



ALB CHINA 2016 TOP 15 IN-HOUSE TEAMS

中国十五佳公司法务团队

China's economy continued to decelerate in 2016. To adapt to China's economic adjustments, many enterprises are either expanding their overseas presence or taking to business restructuring, moves that bring enormous challenges to their in-house teams.

It is against this background that ALB unveiled its 2016 top in-house teams ranking. Based on our month-long information gathering and research, ALB picked 15 in-house teams through company applications, law firm recommendations and editorial interviews. These teams have been widely recognized for their complex work, innovative thinking, extraordinary performance and profound industry influence. Let us extend our congratulations to all winners.

ALB is proud to present the 2016 China Top 15 In-house Teams Ranking in alphabetical order.

2016年，中国经济持续减速。为适应时代发展及中国的经济形势，很多企业不断拓展业务，或选择拓展海外业务，或选择转型，这同时对于公司的法务团队也带来巨大的挑战。

在此背景下，ALB的年度最佳法务团队榜单再次出炉。我们通过一个月的信息收集和调研，通过公司申报、律所推荐、以及ALB采访的方式选举出了15支公司法务团队。这些团队的工作复杂程度、创新思维、取得的卓越成绩以及对行业的影响力均受到了广泛的关注及认可。让我们恭喜以下获奖团队。

以下获奖名单按公司名称首字母顺序排列。

**METHODOLOGY**

This November, 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11月, ALB邀请在华企业的法务团队就过去一年来本团队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)

Top 15 In-house Teams 15佳公司法务团队	Legal Team size 法律团队人数	In-house Team Location 法务团队所在地
Baidu, Inc., International & M&A Legal Affairs Department 百度集团投资及海外法律事务部	20	Beijing 北京
China Cinda Asset Management Co., Ltd., Legal & Compliance Department 中国信达资产管理股份有限公司法律合规部	21	Beijing 北京
China Grand Enterprises, INC, In-house Team 中国远大集团有限责任公司法律团队	10	Beijing 北京
China Huarong Asset Management Co., Ltd., Legal & Compliance Department 中国华融资产管理股份有限公司法律合规部	33	Beijing 北京
China Resources (Holdings) Company Limited, Legal Department 华润置地有限公司法律部	100	Shenzhen 深圳
Didi Chuxing, Legal Affairs Department 滴滴出行法务部	30	Beijing 北京
Fosun Group, Legal Affairs Department 复星集团法律事务部	28	Shanghai 上海
Haier Group, Legal Department 海尔集团法律部	30	Qingdao 青岛
JD.COM, Legal Department 京东集团法务部	73	Beijing 北京
Midea Group, International Legal & Compliance 美的集团国际法务及合规	28	Foshan 佛山
Morgan Stanley, In-house Team 摩根士丹利法务团队	28	China 中国
Procter & Gamble (China) Ltd., In-house Team 宝洁(中国)有限公司法务团队	15	Guangzhou 广州
Schneider Electric (China) Co. Ltd., In-house Team 施耐德电气(中国)有限公司法律团队	30	Beijing 北京
Sinovation Ventures, Legal affairs department 创新工场法务部	5	Beijing 北京\Shanghai 上海
State Grid International Development Limited, Legal Affairs Department 国家电网国际发展有限公司法律事务部	12	Beijing 北京



INTERNATIONAL & M&A LEGAL AFFAIRS DEPARTMENT OF Baidu GROUP

General Counsel: Victor Liang **Team members:** 20

After Baidu completed its stock swap with Ctrip in November 2015, its investment and overseas legal affairs department spearheaded more than 10 business lines and teams at Baidu to engage in business cooperation negotiations with their counterparts at Ctrip. The negotiators made some 20 revisions to their draft agreements in three weeks and finally signed 17 business agreements, laying a solid foundation for the two companies to seek strategic synergy and integrate business lines. By October 2016, the department completed the spin-off and financing activities of Baidu's nine major business units, including Baidu Takeout Delivery, Homework Help, Baidu Music and Baidu Video. Besides, the in-house team also takes charge of legal affairs concerning Baidu's international business, overseas listing compliance and its finance unit. According to Baidu's general counsel, with profound understanding of Baidu's business operations, its in-house team leverages on professional knowledge and experiences to help Baidu achieve its strategic objectives through domestic and overseas investment, merger and acquisition ("M&A") and business expansion, build a sound ecosystem and develop a healthy and favorable external environment to facilitate the group's business development.



百度集团投资及海外法律事务部

总法律顾问：梁志祥

法律团队人数：20人

2015年11月，在百度完成与携程的换股交易后，百度投资及海外法务团队全面协调和统领各方，领导公司超过十个业务线和团队与携程的商务团队展开业务合作谈判，在三周时间内，谈判修改近20稿协议，最终完成了17个业务协议的定稿和签署，为两个公司的战略协同以及各业务线的尽早对接打下了坚实的基础。同时截止到2016年10月，完成包括百度外卖、作业帮、百度音乐、百度视频等9大业务板块的分拆和外部融资。除此之外，法律团队同时还负责公司所有国际化业务、海外上市合规法律事务及百度金融法律事务。其总法律顾问表示，通过企业法务对百度集团业务运营的深入理解，运用专业的法律知识和经验，帮助集团公司在境内外投资并购及海外拓展、上市合规等各方面实现战略目标，打造良好生态，构建健康有利的外部发展环境。

LEGAL COMPLIANCE DEPARTMENT OF CHINA CINDA ASSET MANAGEMENT CO., LTD.

General Counsel: Luo Zhenhong **Team members:** 21

The legal compliance department has been offering professional and all-round legal support for the company over the past year in such areas as M&As, capital market, financing, dispute resolution and compliance, including assisting the company in the issuance of US\$3.2 billion preferred stocks by performing scheme feasibility review, legal due diligence investigation and transaction documentation drafting and examination; assisting with the company's acquisition of Nanyang Commercial Bank by performing legal due diligence, negotiating the stock purchase agreement and the transitional service agreement, and integrating internal compliance control mechanisms; and, verifying the compliance of the legal framework of the company's new business lines and drafting legal documents for the company's purchase of non-financial claims and asset management business, all of which added great impetus to the company's sustainable growth. According to general Counsel Luo Zhenhong, a top-notch in-house team should be professional and expert-like. In other words, the team should not only be able to make independent judgments rather than merely concurring with front offices, but also know how to creatively apply legal skills to support company business rather than simply acting as a gatekeeper of deals. All team members should keep broadening their vision and maintain a strong sense of social responsibilities, understanding that they are not only tasked with providing the company with reliable legal support but are also expected to secure compliance for various transaction participants.



