健全的法律建议, 还需要务实的管理方法。铸成律师经常为我们提供非常实用的全面性见解和智慧性法律指导。尤其是他们总能对复杂的案件提出创造性的解决方案。另外, 他们勤于寻求解决问题的方法, 对我们的要求有求必应, 能够主动沟通, 快速解决一切问题。他们始终积极回应我们的需求并遵循我们合作方式。”
—美国推特公司

Wade (Weidong) Wang, Senior Partner,
Dentons

王卫东, 高级合伙人, 大成律师事务所

“Wang has been practicing in the field of intellectual property for many years, and has rich litigation practice experiences, enabling him to effectively assist clients to develop optimal legal solutions and safeguard the core intellectual property value of clients.”

— A client

“王律师在知识产权领域多年的执业经历和丰富的诉讼实务经验, 保证了总是能够协助客户制定最优的法律解决方案, 维护客户的核心知识产权价值。”
—一位客户

Ma Degang, Partner, Global Law Office
马德刚, 合伙人, 环球律师事务所

“Global Law Firm’s philosophy of serving customers with an international perspective, an international team, and quality in line with international standards is fully manifested in the intellectual property legal services provided to us by Ma.”

— Dr. Zhu Jilei, Deputy General Manager of Xi’an Sailong Metal Materials Co., Ltd.

“环球律师事务所所以国际化的视野、国际化的团队、国际化的质量服务客户的理念, 在马

德刚律师为本公司提供知识产权法律服务的过程中体现得淋漓尽致。”
—西安赛隆金属材料有限责任公司副总经理 朱纪磊博士

Wang Yong, Senior Partner,
Jincheng Tongda & Neal Law Firm
汪涌, 高级合伙人, 金诚同达律师事务所

“As our legal counsel and lawyer, Mr. Wang is not only able to provide professional and effective litigation strategy for lawsuit cases, but also able to offer timely and effective all-round legal support including risk assessment and compliance advice for legal issues, especially the new intellectual property issues, in our new business areas. Mr. Wang and his team have always been our reliable partner for their legal services of high standard.”

— Zhang Wei, General Counsel and Senior Vice President of Qihoo

“汪涌律师作为我司法律顾问和代理律师, 不仅对涉诉案件能提供专业、有效的诉讼策略, 并成功化解诉讼风险, 而且对于我司新业务拓展中遇到的前沿法律问题(尤其是知识产权领域), 均能提供及时、有效的风险评估和合规建议, 可为我司提供全方位的法律支持。汪涌律师及其团队凭其高水准的法律服务, 一直是我们可以信赖的合作伙伴。”

— 张伟, 奇虎公司法总、高级副总裁

Angell Xi, Partner, Jingtian & Gongcheng
奚敏洁, 合伙人, 竞天公诚

“As our perennial outside legal counsel, Xi has been working closely with Alfilo to assist Alfilo in establishing IP licensing business in China with a number of leading museums around the world. In this process, we have received great support from Xi, and also benefited a lot from Xi’s expertise and competence.”

— Yizan He, CEO & Founder of Alfilo Group

“作为我们常年法务, 奚律师与品源文华紧密合作, 协助品源文华与全球多家顶级博物馆在中国建立了IP授权业务。在这过程中, 我们得到了奚律师非常好的配合, 也受惠于奚律师的专业能力。”

—品源文华创始人及CEO 何一赞

Xu Chumeng (Jessica), Partner, JunHe LLP
徐初萌, 合伙人, 君合律师事务所

“As our legal counsel for several trademark matters, Jessica has been very professional, considerate, responsible and helpful. She helped us obtaining recognition of our trademarks as well-known trademark before



2019 ALB China Top 15 IP Lawyers - Spring Chang



苍雨春 / Spring Chang
合伙人, 北京 / Partner, Beijing
springchang@changtsi.com

苍雨春律师是铸成律师事务所创始合伙人，知识产权业务负责人。她自1992年起以执业律师的身份从事知识产权业务，在二十六年的执业生涯中，积累了十分丰富的经验，并培养了一支优秀的专业队伍，为众多500强公司提供法律服务。苍雨春律师的业务范围包括商标、专利、著作权、域名的注册、保护，知识产权的管理和转让以及与知识产权相关的正当竞争、消费者权益、公司法律事务、诉讼与争议解决、企业知识产权战略等与知识产权相关的各个领域，能为客户提供全方位、多层次、一站式的法律服务。

苍雨春律师是北京市律协评选出的北京市优秀律师，此外苍雨春律师连续多年被Chambers Asia Pacific评为“中国知识产权一等律师”，每年在知识产权领域能获此殊荣的仅两名律师；2019年苍雨春律师被World Trademark Review 1000评为“知识产权领域确权类金奖”，同时被Asialaw Profiles评选为知产领域“行业精英律师”。她出色的专业能力以及丰富的为跨国企业提供法律服务的工作经验，使众多跨国企业在中国的合法权益得到了有效维护，赢得了客户以及行业内的一致好评。

苍雨春律师认为，一位优秀的知产律师，应以法律为皈依，恪守客户利益至上、以实现客户合法权益最大化为目标的服务宗旨，并孜孜以求地践行自己的服务理念和执业准则。通过提供工匠型的专业法律服务，实现客户合法权益的最大化。

Spring Chang – founding partner of Chang Tsi & Partners – is a razor-sharp IP attorney who has advised and represented hundreds of major electronics, consumer, pharmaceutical, apparel and jewelry companies in the Chinese market, as well as Chinese companies overseas. With 26 years’ experience in IP matters, Ms. Chang continuously strive to provide one-stop, multi-directional and multi-levelled legal services, she specializes in all aspects of IP rights, including trademark, patent, copyright and domain name applications and protection, protection, management and transfer of intellectual property rights, and unfair competition. She has a wealth of experience and professional team providing legal services for many Fortune 500 companies.

