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邵明

Abbott Laboratory
雅培公司

SUNNY YI
益晨旭

adidas Greater China
阿迪达斯大中华区

SHANG DONGNING
尚东宁

Agile Group
Holding Limited
雅居乐集团
控股有限公司

CHEN LEIMING
陈磊明

Ant Small and
Micro Financial
Services Group
蚂蚁小微金融服务集团

LI YUAN
李园

Autohome Inc
汽车之家

2019 ALB CHINA

TOP 15 GENERAL COUNSEL

As in previous years, ALB picks the top general counsel in the country. In this feature, they discuss how their experiences have moulded them into the leaders they are today, the challenges they have overcome, and the roads they have taken to the top of their field.

BY INES YANG

WANG ZHENG
王峥

China Literature Limited
阅文集团

ZHANG WEIDONG
张卫东

China Pacific Insurance
(Group) Co., Ltd.
中国太平洋保险
(集团) 股份有限公司

LIU ZHONG
刘中

China Resources
Land Limited
华润置地有限公司

PHOEBE TANG
唐斐

Danone Greater China
达能集团大中华区

GUO XIAOZHOU
郭小舟

Fosun
复星

2019 ALB CHINA

十五佳总法律顾问

和往年一样，《亚洲法律杂志》评选出了年度最佳总法律顾问。在本期封面故事中，我们倾听他们讲述过往经历如何塑造了今日的成就，也一起探寻哪些理念铸就他们当下不凡的人生。

BY INES YANG

FU TONG
傅彤

JD Digits Group
京东数科集团

XIAONING LIU

Matrix Partners China
经纬中国

SONG ZHE
宋哲

Meituan Dianping
美团点评

ZHAO BIN
赵斌

Qualcomm (China)
Holding Co., Ltd
高通(中国)
控股有限公司

SUN BIN
孙翀

Xiaomi Corporation
小米集团

Being one of China's top in-house counsel is no easy task.

"Since joining Qualcomm eight years ago, there hasn't been a cessation in battles involving the company's major global challenges," declares Bin Zhao, Senior Vice President of Qualcomm, Legal & GA.

For hi-tech companies such as Qualcomm, the legal focus is prioritized on defensive and protective actions, via litigation and dispute resolution, in essence, using its legal arsenal as a shield to help protect the company's business interests.

"A very prominent aspect is our response to antitrust investigations. The Chinese National Development and Reform Commission's antitrust investigation of Qualcomm is a landmark case. Although China's antitrust law was enacted in 2008, the actual antitrust investigation by Chinese law enforcement agencies was an unprecedented event at the time, requiring the legal team to quickly and precisely study the issue and then present the management team with our legal analysis promptly. This allowed us to amalgamate the consistency of our legal interpretation with the company's actual business model. In addition, it was necessary to coordinate with external lawyers, letting them know what the investigations' key focuses were and how they should pair up with the company's business model," says Zhao.

This investigation, which at the time seemed to have a big impact on Qualcomm's business, was resolved in a comparatively positive manner under the leadership of Zhao. Although a fine was paid, Qualcomm's essential business model was now protected, and its rectification plan was approved by the NDR Commission. In the end, more than 120 Chinese companies signed a new licensing agreement with Qualcomm. Under the supervision of the NDR Commission, Qualcomm has assisted the Chinese smartphone industry in further development and growth under a new penumbra of fair competition.

In addition, in the series of global litigation between Qualcomm and Apple

(with more than 20 taking place solely in China) encountering such frequent litigation is unimaginable in the legal affairs of other companies. In the end, Qualcomm and Apple reached a global settlement, and it was inseparable from the large amount of work and coordination efforts of the Chinese legal team, led by Zhao. "This case has had a major impact on the entire industry and even on the economies of the two countries. It is also a landmark case for Qualcomm," says Zhao.

Zhao felt that the achievements of the legal team were largely down to Qualcomm providing the opportunities to collaborate on major global projects.

Ant Financial which has a valuation of more than \$150 billion and is currently the world's largest financial technology company, represents the epitome of China's growth in technology finance in this era. At present, its legal team comprises more than 200 people. Under the leadership of general counsel & senior vice president Chen Leiming, a number of major innovative projects and transactions were completed, including the \$14 billion large-scale financing project completed in early 2018 and, the launch of the world's first blockchain cross-border remittance service, along with the Philippines' e-wallet company GCash, in June 2018.

Ant Financial, which is known as fintech's "apex predator", has additional technological challenges for its general counsel and legal team. Cheng Li, CTO of Ant Financial Services Group, says: "Leiming and his team have a deep understanding of the law and innovative broad digital services with which they use to protect our business. They attach great importance to the application of new digital technology in the professional field, using technology to enhance the ability to comply with regulations and anti-money laundering. They participate deeply in the company and promote major business innovation from a professional perspective."