中国信达
CHINA CINDA



中国信达资产管理股份有限公司法律合规部

总法律顾问：罗振宏

法律团队人数：21人

过去一年，中国信达法律合规部在并购交易、资本市场业务、融资业务、争议解决、合规等领域为公司提供了专业的、全方位的法律支持。如在32亿美元优先股发行过程中，法律合规部负责论证方案的可行性、法律尽职调查、起草与审阅交易相关文件；在收购南洋商业银行过程中，法律合规部全程参与法律合规尽调、购股协议和过渡期服务协议谈判以及合规内控工作整合；同时，中国信达法律合规部论证了新业务模式法律架构合法性，拟定了公司非金融债权收购、资产管理等业务法律文本，为公司业务持续发展提供了有力支持。其总法律顾问认为一个优秀的公司法务团队，须秉持专业和职业精神，既要独立判断业务是否合法合规，不能成为前台的应声虫，又要创造性地应用法律技术支持业务发展，而不是成为简单的交易杀手；须具备开放的视野和强烈的社会担当，既要为公司提供卓越的法务支持，又要为合作各方创造安全的交易环境。

百度 Baidu



■ 吴梦漪
投资并购及海外法律事务首席顾问
Mengyi Wu
Head of M&A Legal and Overseas Legal Affairs

专访ALB2016年中国十五佳公司法务团队—百度投资及海外法律事务部

Q：2015年成立投资及海外法律事务部的初衷是什么？

A：随着百度公司各项业务的不断发展，投资并购非常活跃；同时随着国际化拓展不断增速，百度在海外设立了多个分支机构，公司海外法律事务的数量和复杂程度每年都有大幅提高。为了更好的支持业务的发展，明确部门的职能和战略目标，招募更加优秀的具有海外工作经验的人才，公司决定成立单独的投资与海外法律事务部，全面负责公司全部的境内外投资并购、国际化拓展、美国上市合规及其他海外法律事务。

Q：近期来法律团队主要在哪些方面取得了不错的成绩？

A：2015年下半年，投资法律团队全程参与了与携程去哪儿股权的换股交易。该交易涉及三个美国上市公司，其复杂程度及保密要求都远远高于过去任何交易。在公布前，该交易一直高度保密，除投资法律团队外，百度集团内部参与该项目的人员均为公司核心高管。在交易公布后，投资法律团队又继续全面协调和统领各方，在整个公司层面领导超过十个业务线和团队与携程的商务团队展开业务合作谈判，在三周时间内，谈判修改近20稿协议，最终完成了17个业务协议的定稿和签署，为两个公司的战略协同以及各业务线的尽早对接打下了坚实的基础。在这个项目中，团队成员不仅体现了过硬的法律功底，还体现了优秀的协作和领导能力，走在了业务需求的前面，最终获得了公司嘉奖，也得到了携程高管的赞誉。除此之外，2015-2016年，百度持续进行非核心业务的分拆剥离体外融资计划，投资及海外法律团队参与完成了包括百度外卖业务、作业帮、音乐、91桌面、百度视频、百度文学等全部分拆项目，还有多个项目仍在进行中。

Q：互联网公司面临着哪些特殊的问题？百度投资及海外法律事务部是如何应对及有效处理？

A：互联网公司的法务人员面临的最大问题是每天面对的问题都是新鲜的，绝大部分问题并没有太多现成的经验可以去照搬，在很多新领域里甚至不存在所谓的专家。因而我们需要不断的更新知识储备，每天不断的学习：不仅学习专业知识、政策法律的更新，更需要非常熟悉行业及业务的现状和发展趋势，了解中国市场、美国市场及其他境外市场的动态。只有做到这些，我们才能够不仅从法律的视角去处理问题，同时更能洞悉商业本质、理解商业诉求，在风险可控的情况下最大限度助力业务，成为公司各个业务部门可信赖的伙伴。

INTERVIEW WITH ALB CHINA TOP 15 IN-HOUSE TEAMS 2016 – Baidu's INTERNATIONAL & M&A LEGAL AFFAIRS DEPARTMENT

Q: What prompted Baidu to set up the International & M&A Legal Affairs Department in 2015?

A: As Baidu's business continues to grow and overseas expansion accelerates, Baidu has set up a number of branches outside China. To better support its business development and recruit top talents with overseas working experience, Baidu decided to set up an independent International & M&A Legal Affairs Department to deal with the legal issues of the company's investment, mergers and acquisitions both at home and abroad as well as its global expansion and US listing compliance.

Q: What are some of the recent achievements of the M&A Legal Affairs team?

A: In the second half of 2015, the M&A Legal Affairs team was fully involved in Baidu's exchange of Qunar shares for Ctrip shares. Since the deal involves three US-listed companies, it is far more complicated and has higher confidentiality requirements than any of our previous deals. Before the release, the deal has been highly confidential, in addition to the investment of legal team, only the core company executives are involved in the project. The M&A Legal Affairs team led more than 10 business lines and teams to negotiate business cooperation with Ctrip and helped Baidu finalize and sign 17 business agreements in just three weeks after revising nearly 20 agreement drafts, laying a solid foundation for the strategic synergies and business cooperation between the two companies. In this project, our team members not only showed their solid legal knowledge but also displayed excellent coordination and leadership capabilities, which eventually won the company rewards, also get the praise of Ctrip executives. Beyond that, our team was also involved in the company's spinoffs of non-core business such as Baidu Takeaway, Zuoyebang, Baidu Music, 91 Launcher, Baidu Video and Baidu Literature during 2015-16. We also have several other projects underway now.

Q: What are the unique problems facing Internet companies? How does Baidu's International & M&A Legal Affairs Department address these problems?

A: The biggest problem facing the legal staff of an Internet company is that new questions emerge every day. We need to continuously upgrade our knowledge base by learning legal knowledge as well as policy updates. We also need to stay abreast of the latest developments of the Chinese, US and other foreign markets. Only by doing so can we not only address problems from a legal perspective but also better understand the company's commercial interests to best promote the company's business and become a reliable partner of its various business departments.



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IN-HOUSE TEAM OF CHINA GRAND ENTERPRISES

General Counsel: Shi Yingchun **Team members:** 10

Over the past few years, with help from the in-house team, China Grand Enterprises has established a two-tier legal risk prevention and control system to meet the company's development strategy and core values. Achievements of the in-house team include in the past one year include completing the draft M&A guidelines for the company and normalizing the due diligence requirements on such issues as investigation targets, methodologies and reporting; This year, the team assisted China Grand Enterprises to complete the acquisition of a company in Peru and qualify for substantive talks with two American companies concerning their global bids; improved contract performance management by carrying out visualization review and introducing key review points and contract templates; established a complete IP management system that covers the rules on trademark and copyright management and the supporting systems and procedures; and, systemized the management of legal work in an all-round way, and designed an upcoming lawsuits control system to properly solve disputes and reduce exposure to lawsuits. General Counsel Shi Yingchun pointed out that it is the mission of an in-house team to offer legal security for the company and that the team should approach legal problems from a commercial perspective and stay vigilant against risks with a view to protecting the company's overall interests.