Ms. Chang has been regularly ranked as the only trademark lawyer in the Band 1 tier of Chambers and Partners’ Chinese legal listings – the group praises her “great judgment” and “wealth of experience in serving well-known multinationals”. She has earned an international reputation for her creativity and efficiency during more than two decades of practice.

According to Spring, top IP lawyer should have always align to our clients first, comply with professional practice standards and take 100% of the responsibility for matters delegated to us, try to put ourselves in our client’s shoes to better understand what they need and to provide them with the most practical and feasible solutions.



Securing Your Rights in a Changing China

- ▶ 知识产权的确权及维权业务
- ▶ 知识产权商业化业务
- ▶ 争议解决及诉讼业务
- ▶ 反垄断及不正当竞争法业务
- ▶ 公司法业务
- ▶ 企业综合法律业务



铸成律师事务所
Beijing Shanghai Guangzhou Shenzhen HK USA

铸成律师事务所是知识产权保护领域的领军者，为来自各个领域的客户提供全方位的法律服务。铸成的客户包括中国国内领先企业和全球财富100强和500强企业。

- 以了解客户商业需求为首要目标
- 通过制定全方位的维权策略，实现客户合法利益最大化
- 专业、高效、复合型业务团队
- 与国际知名律所紧密合作

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CLIENT COMMENTS 客户评语

the China Trademark Review and Adjudication Board. I started working with Jessica more than 10 years ago. I highly trust Jessica and her team and appreciate their work."

— a President of the Greater China Region of a Fortune 500 company

"作为我们多项商标案件的法律顾问，Jessica始终表现的非常专业、敬业、高度负责。她帮助我们在商标评审委员会获得了驰名商标认定。我从十多年前开始就和Jessica合作，我高度信任Jessica和她的团队。"

—一位世界500强公司的大中华区总裁

Chen Wenping, Partner,
King & Wood Mallesons
陈文平, 合伙人, 金杜律师事务所

"Chen is knowledgeable, and has a keen mind and a strong legal background. Starting his career 25 years ago, Chen has been a hard worker and makes every effort to keep abreast of the new trends in IP development. He is honest and reliable, and maintains a low profile. He represented several IP cases with far-reaching influence in the industry. Chen is a good lawyer who has won our clients' trust."

— Tai Hong (Tina), Partner,
King & Wood Mallesons

"陈文平律师知识渊博，思维敏锐，法律功底深厚。从业二十五年以来，一直勤奋努力，从未停止对IP发展新动向的研究和探讨。为人低调谨慎，诚实可靠。代理过数起业界影响深远的案件。是深受广大客户信赖的好律师。"

—金杜律师事务所知识产权部合伙人 邵红

Yufeng (Ethan) Ma, Partner,
Orrick, Herrington & Sutcliffe
马宇峰, 合伙人, 奥睿律师事务所

"It's an honor working with Ethan Ma. He led several patent litigation cases for our company. To me, he is a mentor and also a friend. He is technically professional, humble and open-minded. His prudent and hands-on working attitude has impressed us a lot. Ethan always puts clients' interests first — he is committed to resolving disputes for us in the most cost-effective and timely way. Besides, he is patient with us when answering our technical questions. I, on behalf of my team, would like to express my heartfelt gratitude to Ethan for his support and advice in our cases throughout this period."

— Nancy Zhang, Chief IP Officer,
IP Department, Coolpad Group

"有幸能够与马宇峰律师在工作中相识，马律师主导处理我们公司几个专利诉讼案件，我

亦师亦友，他驾轻就熟的专业能力，虚怀若谷的个人气质，谨言慎行的做事态度，事必躬亲的做事方式给我和我的同事留下深刻的印象，在我们合作处理案件的过程中马律师时刻为客户利益考虑，能够高效低费率为我们解决诉讼难题，工作之余也能够有耐心的给我们解答专业问题，再此我代表我的团队对马律师这段时间以来对我们工作的支持和帮助表示衷心的感谢。"

—酷派集团首席知识产权官 张娜

Scott J. Palmer, Partner, Perkins Coie LLP
Scott J. Palmer, 合伙人, 博钦律师事务所

"Scott Palmer is known for his thoughtful work and responsiveness. I'm very pleased to have Scott as my legal counsel. He has worked in China for most of the past three decades and brings a deep understanding of the country's economy, culture and legal framework."

— A client

"Scott Palmer反应敏锐，工作认真细致。我很高兴由Scott担任我的法律顾问。在过去的三十年中，他大部分时间都在中国工作，对中国的经济、文化和法律框架都非常了解。"

—一位客户

Chunfei Guo (Cherry), Senior Partner,
Tiantai Law Firm
郭春飞, 高级合伙人, 天驰君泰律师事务所

"Over the years, Guo leads a team of professional and dedicated lawyers, adhering to the spirit of law and providing efficient and high-quality services for Warner/Chappell Music. We also deeply feel that this outstanding and excellent lawyer is proficient in international and domestic intellectual property law. With her professional, refined and profound practice level, she devotes herself to the field of intellectual property in China with full enthusiasm and focuses on the field of music copyright, vigorously defending and protecting the legitimate rights and interests of all rights holders."