中国远大集团有限责任公司法律团队

总法律顾问：史迎春

法律团队人数：10人

在过去的几年中，中国远大集团有限责任公司法务团队形成了以集团公司运营发展需要为核心价值考量的两级法律风险防范体系。过去一年来，在总结多年国内并购经验的基础上，团队完成并购制度初稿，重点将尽职调查的内容、方法、报告及工作底稿进行标准化、流程化。本年度成功参与完成了对一家秘鲁公司的收购，并分别进入两家美国公司全球竞标项目的实质性谈判阶段。同时坚持合同的可视化审查、制定合同审核要点及合同范本、加强合同履行管理工作。完成集团商标及著作权管理办法及其配套制度和 workflows 的制定，形成了完整的知识产权管理体系。全面推行法务工作的系统化管理，即将公布的诉讼制度，旨在妥善解决纠纷、减少诉讼。其总法律顾问史迎春认为优秀的法务团队肩负着企业全面安全运营的使命，应运用商业思维考虑法律问题，站在企业整体利益的高度防控风险。



LEGAL COMPLIANCE DEPARTMENT OF CHINA HUARONG ASSET MANAGEMENT CO., LTD.

General Counsel: Guo Weihua

Team members: 33

The legal compliance department has always been an active respondent to the company's key initiatives. Last year, thanks to its effective and professional legal support, China Huarong Asset Management Co., Ltd. successfully completed IPO in Hong Kong. Other achievements of the in-house team include: assisting with the company's issuance of financial bonds and structuring new business platforms; constantly improving the company's whole-process law-compliance control through a mechanism of "lines of legal accountability"; strengthening legal review, especially that of major commercial innovation projects; further improving the mechanism for lawsuit and case management with a view to reducing litigation risks; introducing for the company a workable and standardized compliance risk control system; and, helping with the company's external communication and outreach efforts through its platform for research and publicity of financial legal issues. General Counsel Guo Weihua said that an in-house team should be a reliable and powerful enabler to the company, and should have the guts to take responsibilities for and actively defend the image of the company beyond doing a good job in fulfilling their legal duties. Furthermore, Guo believes that an in-house team should also fulfill social responsibilities and contribute to the national drive to develop rule by law in China.

中国华融资产管理股份有限公司法律合规部

总法律顾问：郭卫华

法律团队人数：33人

在过去一年中，中国华融资产管理股份有限公司法律团队坚持以服务公司大局为中心，为公司在香港成功“达标上市”提供了有力的专业支持和法律保障。深入参与公司金融债发行等重大专项工作，积极助力公司搭建新业务平台；以法律条线制度管理为基础，不断完善全流程法律风险防控体系；以重大商业化创新项目为重点，进一步加大法律审查力度；以化解诉讼风险为保障，进一步创新诉讼案件管理机制；以“标准化、格式化、规范化”为目标，建立了较为完善的公司合规风险管理体系；以金融法律工作研究宣传平台为窗口，进一步深化对外沟通和交流。其总法律顾问郭卫华认为，公司法务团队应当做大象，沉稳和有力量。不仅应做好法律工作，为企业发展保驾护航；亦应敢于担当、积极发声，彰显企业良好形象；还应心怀天下、关心法律热点，为法治建设添砖加瓦。



LEGAL AFFAIRS DEPARTMENT OF CHINA RESOURCES (HOLDINGS) COMPANY LIMITED

General Counsel: Liu Zhong **Team members:** 100

The in-house team at China Resources (Holdings) Company Limited handled and closed more than 800 litigation (arbitration) cases over the past year. The team issued the China Resources Legal Risk Database (Version 1.0) and related risk check tools to summarize and optimize its past legal risk control experiences, so as to not only promote the company's business development but also keep legal risks in check; released templates for agreements on investments and M&As and their application instructions, and templates for supplementary agreements on residential property sale contracts and supporting documents; played a leading role in resolving the legal affairs of more than 120 major domestic and foreign investment and M&A transactions whose counterparties include financial investors and other property developers at home and abroad, spanning segments such as cross-border equity cooperation, domestic and foreign private equity funds, asset transfer, public-private partnership and management export; participated in the company's rights issue in the Hong Kong securities market, onshore public offering of panda bonds, listed company compliance management and other legal affairs related to securities and capital markets. The team believes that an in-house team can only excel at helping its company maintain a stable balance between expansion and risk control by devoting itself to the above-mentioned tasks in the long run.



华润置地有限公司法律部

总法律顾问：刘中

法律团队人数：100人

华润置地有限公司法律团队在过去一年，共办结各类诉讼（仲裁）案件逾八百宗。发布《华润置地法律风险数据库(1.0版)》及相关风险检查工具，将过往已开展的法律风险管理工作成果予以整理优化，并转化为相应的实操工具，在促进公司各项业务开展的同时，将法律风险控制在合理范围；发布置地投资并购股权合作协议范本及适用说明、置地商品房销售合同补充协议及配套文件范本；主导逾120宗境内外投资并购重大交易法律事务，交易对手包括境内外财务投资人及地产同行等，交易类型包括境内外股权合作、境内外私募基金、资产转让、PPP、管理输出等；参与公司在香港证券市场配股、境内公开发行熊猫债券及上市公司合规管理等证券资本法律事务等。法律团队认为，一个优秀的公司法务团队，正是通过长期持续对这些工作的开展，才能将公司的开拓发展和风险控制均衡在一个稳定适当的区间。

LEGAL AFFAIRS DEPARTMENT OF DIDI CHUXING

General Counsel: Yin Yongsheng

Team members: 30

Didi Chuxing Technology Development set up its legal affairs department in August 2014, and the department now offers a full range of legal support and services to a dozen business lines and functional departments. It is also responsible for dealing with legal issues related to investment, financing and M&As, dispute resolution, IP as well as policy & legal research. The department has penetrated into every business segment and is closely connected with all business staff. The young team has participated in complicated investment and financing deals, witnessed the industry's regulatory reform and resolved various crises of different scales, playing a significant role in steering the company's business development. Core members of the team have rich work experiences with China's top law firms or large in-house legal departments. From their perspective, whether an in-house team is excellent can be measured by several indicators, such as job performance, contribution to legal system construction and the degree of satisfaction among team members. The basic requirements for its in-house team are consistent among all companies: to avert material legal risks, support day-to-day business operations, participate in the company's long-term strategic planning and provide robust support to help the company achieve its strategic objectives. An in-house team can only be considered outstanding when its scores in all of the above aspects are broadly recognized by industry peers.

滴滴出行法务部

总法律顾问：殷永胜 法律团队人数：30人

滴滴法务部成立于2014年8月，目前法务部采用职能与业务交叉的矩阵式结构为公司业务提供全方位的法律支持与服务，支持范围涵盖日常十几条业务线及众多职能部门的法务支持，还有投融资并购事务、争议解决、知识产权、政策法规研究。滴滴法务渗透到公司运营的各个环节，与业务人员紧密结合。法务团队虽然年轻，却支持了复杂的投融资交易、经历了行业政策法规变革、解决了大小各类危机，在为公司保驾护航中发挥了重要作用。其团队核心成员均来自国内一流的律所或公司法律部。在法务团队看来，团队是否优秀有多个维度：业绩表现、对法制建设的贡献，团队成员的满意度等。每个公司对于法务团队的基本要求是一致的：防止重大法律风险，支持公司日常业务发展，参与公司长期战略规划，并为保证战略目标实现提供有力支撑。在这些方面得到业界同仁广泛认可的方能称为优秀团队。





FOSUN GROUP, LEGAL AFFAIRS DEPARTMENT

General Counsel: Xu Yao **Team members:** 28

Fosun International's legal affairs department has taken part in a string of large and complicated transactions so for this year, including the group's purchase of 16.7% stake in Portugal's Millennium BCP, its acquisition of Germany's Hauck & Aufhäuser private bank, Japan's Hoshino Tomamu Resort and Brazil's asset management business Rio Bravo Investimentos, and its participation in the privatization of Bona Film Group. During the acquisition of Hauck & Aufhäuser, the in-house team concluded negotiations and drafted all necessary agreements despite short notice. After that, the team led efforts to wrap up complicated regulatory approvals in Germany, Switzerland, Luxembourg and Liechtenstein. The team's profound knowledge about the banking industry and market and their professional advice have guaranteed successful completion of the deal to buy the German private bank. Fosun's general Counsel Xu Yao praised the legal affairs department as an international, professional and exceptional in-house team that is built up in a short period of time, and said all members have multicultural education background and practical experience with top firms. The members are familiar with the legal systems and investment and financing rules in multiple jurisdictions, and have been deeply involved in some complicated deals where they demonstrated their ability to swiftly respond to any legal challenge and provide powerful support and assistance to Fosun's global push.



LEGAL DEPARTMENT OF HAIER GROUP

General Counsel: Zhang Cuimei **Team members:** 30

Haier Group's legal department led an initiative to build a global legal service platform that spans 11 professional fields including investment, M&A, financing, finance, corporate, contract law, competition law, administration, arbitration and labor relation, and covers more than 1,000 companies in various sectors from home appliances, investment, and financial services to healthcare, agriculture and real estate. In 2016, Haier Group's in-house team has worked on billions of dollars of acquisitions announced by the group, the most high-profile of which is its purchase of General Electric's home appliance business. The team also worked on business integration after the deal was closed. It helped Haier to get funding on the global market, built a characteristic legal mechanism for business starters, and developed a basic legal framework and constraint mechanism for Internet platform enterprises. The team has also set up a cloud-based supermarket platform that shares business law information, explored various efforts to boost efficiency, strengthen risk management and make good use of big data and Internet technologies to maximize the business value created by legal services. Haier Group's general Counsel Zhang Cuimei said a top in-house team should be able to strike a balance between making sure the company complies with the law when doing business and shoulders its social responsibility and supporting the company's strategic development and driving it to maximize its business value.



复星集团法律事务部

总法律顾问：许焱

法律团队人数：28人

复星集团法律事务部自成立以来，于2016年成功参与及完成了多起重大及复杂交易，包括收购葡萄牙千禧银行16.7%股份、收购德国H&A私人银行、收购日本星野Tomamu度假村、收购巴西Rio Bravo Investimentos资管平台，参与博纳影业私有化等重大交易；例如，收购德国Hauck & Aufhäuser银行时，法务团队在短时间之内顺利完成了复杂的谈判及文件起草工作，在之后主导完成了在德国、瑞士、卢森堡、列支敦斯登等地的复杂监管批准程序。由于法务团队成员对行业和市场丰富的知识及提供的专业建议，最终确保了收购德国H&A私人银行交易的顺利完成。其总法律顾问许焱表示，作为优秀的法务团队，复星法务部是在短时间内迅速成长起来的一支国际化、精英化、名校化、专业化的队伍，成员均具有多元化教育背景和顶级律所执业经验，熟练驾驭多法域的法律制度和投融资交易规则，深度参与各类复杂交易，在项目中能够做出快速反应和实时处理，为复星的全球化战略提供了强有力的支持和保障。

海尔集团法律部

总法律顾问：张翠美

法律团队人数：30人

海尔集团法律部牵头构建了全球的法律平台，以及架构重组，涉及到投资并购、融投资金融、公司、合同、竞争法、行政、仲裁、劳动等十一个专业领域，家电，投资，金融，医疗，农业以及房地产多个产业，1000多家公司。2016年海尔集团法律团队全程参与集团每个重大交易项目，共涉及总交易金额约几百亿元，其中最具有代表性的项目是协助海尔集团完成了收购GE家电业务，并协助业务进行了交割后的整合等安排。团队协助海尔全球资金平台完成所有重大融资项目，并协同集团搭建了具有海尔特色的创客合伙人法律机制，构建了互联网平台化企业的基本法律环境及约束机制。同时设立了专业共享平台——商业法律云超市系统，在积极的探索提升效率和风险管理，运用大数据和互联网驱动法务最大商业价值的实现。其总法律顾问张翠美认为，一个优秀的公司法务团队应该在确保企业合法合规经营、承担社会责任的同时，支持企业战略发展、驱动企业实现商业价值最大化，使两者达到最佳契合点。

海尔集团 HAIER



■ 张琰美
海尔集团总法律顾问

专访ALB2016年中国十五佳公司 法务团队-海尔集团法律部

Q：请介绍海尔集团法律部的主要工作内容及近期重大成就？

A：根据海尔集团的互联网转型战略，法律部构建了一个全球的法律服务平台、规则平台和数据平台。整体覆盖了全球五大洲三十多个国家或地区的法律服务，涉及到投资并购、融金融、公司、合同、竞争法等十一个专业领域，家电，投资，金融，医疗，农业以及房地产多个产业，1000多家公司。在过去一年中，法律部全程参与集团每个重大交易项目，共涉及总交易金额约几百亿元，其中最具有代表性的项目是支持海尔A股上市公司完成了收购GE家电业务这一具有里程碑意义的重大交易，参与集团各类并购、股权投资等重大项目数百个；并协助全球资金平台完成多个重大融资项目。同时法律部配合业务搭建了具有海尔特色的创客合伙人机制，构建了互联网化平台化企业的基本法律环境及约束机制，并创新性的设立了专业共享平台——商业法律云超市系统。我们还协助海尔全球资金平台完成所有重大融资项目，并协同集团搭建了具有海尔特色的创客合伙人法律机制，构建了互联网化平台化企业的基本法律环境及约束机制。

Q：海尔集团法律部的工作是如何贯穿整个海尔集团战略目标的实现和落地的？

A：从机制上，海尔集团对法律团队的要求和目标是事先算赢风险，而不是事后被动地参与解决问题。法律团队需要在事前、事中和事后全程参与海尔集团各项业务，并能够支持战略目标的实现。事前，法律团队通过标准化和合同模块化来实现，参与业务团队的年度战略方针目标论证，在业务需求初始阶段就参与进去论证商业模式或交易架构；事中，法律团队与业务人员一起进行谈判、设计法律文件，将业务目标落实到法律文本之中；事后，定期对所进行的项目或签署完毕的合同的执行情况进行跟踪、显示问题，以便及时改善法律建议和风险预案，优化已有的合同文本和条款。