—Lee Changqi (Monica), President,
Asia-Pacific for Warner/Chappell Music

"多年以来，郭律师带领着一支专业、敬业的律师团队，秉承法律精神为我们华纳音乐版权提供高效、优质的服务！我们也深深的感受到这位杰出、优秀的律师精通国际、国内等知识产权法，并以其专、精、深之高超的执业水准，满怀热情，全心投入在中国的知识产权领域，着力于音乐版权领域，强有力的捍卫、保障各权利人的合法权益！"

—华纳音乐版权公司亚太区总裁李昌琪

Lei Yongjian, Partner,
Wanhuida Intellectual Property
雷用剑, 合伙人, 万慧达知识产权

"Dear Lawyer Lei, thank you so much for the Wonderful news!!! Once again, I wish to send a huge note of THANKS from AKRIS to You and all the team of Wan Hui Da for your greatest expertise, endeavors and efforts!!! Together with the other good news received in the past two years, this moment is like our harvest season after our continuous efforts and hardworking days and nights in the past four years and a half. From the bottom of my heart, I want to thank You, Mr. Lei, and Mr. Bai Gang for your greatest trust and support to AKRIS."

— Liu Shan, General Manager,
Akris (China) Co. Ltd

"尊敬的雷律师，非常感谢您带来的好消息！我谨代表Akris再次向您和万慧达团队全体成员致以诚挚的谢意，感谢贵所律师在本案中所展现的专业能力以及不懈努力！回顾贵所过去两年中为Akris赢得的其他有利判决与裁定，这一刻更像是对我们过去四年半的辛勤耕耘和日以继夜付出的丰厚回报。我衷心感谢您和白刚先生对Akris的信任和支持。"

—Akris中国总经理，刘杉

Wang Yonghong, Equity Partner,
Zhong Lun Law Firm
王永红, 权益合伙人, 中伦律师事务所

"Wang Yonghong is an excellent IP lawyer with extensive experience across all aspects of intellectual property. He has solid skills and strong case handling capabilities, and is very good at handling major and complex IP litigation cases. Wang is thoughtful and diligent at work, and has a keen mind. With strong logical and analytic skills, and precise and unique judgment, he formulated and executed the enforcement strategy in line with our company's business strategy, effectively safeguarded our rights with exceptional quality legal services. Wang is the lawyer we can count on."

— A Global 500 client

"王永红是一位资深、优秀的知识产权律师，在知识产权领域有着丰富的实务经验，同时具有非常扎实、专业的办案能力，非常擅长处理重大、复杂的知识产权诉讼案件。在办理案件过程中，王律师思维缜密、头脑灵活、尽职尽责、勤勉敬业，并以严谨的逻辑分析、精辟独特的判断，为我司制定出符合公司业务战略和业务特色的维权策略并付诸实践，有效的维护了我司的合法权益，为我司提供了高水平、高质量的法律服务，深得我司认可和信赖。"

—一位世界500强客户

胸怀工匠精神 笃行知产之路

— 专访ALB CHINA 2019十五佳知识产权律师郭春飞

Earnestly Practicing in Intellectual Property with Spirit of the Craftsman in Mind

- Interview with Guo Chunfei, Senior Partner, Tiantai Law Firm

工匠精神保证专业品质

从1993年进入国际唱片业协会工作，到2000年英国学成归来选择做一名执业律师，再到如今成为知识产权领域的资深律师和教育工作者，郭春飞律师始终奋战在知识产权保护的第一线。拥有多年实务经验的她认为，知识产权律师应坚持专业化道路，一旦选定了喜欢的领域就应该全身心投入，不轻言放弃。中国的知识产权制度建立至今不足30年，保护水平同发达国家相比还存在一定差距，一路走来，曾有很多知识产权从业律师因受行业影响而纷纷放弃，但郭律师却执着于此，成为国内较早从事知识产权的律师，更成为“匠人精神”的践行者。“我认为律师要秉持工匠精神，潜心学习，脚踏实地。”郭律师说到，学无止境，要坚持不断学习的态度，随着数字技术和信息技术的快速发展，互联网悄然改变着人们生活的方方面面，也在多个方面对知识产权保护产生了巨大影响。因此律师要与时俱进，熟悉相关法律规定，关注行业的发展动态。郭律师希望用专业服务为客户呈现最佳的解决方案，令当事人感受到律师的服务价值，让法官体会到专业律师存在的意义。

郭律师还与我们分享了有关知识产权保护制度现状的深刻见解：目前中国已经建立了一个符合国际通行规则、门类较为齐全的知识产权制度，加入了几乎所有主要的知识产权国际公约，成为一个名副其实的知识产权大国。中国政府已将知识产权保护的重要性提高到前所未有的高度，作出了实行严格保护知识产权制度的重大决策部署，从行政、司法等多个方面着手，加大知识产权保护力度。

对新人律师的谆谆教诲

郭律师不仅在实务方面硕果累累，她还被中国政法大学民商经济法学院特聘为知识产权法专业兼职导师。课堂上，她循循善诱，睿智而不失幽默，以生动有趣的方式将自己的专业知识和多年的实务经验传授给学弟学妹们，并耐心地为同学们答疑解惑，为他们的职业规划提出宝贵的建议。她认为新人律师要培养自己的专业素养，必须做到三点：1. 成功没有捷径，业精于勤，做律师应追求专注、执着、细致、耐心、坚守、创新、精益求精等品质。2. 律师应坚持专业化方向，一方面学习法律知识，另一方面还要认真研究个案，从个案中体会法律规定深层次的内涵。3. 做好一名律师，还要对行业、对技术发展有所了解。

进军涉外知识产权法律服务市场

2017年郭律师受MIDEM法国戛纳国际音乐博览会组委会的邀请参加了“走进中国”论坛，此行让她深刻地感受到中国音乐市场对外国人还是陌生之地。由于缺乏沟通管道，虽然被强烈地吸引着，但他们对中国的知识产权保护却知之甚少。这次论坛让郭律师萌生了开拓涉外市场的想法，未来，她计划重点开发涉外知识产权法律服务市场，发挥英语专长，帮助中国客户走出国门，也帮助外国客户走进中国市场。

作者



郭春飞
天驰君泰律师事务所高级合伙人
Guo Chunfei
Senior Partner, Tiantai Law Firm
Contact info: guochunfei@tiantailaw.com

The spirit of the craftsman

Guo Chunfei has very rich experience in the practice area of intellectual property. Having started her career at the International Federation of Phonographic Industry in 1993, she commenced her law practice in 2000, and now a senior IP lawyer and an educator. She believes that IP lawyers should choose their practice area and persistently focus on it. The IP system in China has a young history of less than 30 years, and there is still much space for further development. Many IP lawyers have changed their direction, whereas Guo has always strived in this area, becoming one of the earliest IP lawyers in China and a practitioner of the what she calls the “spirit of the craftsman.” “As lawyers, we need the spirit of the craftsman, learning with great concentration and being down-to-earth at work,” Guo says. Her goal is to provide clients with specialized services and best solutions to better demonstrate the value of legal services.