从组织上，我们有高度标准化的共享中心。而对于一些新型商业模式特殊业务，我们有专门的法律专家团队采用个性化定制的方式与业务人员一起形成法律文件或合同文本。

Q：法务部门如何做到快捷高效地在完成日常各项工作的同时深入参与到各项目去？

A：为适应大数据时代下跨国集团企业法律工作的需求，法律部创造性地建设了商业法律云超市系统。通过内外部的法律资料汇集以及海尔集团内部所有法律工作的整合，形成了一个全球法律资源库和全球律师资源库。商业法律云超市系统能够借助及时、全面的数据，通过对这些数据进行分析形成法律风险的指导书，指导相关业务。合同、公司相关事务的处理也在商业法律云超市上实现了标准模块化。并能将高度专业性的法律工作集中处理和归档，实现法律信息共享，定期输出法律评估报告，从而支持商业战略目标的实现，推动实现法律商业价值的最大化。

INTERVIEW WITH ALB CHINA TOP 15 IN-HOUSE TEAMS 2016 - LEGAL DEPARTMENT OF HAIER GROUP

Q: What are the major tasks and recent main achievements of Legal Department of Haier Group

A: The legal department has set up a global legal services platform, rules platform and data platform, covering legal services in more than 30 countries/regions across the globe, 11 practice areas including investment and M&A, fund-raising and finance, corporate, contracts and competition laws, industries such as home appliances, investment, finance, healthcare, agriculture and real estate, and over 1,000 subsidiaries. Over the past year, we participated in each significant project of Haier Group with the total transaction amount of over hundreds billion RMB, among which the most representative project is that we assisted Qingdao Haier Co., Ltd, a company whose shares are listed on Shanghai Stock Exchange to acquire GE appliance business. The team also participated in the Group's hundreds of M&A and equity investment projects and helped Haier Global Funding Platform complete major financing projects. The department also set up a partnership mechanism, a basic legal environment and constraint mechanism for platform companies and a sharing platform -- commercial legal cloud system. Apart from that, we helped Haier Financial Team to achieve several major financial projects, established the entrepreneur mechanism with Haier features, and established the basic legal environment and mechanism for Internet platform corporation as well as the inspiration and constrain system.

Q: How does the Legal Department help implement the strategic goals of Haier Group?

A: In terms of mechanisms, our goal is to calculate risks before launching a project rather than passively helping address problems later. Before a project is launched, the team is already involved in the discussion of business models or transaction structures with business teams. During project launch, we negotiate and design legal documents together with business staff. After a project is launched, we follow up with the implementation of the project or contracts on a regular basis to provide legal advice and risk prevention proposals in a timely manner and optimize the existing contracts and terms. In terms of organization, we have a highly-standardized sharing center. For new commercial models and special business, a dedicated team of legal experts are available to help draft customized legal documents or contracts.

Q: How does the legal department participate in projects while completing its daily work in a swift and efficient manner?

A: The Legal Department has created a commercial legal cloud system to meet the needs of legal work of a multinational conglomerate in this era of big data. The commercial legal cloud system can generate guidance documents on legal risks by data analysis. It can also help us achieve standard module-based management of contracts and legal information sharing to help the Group meet its commercial goals and maximize the commercial value of the law.



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LEGAL AFFAIRS DEPARTMENT OF JD GROUP

General Counsel: Long Yu **Team members:** 73

Since its establishment, JD Group's legal affairs department has been adhering to the philosophy of high efficiency and business-driven innovation to support the group's sustainable and strong business growth, and has produced extraordinary performance in intellectual property ("IP"), investment, M&A, legal research, dispute resolution and global legal support. In terms of day-to-day legal support, the department fully understands JD's practical demand in business development and management as a Global Top 500 company and a US-listed business, and offers reasonable advice to expedite its business growth and guard against potential risks on an ongoing basis. Besides, the department helps the group craft its IP strategy, establishes and maintains its brand base and patent pool, and maintains sound communications with brand owners and e-commerce industry associations to protect brand owners' IPs and consumers' legitimate rights and interests as an e-commerce platform. In addition, the legal affairs department secured a strategic partnership between JD and Walmart and completed a spate of M&As, including the merger between Dada and JD Daojia, to ensure JD's sustainable, strong and breakthrough business development. JD's general counsel believes that the mission of an in-house team goes beyond providing professional legal opinions to support a company's stable business development – it also involves a transition from being knowledge-based to being forward-looking, creative and intelligence-based to dovetail with the company's strategic needs.



京东集团法务部

总法律顾问：隆雨

法律团队人数：73人

京东集团法务团队自成立至今，秉承高效、驱动、创新的理念助力业务持续高速拓展，在知识产权、投资并购、法律研究、争议解决、全球综合法务支持等方面发展卓越。在日常法务支持方面，京东法务团队充分理解京东作为美国上市公司和世界500强企业在业务发展和管理方面的实际需求，为业务发展和风险防范持续提出合理化建议。也全面助力公司知识产权战略，建立和维护公司品牌库和专利池，并和品牌方、协会等维持良好沟通渠道，从电商平台角度保护品牌方知识产权及消费者权益。此外，法务团队在过去的一年中也圆满完成了京东与沃尔玛战略合作、达达与京东到家的合并等众多并购项目，为京东业务的持续、高速、突破性发展保驾护航。其总法律顾问认为法务团队的使命不仅在于支持公司业务的稳定发展，输出专业的法律意见，也需要融合前瞻创新思维，契合公司战略发展所需，不断从知识型人才向智慧型人才转变。

INTERNATIONAL LEGAL & COMPLIANCE OF MIDEA GROUP

General Counsel: Song Tingguang

Team members: 28

Midea Group's International Legal & Compliance aims to promote the group's internationalization strategy and the globalization of legal affairs management. Since its establishment, the department has been committed to supporting the group's globalization by advising on the legal and compliance aspects of overseas joint ventures, M&As, investment and financing projects. The department comprises an 18-member team at the headquarters and a 10-member team overseas, attracting legal professionals from both inside and outside of the company, and has set up a global lawyer database to tap external professionals on a global scale. Besides, the department has established an IT platform of global legal affairs system to provide technical support for the group's global business expansion and global legal affairs management. As the group's general Counsel put it, in-house Counsels should anticipate and tailor to clients' potential needs according to their sizes and the environment around them. To achieve this goal, in-house Counsels should stay curious about the nature and changes of business, be humble when communicating with clients, and more importantly should always act professionally.