Guo also shared some insights on the current IP protection system in China. China has established an IPR system in line with the international rules and joined almost all major international IP conventions. Furthermore, the government has attached unprecedented importance to IPR protection, and strengthened that protection by administrative and judicial means.

Training young lawyers

Guo is not only an outstanding IP lawyer, but she also works as

a part-time tutor in IP Law at the Law School of Civil and Economic Law at the China University of Politics and Law. She imparts her knowledge and hands-on experience to her students, and also gives them valuable suggestions for their career planning. She shares with the becoming legal talents that there is no shortcut to becoming a good lawyer – one needs to be specialized, devoted, persistent, innovative, and always striving for excellence. In addition to legal knowledge, lawyers should also have knowledge of industries and technical developments, she adds.

Pushing into foreign-related IP legal services market

Guo attended the Roadmap to China panel as an invited panelist at MIDEM2017 in Cannes, France. She learnt from the trip that foreigners knew little about China’s music market, although they were greatly attracted to it. Then she started preparing to push into the foreign-related market. In the future, she plans to focus in this area to help Chinese clients go global and foreign clients enter China’s market.

ALB HOSTS ITS 15TH ANNUAL BEIJING IN-HOUSE LEGAL SUMMIT

2019 ALB北京企业法律顾问峰会圆满落幕

■ The ALB Beijing In-house Legal Summit 2019 was successfully held at Four Seasons in the Chinese capital on Nov. 21. The 15th edition of the annual summit attracted more than 200 general counsel, in-house counsel, senior lawyers, business elites, senior executives and industry experts from different industries.

As in other years, the summit ran in two parallel streams. Stream A kicked off at 9AM, with welcoming remarks delivered by the stream's chairperson Carla Wang, General Counsel and Head of Legal & Compliance Department, Greater China, Cushman & Wakefield. After that, the audience heard from two partners of JunHe: David Tang and Elvis Zhou. Tang brought a presentation entitled "'U.S. long-arm jurisdiction': Economic sanctions and export control". Zhou then delivered a presentation entitled "How to establish a 'multi-dimensional compliance system' in Chinese outbound infrastructure sector?"

Stream B also kicked off at 9AM, with welcoming remarks delivered by Ma Yihan, General Counsel and Vice President, Perfect World Investment & Holding Co., Ltd. Two partners from East

& Concord Partners, Ji Chaoyi and Zhang Lei, then delivered presentations. Ji's presentation was titled "Choices and challenges of Chinese enterprises under multiple international dispute resolution mechanisms". Ji was followed by Zhang, who spoke about the investor-state dispute settlement mechanism.

Following a short refreshment break, the audience in Stream A heard a presentation from Kara M. Bombach, shareholder, Greenberg Traurig. The topic of her presentation was "CFIUS update: The impact of the Foreign Investment Risk Review Modernization Act of 2018 and practical guidance on navigating the CFIUS process."

As for Stream B, the summit resumed with presentations delivered by two lawyers from V&T Law Firm, Mao Lin and Yuan Yichao. Mao spoke about how to use the stock ownership incentive to help enterprises develop and increase motivation of talent. Yuan shared with the audience how the fund could help enterprises innovate and develop in the new era.

Following the networking luncheon,

■ 2019年11月21日，2019 ALB北京企业法律顾问峰会在北京四季酒店成功举办。超过两百位来自不同行业的企业总法律顾问、公司法务、资深律师、商界精英、高级管理人员与业界专家齐聚一堂，针对中国企业如何在当前复杂的国际环境下把握机遇、防范风险、建立完善的合规体系等一系列法律话题和商业热点进行了热烈讨论。

此次ALB北京企业法律顾问峰会依旧分为A、B两个会场进行。早上9:00，峰会正式开始，戴德梁行大中华区法律总监王熹梅女士作为A会场主席致开幕辞。

A会场首先邀请到君合律师事务所的两位合伙人：汤伟洋律师和周显峰博士，为大家分别带来题为《美国的“长臂管辖”：经济制裁与出口管制》和《以第三方代理为切入点创建中国海外基建“多维合规体系”》的主题演讲。

担任此次B会场大会主席的是完美世界控股集团有限公司总法律顾问、副总裁马弋玲，精彩致辞后，B会场也进入了当天的演讲议程。

首先开启B会场演讲的是两位来自天达共和律师事务所的合伙人纪超一律师和张雷律师。纪律师带来了名为《多元国际争议解决机制下中国企业的选择与挑战》的主题演讲。张雷律师随后带来了名为《投资仲裁纠纷解决机制介绍》的主题演讲，他讲解了实务中经常遇到的投资仲裁纠纷案件类型。

短暂茶歇后，在A会场，美国GT国际律师事务所合伙人Kara M. Bombach女士为大家带来了关于美国外国投资委员会（CFIUS）政策更新以及如何应对CFIUS审查的建议的主题演讲，详细解释了CFIUS的一般流程以及《外资风险审查法案之最新版》（FIRRMA）的重要变化。