美的集团国际法务及合规

总法律顾问：宋庭光 法律团队人数：28人

美的集团国际法务及合规是专注于实现企业国际化战略目标和法务管理全球化的法务部门。自成立以来，该团队从法务及合规层面主导美的集团在海外合资、并购、投资和融资项目，为美的集团全球战略布局提供强有力的法务支持。该团队通过外部引进和内部培养方式，形成18人的总部团队和10人的海外当地团队，基本完成全球法务人才梯队建设，并建立了全球律师库，获得整合全球外部法务人力资源的能力。此外，团队初步搭建全球法务体系IT平台，为适应公司全球业务的拓展和全球法务体系管理提供了技术支持。其总法律顾问认为，法务应该像顶级裁缝师，懂得预测客户体型和气候环境，量身定做他还未想到却即将需要的衣物和装备。因此，要对商业的本质和变化充满好奇，以谦卑柔软的身段沟通，更重要的是坚守专业，尤其在客户看不见的地方做到完美。



中伦律师事务所 ZHONG LUN LAW FIRM



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专访中伦律师事务所

Q：请介绍事务所的主要业务领域及发展历程？

A：中伦律师事务所创立于1993年，是中国司法部最早批准设立的合伙制律师事务所之一，是中国规模最大的综合性律师事务所之一。执业领域覆盖资本市场/证券、房地产、私募股权与投资基金、公司/外商直接投资、收购兼并、银行与金融、争议解决、知识产权等21个领域，旨在为客户的商业活动提供全面的、一体化的法律支持。总部在北京，目前在全球15个城市设立了办公室，境内9个（北京、上海、深圳、广州、武汉、成都、重庆、青岛、杭州），境外6个（东京、香港、伦敦、纽约、洛杉矶和旧金山）。

Q：近年来，中伦完成了哪些重大的交易？

A：从2013年至今，中伦的各类交易共获70多个奖项，重大交易如：上海迪士尼项目、京东收购腾讯电商业务、分众私有化项目、阿里巴巴80亿美元债券融资、百度收购91无线、万科与黑石合资项目、中国铁路发展基金成立及首期资金募集项目、惠普与清华紫光的25亿美元合作项目、药明康德私有化项目、平安保险向澳大利亚电信购买汽车之家部分股权、中国银行（香港）熊猫债券发行、中电建路桥引入重庆国信和四川石化两战略投资人开展四个高速公路项目、中国私募股权财团收购OmniVision Technologies、巴基斯坦塔尔煤田二号矿区开发项目、银团进行文思海辉私有化、去哪儿网在先注册域名不正当竞争纠纷案再审案件、北排污水处理和再生水利用特许经营项目等。

Q：近年来，中伦荣获了哪些荣誉？

A：从2013年至今，中伦凭借强劲的业务实力、出色的市场表现以及卓越的客户服务质量共获300多个奖项。中伦已连续5年（2012-2016）成为获得钱伯斯亚太最多业务领域级别推荐、最多业务领域第一级别推荐和最多律师重点推荐的中国律师事务所，并在2015年被钱伯斯评为“年度中国律师事务所（公司与金融）”；在2016和2015年，中伦分别获得《The Lawyer》“年度亚洲律师事务所”和《国际金融法律评论》“年度中国律师事务所”；此外，中伦已连续2年（2015-2016）获得《亚洲法律杂志》“中国最具影响力的10家律所之一”，且在2013-2014年及2016年获评“中国最佳雇主”，曾连续三度（2013-2015）蝉联《商法》“中国卓越综合实力律所”；今年9月，中伦一举揽获《中国法律商务》“中国年度律师事务所”和“年度公益项目中国律师事务所”等十个奖项，是所有参与评选律所中获奖数量最多的律所之一；今年11月，中伦13个业务领域和48名律师荣登The Legal 500 Asia Pacific 2017榜单，上榜的业务领域数量在中国区排第一；近期，中伦荣登凤凰国际智库中国律所20强榜单第一名，被授予“国际化法律先锋”称号。

INTERVIEW WITH
ZHONG LUN LAW FIRM

Q: What are the firm's main practice areas and development history?

A: Founded in 1993, Zhong Lun Law Firm is one of the first batch of partnership law firms approved to be established by the Ministry of Justice and one of the largest full-service law firms in China. The firm practices in 21 areas, including capital markets/securities, real estate, private equity and venture capital, corporate/foreign direct investment, merger and acquisition, banking and finance, dispute resolution and intellectual property. Committed to providing comprehensive and integrated legal support for our clients' business activities, our firm, headquartered in Beijing, has offices in 15 cities around the world, with nine Mainland offices (Beijing, Shanghai, Shenzhen, Guangzhou, Wuhan, Chengdu, Chongqing, Qingdao and Hangzhou) and six overseas outfits (Tokyo, Hong Kong, London, New York, Los Angeles and San Francisco).

Q: What are some of Zhong Lun's major deals in recent years?

A: Since 2013, Zhong Lun has won more than 70 awards for various deals. Our major deals include the Shanghai Disney Resort project, JD's acquisition of Tencent's e-commerce business, Focus Media's privatization, Alibaba's US\$8 billion bond financing, Baidu's acquisition of 91 Wireless, Vanke and Blackstone's joint venture, establishment of China Railway Development Fund and its first phase of fund-raising, Hewlett-Packard and Unisplendour's US\$2.5 billion collaboration, WuXi AppTec's privatization, Ping An Insurance Group's acquisition of Autohome shares from Telstra Corp, Bank of China (Hong Kong)'s Panda bond issuance, PowerChina Road Bridge Group's introduction of two strategic investors, namely Chongqing International Trust and Sichuan Petrochemical, to carry out four expressway projects, acquisition of OmniVision Technologies by a Chinese private equity consortium, the Thar II development project in Pakistan, Pactera's privatization by a syndicate, the retrial of unfair competition disputes over the preemptive domain name registration of qunar.com, and Beijing Drainage Group's sewage treatment and reclaimed water use concession project, to name a few.

Q: What are some of the honors Zhong Lun has won in recent years?

A: Since 2013, Zhong Lun has won more than 300 awards with its business strength, excellent market performance and outstanding client services. For five consecutive years (2012-2016), it is the Chinese law firm with the most number of practice areas ranked by Chambers, including the most number of practice areas with Band 1 rankings, and the PRC law firm with the most number of recommended lawyers. In 2015, it was named Corporate & Finance China PRC Law Firm of the Year by Chambers. In 2016, it won The Lawyer's Asia Law Firm of the Year award. In 2015, the firm was crowned PRC Law Firm of the Year by International Financial Law Review. For two years running (2015-2016), Zhong Lun was named by Asian Legal Business (ALB) as one of the Top 10 Law Firms in China and it was named by ALB as China Employer of Choice in 2013-2014 and 2016. For three consecutive years (2013-2015), Zhong Lun was also the Best Overall PRC Law Firm ranked by China Business Law Journal. In September this year, it won ten awards at the China Law & Practice Awards, including China Firm of the Year and Pro Bono Initiatives of the Year, making it one of the most decorated law firms among all participating firms. This November, 13 of Zhong Lun's practice areas and 48 of its lawyers were on The Legal 500 Asia Pacific 2017 ranking, with the number of practice areas that were on the list ranked first in China. Recently, Zhong Lun has also been ranked first among the Top 20 Chinese Law Firms and named Legal Pioneer for Internationalization by Phoenix Global Affairs Unit.