B会场则在茶歇会迎来了两位来自万商天勤律师事务所的合伙人茅麟律师和袁毅超律师。茅律师首先就企业如何通过股权激励制度帮助企业发展、为人才赋能进行了分享。袁律师随后从另外的角度介绍了新时期背景下基金如何赋能企业创新与发展。

丰盛的交流午餐结束后，在A会场，隆安律师事务所为大家带来了有关破产重整的主题演讲与话题讨论。隆安律师事务所主任王丹律师带



From left: Wang Dan, Director, Long An Law Firm; Zhang Jianjian, Executive member of Beijing Bankruptcy Law Society; Su Jieche, Associate Professor, China University of Political Science and Law; Wu Jie, Senior Partner, Long An Law Firm
左起：王丹，主任，隆安律师事务所；张坚键，北京市破产法学会常务理事；苏洁澈，民商经济法学院金融法所副教授，中国政法大学；吴杰，高级合伙人，隆安律师事务所



Carla Wang, General Counsel and Head of Legal & Compliance Department, Greater China, Cushman & Wakefield
王熹梅, 大中华区法律总监, 戴德梁行



David Tang Weiyang, Partner, JunHe LLP
汤伟洋, 合伙人, 君合律师事务所



Elvis Zhou Xianfeng, Partner, JunHe LLP
周显峰, 合伙人, 君合律师事务所



Ma Yihan, General Counsel and Vice President, Perfect World Investment & Holding Co., Ltd
马弋玲, 总法律顾问, 副总裁, 完美世界控股集团有限公司



Ji Chaoyi, Partner, East & Concord Partners
纪超一, 合伙人, 天达共和律师事务所



Zhang Lei, Partner, East & Concord Partners
张雷, 合伙人, 天达共和律师事务所



Kara M. Bombach, Shareholder, Greenberg Traurig, LLP
Kara M. Bombach, 合伙人, 美国GT国际律师事务所



Mao Lin, Partner, V&T Law Firm
茅麟, 合伙人, 万商天勤律师事务所



Yuan Yichao, Partner, V&T Law Firm
袁毅超, 合伙人, 万商天勤律师事务所



Wang Dan, Director, Long An Law Firm
王丹, 主任, 隆安律师事务所

the audience in Stream A heard from two lawyers from Long An Law Firm who presentations and moderated a panel discussion on the theme of insolvency and restructuring. Wang Dan, director of Long An, delivered a presentation on how pre-reorganization procedure helps enterprises get out of the temporary difficulties. Wu Jie, a senior partner at Long An, delivered a presentation entitled "Selection and Appointment of Reorganization Investors".

After the presentations, Wang Dan moderated a panel discussion on the topic of the bankruptcy reorganization of listed enterprises from the perspective of controlling shareholders. The panelists were Wu Jie, senior partner, Long An Law Firm; Zhang Jianjian, executive member of Beijing Bankruptcy Law Society, who once worked for the Wenzhou Court; and Su Jieche, associate professor, China University of Political Science and Law.

Meanwhile in Stream B, too, the networking luncheon was followed by three experts from Guantao Law Firm sharing their observations on the comprehensive risk management of enterprises from different aspects. Wu Hua, a senior partner at Guantao, shared her ideas from the perspective of government supervision. Shen Peng, a partner at Guantao, then spoke about risks brought to enterprises by inappropriate dispute resolution clauses, and possible solutions. And finally, Guan Yue, a partner at Guantao, shared with the audience issues related to corporate antitrust compliance and risk control.

After the afternoon refreshment break, two lawyers from Indonesian law firm Ivan Almailda Baely & Firmansyah (IABF) delivered a presentation in Stream A entitled "Foreign Investment,

来了关于预重整程序助力企业摆脱暂时困境的演讲, 高级合伙人吴杰律师发表了题为《论重整投资人的选任》的演讲, 从重整投资人选任的理念到程序、标准、遴选规则以及更换等各方面进行了详细介绍。

两段精彩的演讲后, 隆安律师事务所主任王丹律师、高级合伙人吴杰律师、北京市破产法学会常务理事张坚键先生和中国政法大学民商经济法学院金融法所副教授苏洁澈先生展开了关于从控股股东角度看被投资企业的破产重整的话题讨论。三位嘉宾站在控股股东的角度, 结合实务经验与理论知识, 讨论了被投资企业破产重整各环节可能出现的情况和难题, 包括股东知情权的问题、重整计划草案表决的问题以及法院裁决的依据标准, 并分享了可采取的应对措施。

B会场的精彩议程也在午餐后继续。来自观韬中茂律师事务所的三位专家首先从不同层面讲解分享了企业全面风险管理问题。高级合伙人吴华律师从政府监管角度切入, 她认为监管关涉着企业的生死存亡, 随后介绍了近期政府监管方面的新趋势, 并为企业提出了三条应对措施; 合伙人沈鹏律师则分享了不适当的争议解决条款可能给企业带来的风险及应对方法。合伙人关悦律师随后从反垄断合规角度介绍了企业的风险控制。

下午的茶歇后, 在A会场, 来自印度尼西亚的IVAN ALMAIDA BAELY & FIRMANSYAH (IAB&F) 的管理合伙人Ivan Baely先生和合伙人Erwin Purba先生为大家带来了关于印度尼西亚外商投资、并购、合营指南的主题演讲, 详细介绍了印度尼西亚投资环境的现状, 阐述了关于并购和合资协议的注意事项。

茶歇后, B会场也进入了植德律师事务所的演讲及讨论环节。合伙人张文良律师首先进行了名为《投资并购之防雷和在雷声中把握机会》的主题演讲。

Acquisitions and Joint Ventures in Indonesia.”

In Stream B, lawyers from Merits & Tree Law Offices gave presentations and moderated a panel discussion. First, Zhang Wenliang, a partner of the firm, delivered a presentation entitled “Risk Management and Business Opportunities in Investment.” Then, Zhong Yueping, a partner at Merits & Tree Law Offices, moderated a panel discussion on the topic “Key Points in Investment Disputes from The Perspective of Investors.” The panelists were Karl Gao, senior vice-president of Sanpower Group; Lin Ying, general legal counsel of Sinovation Ventures; Annie Wu, arbitrator at Beijing International Arbitration Commission; and Jiang Sheng, partner at Merits & Tree Law Offices.

In the last session of Stream A, Webber Zheng, a partner at Anli Partners, delivered a speech entitled “Cross Case 3.0, Criminal Legal Services in the View of Criminal Compliance.”

With that the 15th ALB Beijing In-house Legal Summit wrapped up successfully and was extremely well-received and praised by all participants. ALB, as the organizer of the summit, wants to extend our gratitude to everyone who participated in and made the event a success, and looks forward to seeing you again our future events..



From left: Karen Zhong, Partner, Merits & Tree Law Offices; Karl Gao, Senior Vice President, Sanpower Group; Lin Ying, General Legal Counsel, Sinovation Ventures; Annie Wu, Arbitrator, Beijing International Arbitration Commission; Jiang Sheng, Partner, Merits & Tree Law Offices
左起：钟月萍，合伙人，植德律师事务所；高岗，高级副总裁，三胞集团；林莺，运营合伙人兼首席法务官，创新工场；鄂国华，仲裁员，北京仲裁委员会；姜胜，合伙人，植德律师事务所

随后，在合伙人钟月萍的主持下，四位来自商业、律所及仲裁领域的专家针对“从投资方角度看投资纠纷中的难点问题”进行了讨论。本场讨论的嘉宾分别为：三胞集团高级副总裁高岗，创新工场运营合伙人兼首席法务官林莺，北京仲裁委员会仲裁员鄂国华，以及植德律师事务所合伙人姜胜。几位嘉宾首先讨论了对赌产生了股权纠纷中涉及的难点。几位专家在接下来的讨论中指出，对赌条款的执行其实不仅仅是法律问题，也涉及商

业智慧的应用。

在A会场的最后环节中，安理律师事务所合伙人郑传错律师发表了题为《刑民交叉3.0，刑事合规视野下的刑事法律服务》的演讲，介绍了如何界定刑民交叉和刑民交叉的升级过程。

本次ALB北京企业法律顾问峰会在热烈的氛围中圆满落幕，并受到了与会嘉宾们的广泛好评。真诚感谢各位嘉宾莅临，期待在下一次的ALB活动中与各位再次相见。



Wu Jie, Senior Partner, Long An Law Firm
吴杰，高级合伙人，隆安律师事务所



Wu Hua, Senior Partner, Guantao Law Firm
吴华，高级合伙人，观韬中茂律师事务所



Shen Peng, Partner, Guantao Law Firm
沈鹏，合伙人，观韬中茂律师事务所



Guan Yue, Partner, Guantao Law Firm
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Ivan Baely, Managing Partner, IVAN ALMAIDA BAELY & FIRMANSYAH



Erwin Purba, Partner, IVAN ALMAIDA BAELY & FIRMANSYAH



Zhang Wenliang, Partner, Merits & Tree Law Offices
张文良，合伙人，植德律师事务所



Webber Zheng, Partner, Anli Partners
郑传错，合伙人，安理律师事务所

Workshop Sponsors

Anli Partners

Anli Partners, founded in 2001, is one of the leading full-service Chinese law firms in the People's Republic of China. Anli Partners has over 70 partners and over 300 professionals working in 6 offices in Beijing, Shenzhen, Tianjing, Nanjing, Zhengzhou, Huhehaote. All our lawyers are graduates of top universities and have extensive experience in complex cross-border transactions as counsel to both Chinese and foreign clients.

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JunHe LLP

JunHe, founded in Beijing in 1989, was one of the first private partnership law firms in China. Since its establishment, JunHe has grown to be one of the largest and most recognized Chinese law firms. The firm has 13 offices around the world and a team comprised of more than 800 professionals, including over 240 partners and legal counsel, as well as over 560 associates and legal translators.

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East & Concord Partners

East & Concord Partners is one of the largest national full-service law firms covering over 20 practice areas. It was formed in 2014 as a result of a merger between East Associates Law Firm and Concord & Partners, two of the oldest partnership law firms in China, established in 1993 and 1995 respectively. The firm is headquartered in Beijing, with branch offices in Shanghai, Shenzhen, Wuhan, Hangzhou and Chengdu. East & Concord Partners currently has over 400 legal professionals, most having qualifications and hands-on experiences from law schools and firms throughout the world. Moreover, all of our senior partners have over 30 years of experience in the legal field. Our working languages include Chinese, English and Japanese.

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Greenberg Traurig, LLP

Greenberg Traurig is an international law firm, multi-practice law firm with approximately 2000 attorneys serving clients from 38 offices in the United States, Latin America, Europe, Asia and the Middle East. Greenberg Traurig provides integrated, business-focused legal services for clients worldwide and we help clients bridge markets and cultures by providing innovative strategic advice and efficient legal services. Greenberg Traurig's China Practice regularly advises international clients entering the Chinese market, as well as those with established business interests in the region. In addition, we represent Chinese companies in their transactions and other business dealings in the United States and abroad.

Website: www.gtllaw.com



Guantao Law Firm

Guantao Law Firm, founded in February 1994 and based in Beijing, is one of the pioneer law firms in China. Over more than two decades of hard work and dedication, Guantao has become a leading PRC law firm with a team of over 200 partners and 700 lawyers working across 21 offices in main cities at home and abroad.