IN-HOUSE TEAM OF MORGAN STANLEY CHINA

General Counsel: Brett Graham (General Counsel for Asia Pacific)

Team members: 28

Morgan Stanley China's in-house team has been providing full legal support for the company's business team and management in aspects including institutional securities business, wealth management, investment management and commercial banking. Meanwhile, the team is pivotal in improving relations between shareholders of the company's joint ventures in China and expediting the Chinese government's reforms in the financial services sector. Despite the economic slowdown this year, the team performed well in M&A as well as stock and bond issuance on both onshore and offshore markets. According to Bloomberg data, as of October, Morgan Stanley was the top underwriter in Hong Kong's IPO market, and it was the joint sponsor for Postal Savings Bank of China's IPO, the world's largest in 2016. Wang Cheng, Head of Legal in Greater China at Morgan Stanley, said at Morgan Stanley, a successful in-house team should uphold the company's core values of "be customer-oriented, do the right thing, lead the industry through excellent creativity and give back to the society", which may not necessarily offer solutions to specific legal issues but usually guide team members to provide the best possible services for each client.

摩根士丹利法务团队

总法律顾问：Brett Graham (亚大区总法律顾问)

法律团队人数：28人

自成立以来摩根士丹利中国法务团队在机构证券、财富管理、投资管理、商业银行的战略方向和业务方面，为公司的业务团队及摩根士丹利中国区管理层提供了全方位的法律支持，同时为公司在中国的各合资公司业务中增进股东关系及协助中国政府在金融服务领域的制度改革方面肩负了重要角色。尽管今年面临着严峻的经济形势，中国法务团队仍在并购业务、境内及境外市场的股票和债券发行业务方面展现了全方位的实力。截至今年10月，公司在已宣布的Bloomberg香港股票发行业务排名第一。同时摩根士丹利作为2016年全球发行最大规模IPO——中国邮政储蓄银行的联席保荐人之一。大中华区法律负责人汪成表示，在摩根士丹利，一个成功的法律团队应充分坚守公司的核心价值，即：客户至上、做正确的事、以卓越创意领跑行业和回馈社会。尽管这些核心价值不必然对具体的法律问题提供答案，但其经常指引我们与同事一同为公司的每一家客户提供最好的服务。



IN-HOUSE TEAM OF P&G CHINA

General Counsel: Chen Bing **Team members:** 15

Since the very day of its establishment, P&G China's in-house team has been offering full support at every stage of the company's business development, demonstrated by its role in P&G's sale of some cosmetics brands in China to Coty, its sale of Duracell battery business in China to Berkshire Hathaway, and the establishment of the first Chinese subsidiary of its healthcare joint venture with Teva Pharmaceutical Industries. The in-house team has played a role in overhauling the company's labor outsourcing practices and properly handled legal proceedings to protect its corporate interest. Its persistent team-building efforts have cultivated excellent legal talents for the company. P&G China's general counsel said, "The mission of an in-house team is to help the company secure sustainable victories against a fiercely competitive and constantly changing market environment. The role and contribution of P&G's in-house team can be described by three words - guide, create and solve. The in-house team offers a full spectrum of legal and compliance guidelines which are the bases for the company's continuing business operations. It keeps up with the times, and explores and creates valuable legal opinions especially in emerging areas to facilitate the company's business development. It also offers down-to-earth solutions to help the company address practical problems."



宝洁(中国)有限公司法务团队

总法律顾问：陈兵

法律团队人数：15人

自建立以来，宝洁中国法务团队为公司在各个发展阶段提供了全面的法律支持，如顺利完成科蒂收购宝洁部分美容品牌在中国的业务；成功完成伯克希尔哈撒韦收购金霸王电池交易的中国区部分；设立宝洁和梯瓦制药的医疗健康合资企业在中国的第一个子公司等。法务团队参与改革公司的劳务派遣模式，通过有效处理诉讼保护公司利益。法务团队注重组织建设，为公司的法务需求培养和储备了优秀的法务人才。其总法律顾问说：“公司法务的使命是助力公司在竞争激烈、变化多端的市场环境中取得可持续的胜利。在宝洁，我们用三个词概括法务的角色和贡献：指引、创造、解决方案。法务为公司运作提供全面的法律、合规指导，这是公司长久经营的基础。法务应与时俱进，为公司的业务发展，尤其是在新领域的探索创造有价值的法律意见。法务的法律意见应‘接地气’，是能够帮助公司解决问题的方案。”



中倫

ZHONG LUN

中国领先的
综合性律师事务所

LEGAL SOLUTIONS
FOR CHINA BUSINESS

在15个城市设有办公室
拥有240多名合伙人
1200多名专业人员
有能力在各个领域为
客户提供高质量多法律服务

中倫律師事務所
ZHONG LUN LAW FIRM

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zhonglunlawfirm



IN-HOUSE TEAM OF SCHNEIDER ELECTRIC (CHINA) CO., LTD.

General Counsel: Allen Zhou **Team members:** 30

Consisting of 30 lawyers qualified in the Mainland, US, Australia and Hong Kong, the in-house team of Schneider Electric (China) Co., Ltd. has played a positive role in M&As, dispute resolution, IP protection and compliance, including but not limited to: establishing, maintaining and upgrading the company's internal and risk control mechanisms; advising on more than 40 M&A and joint venture projects in Great China; developing litigation tactics to better manage lawsuits and disputes; introducing more effective IP protection strategies, including crackdown on shadowy companies in Hong Kong against trademark infringement; establishing more than 50 internal template database for contracts/documents; and offering extensive training to the company's various business units on contract law, anti-corruption, product labeling, stamp control, etc. Besides, the team also actively takes part in charitable activities, including financing the education for children from remote mountainous areas in China and assisting with Schneider's donation of a smart lab in Jiangxi province as part of its "BipBop" program. Allen Zhou, the company's general Counsel, believes that a good in-house team is required to have not only solid legal knowledge but also actual legal practice experience, saying that in-house Counsels should, in particular, understand the most difficult challenges that the various business units are having in practice, and try all means to be a trustworthy partner to business teams by providing them with compliant and workable solutions.



施耐德电气(中国)有限公司 法律团队

总法律顾问：周宇

法律团队人数：30人

施耐德电气(中国)有限公司法律团队由30名具备中国、美国、澳大利亚、香港律师执照的律师, 分别在并购交易、争议解决、知识产权保护、合规等方面取得了不错的成绩, 如建立、及时检查及更新了公司内部控制和风险管理机制; 支持了超过40个在大中华区域的并购及合资项目; 为更好地管理诉讼及争议案件发展了诉讼策略; 发展并推行了有效的知识产权保护战略, 包括打击在香港的影子公司, 防止商标侵权等; 建立超过五十个合同/文件的内部模板数据库; 为公司业务团队提供包括合同法、反腐败、产品标识、印章管理等方面丰富的培训。除此之外团队还资助了中国偏远山区的儿童接受教育和支持了“碧波”计划, 向江西革命老区捐献实验室。其总法律顾问周宇表示, 作为优秀的公司法务团队, 不仅需要扎实的 legal 知识和实践经验, 还需要各位法务积极了解业务团队在实践操作中难点痛点, 为业务团队提供合规且切实可行解决方案, 成为业务团队值得信赖的合作伙伴。