Guantao has established strategic alliance with the UK-based international law firm Ashurst LLP. In February 2018, Guantao and Ashurst established a Joint Operation Office (JOO) in China (Shanghai) Pilot Free Trade Zone. Through the strong relationship with Ashurst, Guantao aims to continue delivering service excellence and sharing resources and information for the benefit of its domestic and international clients.

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Ivan Almaida Baely & Firmansyah ("IAB&F")

Ivan Almaida Baely & Firmansyah Law Firm ("IABF") is a leading firm in Indonesia, with a great spirit of teamwork and collegiality. IABF has started to actively providing legal services to the business communities in Indonesia since 2003. IABF's clients range from individuals and start-up enterprises to leading business companies in Indonesia, including large national and multinational companies.

http://www.iab-net.com/



Long An Law Firm

Established in 1992, Long An Law Firm is one of the earliest private law partnerships in China. With over 200 partners and nearly 1200 attorneys in twenty-five offices across mainland China and Hong Kong, Long An advises and represents clients ranging from Fortune 500 companies to new economy start ups. As a full service firm, Long An lawyers advise financial institutions, connect technology and capital, resolve disputes, protect intellectual properties and contribute to legal scholarship and public interests. Long An has been consistently ranked an outstanding law firm by many well-known international legal rating agencies, including 11 of the Asia Top 50 Largest Law Firms, China Top 30 Largest Law Firms, (by "Asian Legal Business"), as well as China Elite Top 30 (by "The Lawyer").

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Merits & Tree Law Offices

Merits and Tree Law Offices is a law firm that is characterized as "honorable, professional, cooperative, enterprising and friendly", a law firm that reacts to the evolving and innovating market's demand, and provides "professional, full-range and one-stop" legal solutions to meet the increasingly complex and creative business requirements of enterprises and entrepreneurs. Merits & Tree implements an "integrated" management and operation system. It enables us to gather the most professional strength of the firm to provide legal services at each of "investment (issue-end)", "transaction (asset-end)" and "exit (dispute-end)" stages along the industry chain to our domestic and foreign clients in corporates, finance and capital markets. We now have twelve practice areas, including banking and finance, investment fund, private equity/venture capital/mergers and acquisitions, securities capital market, cross-border transactions, family law and fortune management, intellectual property, dispute resolution, real estate and infrastructure, anti-trust and competition, tax, regulatory and compliance.

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V&T Law Firm

V&T is a comprehensive law firm committed to providing a full range of legal services for clients. V&T brings together leading lawyers, specializing in corporate & capital markets, banking & finance, private equity funds, mergers & acquisitions, intellectual property, international practice, real estate, construction & infrastructure, dispute resolution, criminal risk prevention & defense, and governmental legal affairs. Our lawyers graduated from top-ranked domestic and international universities, with strong professional backgrounds in law and securities, finance, insurance, construction, real estate management, environmental protection, business administration, intellectual property, etc. Our partners have been appointed as legislative consultants of the Standing Committees of the NPC, legal counsels for a number of government departments and bureaus, arbitrators and legal counsels for various other legal organizations.



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ALB GREATER BAY AREA LEGAL FORUM 2019 HELD

2019年ALB粤港澳大湾区法律论坛圆满落幕

■ The ALB Greater Bay Area Legal Forum 2019 was successfully held at the Conrad Guangzhou on Nov. 26. More than 100 general counsel, in-house counsel, senior lawyers, business elites, senior executives and industry experts from different industries and sectors gathered together at the forum, sharing insights and observations on how Chinese enterprises could seize opportunities, prevent risks and establish sound compliance systems in the Greater Bay Area (GBA).

The forum officially started at 9AM, with welcoming remarks from forum chairman Ke Lei, general counsel of Guangzhou Huya Information Technology.

Eric Lui, a partner at Ince, then gave the forum's first keynote presentation entitled "Legal practices for IPO in Hong Kong." Lui then moderated the first panel discussion of the forum. The panelists include Alfred Guo of Shanxi Securities International, Mars Liu of Guotai Junan Capital, Arthur Kan Zixin of Advent Corporate Finance, Andrew Shek of HLB Hodgson Impey Cheng, and Vincent Cheung of Vincorn Consulting and Appraisal. They discussed the important processes in IPOs.

ALB interviewed Paul Ho, Ince's head of Greater China, Beijing, Shanghai and Hong Kong, during the morning refreshment break. Ho said that Ince was planning for a vigorous expansion in the GBA, and would leverage its business advantages in the fields of shipping, international trade, dispute resolution and international arbitration, foreign investment, energy and infrastructure, asset financing, and insurance and reinsurance, to further explore in diversified business areas, including capital markets (IPOs in Hong Kong), construction, corporate finance, commercial litigation and company secretarial services. Meanwhile, the firm would deepen its cooperation with mainland law firms and enterprises in order to provide professional and diversified legal services

for more Chinese enterprises in the GBA.

After the refreshment break, the audience heard a presentation delivered by Stevenson, Wong & Co. partners Catherine Por, Hank Lo and Heidi Chui. The presentation was entitled "New legal integration in the GBA: Legal practical issues in commercial and family affairs", after which Lo shared his observations on how mainland enterprises could enter global financial markets. Finally, Chui spoke on law and regulations related to fintech.

After the luncheon, Alex Huang, senior partner at AllBright Law Offices, delivered a presentation entitled "Legal practices for dispute resolution in cross-border M&A Transactions in GBA. Based on case studies, Huang illustrated the GBA cross-border dispute resolution mechanism. Huang was followed by Gui Yan, the patent director of Tencent, who gave a speech about artificial intelligence and intellectual property protection. Then Chen Yang, general counsel of WeRide, delivered a presentation entitled "Risks and resolutions of new-business types of high-tech enterprise: From the perspective of automated driving."