LEGAL AFFAIRS DEPARTMENT OF SINOVAION VENTURES

General Counsel: Lin Ying **Team members:** 5

In 2016, the legal affairs department at Sinovation Ventures handled legal issues related to the investment and financing of scores of business ventures, including its investment in Wenhua Media, 4Paradigm and Mobike, including transaction documentation preparation and due diligence investigation. The department also dealt with legal affairs for the subsequent financing of dozens of business ventures already invested by Sinovation Ventures, such as SNH48, MEWE Media and Colorful Home, and prepared paperwork for nearly ten companies that are planning to list on the New Third Board or a stock exchange. The department also participated in Sinovation Ventures's USD and RMB fund offerings as well as the private placement worth hundreds of millions by its subsidiaries listed on the New Third Board, with its roles ranging from designing business structures, drafting legal documents and communicating with potential investors. Besides, the department has figured out reasonable solutions to legal disputes involving Sinovation Ventures and its subsidiaries. According to Lin Ying, general Counsel at Sinovation Ventures, an excellent in-house team carries three key missions: help the company to fulfill its business missions; bring the culture of legal management and risk control into the company's DNA; and, build itself into a professional, efficient, productive, understanding and amicable team and get every team member to make progress and work in dedicatedly yet happily.



创新工场法务部

总法律顾问：林莺

法律团队人数：5人

2016年创新工场法务部完成创新工场投资文火传媒、第四范式、摩拜单车等几十家创业公司的法律投融资事务, 包括完成或协助完成交易文件的起草和法律尽职调查等工作; 协助完成SNH48、米未传媒、多彩饰家等几十家已投资项目公司后续融资的法律事务; 协助近10家创业公司准备新三板挂牌或交易所上市的相关法律文件准备工作。成功完成美元基金、人民币基金的募集以及旗下新三板挂牌公司数亿级定向增发, 法务部在基金募集、挂牌公司定向增发过程中负责架构设计、法律文件起草和谈判、潜在投资人沟通等工作。同时, 合理处理了工场及旗下公司的法律纠纷。其总法律顾问林莺认为: 一个优秀的公司法务团队肩负着三大使命: 与公司拥有同样的使命, 以协助实现公司的使命为使命; 将法律管理、风险控制的文化制度和制度渗入公司的血液; 让法务成为一个专业、高效、有战斗力、有理解力、有亲和力的团队, 让团队的每位成员能不断发展、进步, 并专注且快乐地工作。

LEGAL AFFAIRS DEPARTMENT OF STATE GRID INTERNATIONAL DEVELOPMENT CO., LTD.

General Counsel: Li Lequan (Deputy general manager), Wang Xinglei (Head of the legal affairs department)

Team members: 12

State Grid International Development Co., Ltd. ("SGID") is a subsidiary of the State Grid Corporation that exclusively engages in the investment and operation of the latter's overseas power and energy assets. The in-house team has been involved in all of the company's overseas M&As, financing and bond issuance, offering a full spectrum of legal services from due diligence investigation, negotiation to asset operation and whole-process legal risk control. The team has worked closely with other business teams in 2016 and produced remarkable results. SGID won the bid to develop a phase II green land project in Brazil, signed an agreement to buy 14% stake in Belgium's largest energy distribution grid company Eandis, inked an agreement to buy a controlling stake in Brazil's largest privately-held power company CPFL, and successfully acquired 24% stake in Greece's national power distributor IPTO. The in-house team has adhered to prudence and efficiency to manage overseas assets and successfully settled disputes with local governments over the clean-up of polluted land. SGID's general Counsel holds that an excellent in-house team must first have solid professional knowledge and be able to identify potential legal risks under complicated circumstances, adding that the team must have a deep understanding of the company's business nature and business ambitions, contain risks from the source and figure out creative solutions while multitasking and prioritizing.

国家电网国际发展有限公司法律事务部

总法律顾问：李乐泉（副总经理），王兴雷（法律事务部主任）

法律团队人数：12人

国家电网国际发展有限公司是国家电网公司海外电力能源资产运营的唯一平台。法律团队参与了公司迄今为止所有的海外并购交易、融资、债券发行等工作，全方位提供尽职调查、协议谈判、资产运营等法律服务，全过程强化法律风险管控。2016年，法律团队与其他业务团队密切合作，深度参与，取得了一系列成绩：公司成功中标巴西特里斯皮尔斯二期绿地项目，与比利时最大能源配电网公司Eandis签署14%股权认购协议，与巴西最大私营电力公司CPFL控制权股东签署股权购买协议，成功中标希腊国家级输电网公司IPTO 24%股权私有化项目，海外资产稳健高效运营，成功与当地政府就污染地块治理达成和解。其总法律顾问认为，一个优秀的公司法务团队首先应该具备过硬的专业素质，能够在错综复杂的局势中准确识别法律风险，判断轻重缓急，更应该深入了解公司业务内质，理解公司商业诉求，从源头控制风险，在过程中创造性的解决问题。



创新工场 SINOVAION VENTURES



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《网络安全法》出台，聚焦个人信息保护

2016年11月7日，《网络安全法》（简称“《网安法》”）获审议通过，将于明年六一起施行。《网安法》本次以法律之高阶立法规定个人信息保护相关规则，反映我国在个人信息保护之监管日趋严格。

《网安法》对“个人信息”的定义是“以电子或者其他方式记录的能够单独或者与其他信息结合识别自然人个人身份的各种信息，包括但不限于自然人的姓名、出生日期、身份证件号码、个人生物识别信息、住址、电话号码等”。个人信息不拘于某一点信息或多点信息，关键在于能够通过这些信息“还原”某个人。当收集的个人信息足以定位某个人，如同将其置于监控之下，隐私不再有，甚至人身安全、财产安全都可能面临危险。无怪乎每起信息泄露事件，亦或网络诈骗案件都会引起人们深深的担忧，个人信息收集行为切需严格约束。

《网安法》规定“网络运营者收集、使用个人信息，应当遵循合法、正当、必要的原则，明示收集、使用信息的目的、方式和范围，并经被收集者同意。网络运营者不得收集与其提供的服务无关的个人信息，不得违反法律、行政法规的规定和双方

的约定收集、使用个人信息。网络运营者收集、使用个人信息，应当公开其收集、使用规则”。《网安法》一并授予用户个人要求运营者删除违法违规或违反约定收集的个人信息、更正错误信息的权利，并建立惩罚机制等来保障这点落实。

然在当前经济环境下，信息即是财富，相关企业为了掌握更大主动权，通过各种渠道搜集用户个人信息后，加以“大数据”开发使用，却也是应市场需求而生，有其商业和社会公共价值。对此，《网安法》规定，“网络运营者不得泄露、篡改、毁损其收集的个人信息；未经被收集者同意，不得向他人提供个人信息。但是，经过处理无法识别特定个人且不能复原的除外”。经过对收集的个人信息适当处理使之“脱敏”，从而无法利用其定位某个人，可以为之。

纯个人信息收集和大数据开发并不为法所禁，但信息泄露和不正当使用却是立法难容。



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