The final event of the forum was a panel discussion moderated by Kristen Liu of ALB China, Thomson Reuters, on enterprise compliance management in GBA. The panelists - Han Junping of China Merchants Capital Management, Qi Shouming of YY Inc. and Shang Dongning, of Agile Group Holding - gave the audience an overview of the current construction of enterprise compliance system in the GBA in terms of capital market, the Internet industry and real estate sector. The forum was a great success and highly praised by all participants. ALB, as the organizer of the forum, wants to extend our gratitude to everyone who participated in and made the event a success, and looks forward to seeing you again in the future ALB events. 

■ 2019年11月26日，2019年ALB粤港澳大湾区法律论坛在广州康莱德酒店成功举办。一百多位来自不同行业的企业总法律顾问、公司法务、资深律师、商界精英、高级管理人员与业界专家齐聚一堂，针对中国企业如何把握机遇、防范风险、建立完善的合规体系等话题进行了热烈讨论。

早上9:00，广州虎牙信息科技有限公司法务负责人柯磊作为大会主席致开幕辞，论坛正式开始。本届论坛有幸邀请到英士律师事务所合伙人吕志豪为大家带来有关企业赴港上市法律实务的演讲。随后，在吕律师的主持下，国泰君安融资有限公司董事总经理兼企业融资部副总经理罗广信及董事刘玉麒、山证国际高级副总裁及研究部副主管郭彰和董事总经理及零售业务部主管王智雄、宏智融资有限公司董事总经理简子欣和伍柏康、国卫会计师事务所有限公司副董事总经理韩冠辉和董事石磊以及泓亮咨询及评估有限公司董事总经理张翘楚共同围绕该话题，从多种角色以及上市过程中重要环节的角度进行了讨论。

茶歇间隙，英士律师事务所大中华区负责人及上海代表处首席代表何保罗 (Paul Ho) 律师在采访中表示英士将积极拓展在粤港澳大湾区的业务，在航运、国际贸易、争议解决及国际仲裁、对外投资、能源及基建、资产融资、以及保险和再保险等领域发挥多年来的业务优势，并进一步深化多元化的业务领域，包括资本市场（赴港上市）、建筑、公司融资、商业诉讼及公司秘书服务等。除此之外，英士在全球其他地区还有更广泛的业务，例如移民、知识产权、税务咨询、房地产、博彩、科技、媒体与电信、私人财富管理。英士同时也要加深与大陆律所和企业的合作，致力于在大湾区为更多的中国企业提供专业化、多元化的法律服务。

茶歇后，史蒂文生黄律师事务所分享了粤港澳大湾区法律新融合：商事及家事法律实务要点。在王艺儒律师主持下，合伙人傅景元律师介绍了在大湾区跨境家庭财富分配中可能出现的问题给出了财富规划的建议。合伙人劳恒昇律师随后带来了题为《「一国两制」协助内地企业走进全球金融市场》的主题演讲，突出了粤港澳大湾区的政策优势。最后，合伙人徐凯怡律师为大家带来了主题为金融科技新下的法律监管建立智能银行新时代的演讲，对银行业未来发展做出展望。


在后续采访中史蒂文生黄律师事务所表示：香港作为亚太区的主要国际金融中心，在粤港澳大湾区中拥有巨大的发展潜力。史蒂文生黄未来将会与锦天城律师事务所维持紧密的合作伙伴关系，致力拓展大湾区的业务，为客户提供高效的法律服务解决各项个人或商业的法律疑难。

午餐后，锦天城律师事务所高级合伙人黄海律师发表了有关粤港澳大湾区跨境并购交易争议解决实务解析的演讲，结合案例为大家解读了大湾区跨境并购争议解决机制。

随后，来自腾讯公司的专利总监桂燕女士分享了有关人工智能与知识产权保护演讲内容，详细介绍了腾讯人工智能的四大基础研究方向以及研究成果及其应用状况，还探讨了人工智能与知识产权保护及相关问题。

广州文远知行科技有限公司的总法律顾问陈阳先生随后带来了题为《新业务类型高科技企业风险与解决——以自动驾驶行业为视角》的演讲，通过生动的视频展示了自动驾驶的使用场景，并从网络安全制度和数据安全制度两方面给出了有关合规制度建设的建议。

下午的茶歇后，论坛迎来了话题讨论环节。在汤森路透ALB China编辑刘诗宇的主持下，招商局资本管理有限责任公司法律合规部总经理韩军平博士、欢聚时代集团法务部总经理齐守明先生和雅居乐集团控股有限公司法务部总经理尚东宁先生就大湾区背景下的企业合规管理这一话题进行了热烈讨论。三位嘉宾就未来大湾区企业应该如何有效搭建并不断完善合规体系这一问题给出了诸多宝贵的建议。

本次ALB粤港澳大湾区法律论坛在热烈的氛围中圆满落幕，并受到了与会嘉宾们的广泛好评。真诚感谢各位嘉宾莅临，期待在下一轮的ALB活动中与您再次相见。 

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Chen Yang, General Counsel, Guangzhou WeRide Technology Co., Ltd.
陈阳, 总法律顾问, 广州文远知行科技有限公司



From the left: Eric Lui, Partner, Ince; Mars Liu, Associate Director, Guotai Junan Capital Limited; Icarus Ng, Managing Director, Advent Corporate Finance Limited; Arthur Kan, Managing Director, Advent Corporate Finance Limited; Alfred Guo, Senior Vice President and Vice President of Research, Shanxi Securities International; Vincent Cheung, Managing Director, Vinson Consulting and Appraisal Limited; Andrew Shek, Director, HLB Hodgson Impay Chang Ltd
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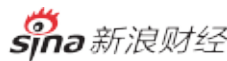
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