In the field of digital textual services, China Literature Limited, the leading domestic company according to

"自从8年前加入高通公司,对于公司经历的重大性全球挑战的应战就没停止过。"高通公司法律及政府事务全球高级副总裁赵斌律师坦言。

对于像高通公司这样的高科技公司,最重要的、也是其最吸引眼球的当属防御性、保护性法律事务,以及诉讼、争议解决类法律事务,即利用法律武器来捍卫公司业务。

"很突出的一个方面就是应对反垄断调查,其中中国发改委对于高通公司的反垄断调查是一个标志性案件。虽然中国的反垄断法在2008年就已颁布,但中国执法部门的反垄断调查在当时还是一个前所未有的事情,这就要求法务团队必须快速且准确地学习,同时尽快向管理团队提供我们的法律分析,论证法律解读与公司业务模式的一致性;此外,还要协调外部律师,让他们理解审查的要点应如何匹配到公司的商业模式上",赵斌律师介绍道。

这个在当时看来对高通公司业务有重大影响的调查案,在赵斌律师的带领下获得了较理想的解决。虽然支付了罚金,但高通的基本商业模式得到保护,作出的整改方案也获得发改委认可,120多家中国企业最终与高通签署了新的授权协议。在中国发改委的指导下,高通公司协助中国智能手机行业在新的公平竞争环境下进一步发展壮大。

另外,在高通公司跟苹果公司全球系列诉讼中,其中有20多个发生在中国,这样的高频诉讼也是其他公司法务难以想象的。最终,高通公司与苹果在全球范围内达成和解,离不开赵斌律师带领中国区法务团队在其中投入的大量工作与协调努力。"这个案子对整个行业、甚至对两个国家的经济都产生了重大影响,也是高通的一个里程碑式案件。"赵斌律师告诉ALB。

赵斌律师感慨,担任总法带领法务团队取得的这些成就,很大原因是高通公司给法务团队提供了接触这些全球瞩目大案要案的时代机遇。

而估值已超1500亿美元、目前为全球最大金融科技公司的蚂蚁金服,代表着这个时代中国科技金融企业成长的缩影。目前该法务团队共计200多人,在首席法务合规官和高级副总裁陈磊明律师带领下完成了诸多重大创新性项目和交易,包括2018年初完成的140亿美元的大规模融资项目,此外,基于蚂蚁金服在区块链专利技术方面的优势,AlipayHK于2018年6

汽车之家
看车·买车·用车

在瞬息万变中坚守法律本质



李园 / Li Yuan
汽车之家的法务负责人 / General Counsel,
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李园律师是中国领先的汽车互联网平台汽车之家的法律负责人，在互联网发展一日千里、法规不断更新更迭的环境下工作，她的致胜之道始终是兼顾“守底线”和“给方案”。

“作为公司法总要及时保持行业敏感度，保持对合规风险的前瞻性，法务工作需要和时代、和行业相结合，需要突破和创新”，李律师这样说。

随着汽车之家业态布局的拓展，法务部完成了几千万元到数十亿元量级的投资项目。投资是一个长期化体系化的工程，不仅要求法务对当前行业情况和政策要求有清晰的理解，甚至还需要对未来政策发展和风险演变进行预判。今年，法务部发起了汽车之家全网知识产权监控项目。这是一次全新的尝试，也是技术监控和法务维权的有机联动，主动面对风险并及时维权。

“我要求自己以及团队必须重视知识更新，要跟上法律的进程。互联网的热点瞬息万变，玩法层出不穷，但法律关系的本质如一，归根结底还是权利和义务的关系，法务要学会拨开表象抓住本质”，李律师说道。

双十一购车节是汽车之家年度重大活动之一，也是汽车之家连接万千消费者、各大汽车销售商、多方媒体平台最集中最紧密的时候。每年的主题都不一样，从线上到线下，从招商到落地，“乱花渐欲迷人眼”，李律师这样形容购车节的丰富玩法和多维度体验。

李律师说道：“这些关系无论被互联网网聚的多么复杂，在法务来看，都只是汽车之家与C端、B端或供应商之间的权利义务关系。万变不离其宗，只要抓住法律本质，事情就能迎刃而解。”

水至清则无鱼，业务要探索发展空间就会面临合规风险，要在通讯、媒体和科技（TMT）行业成为优秀的法总，就要在业务发展和法务合规两者之间找到平衡点，既要懂业务又要敢决策。

“我们是行业标杆，很多时候同行甚至竞品都是看汽车之家怎样做，他们跟着学”，李律师说。

《互联网广告管理暂行办法》刚出台的时候，要求网站对所有广告进行标识化处理。这个要求对传统的汽车之家广告资源管理是一个颠覆，不仅工作量巨大，在当时执法细则尚未配发的前提下，不进行标识会给平台带来处罚风险，而贸然加上广告标识可能给业务带来很大的客诉处理成本，这时候就要求法总了解自家业务逻辑和业务需求，同时把握好法律的红线，帮团队厘清分类，并敢于在大家各执己见时做最后决策。

“作为支持部门，法务部必须要跟上业务节奏，不能掉队，不然会跟不上业务的逻辑及思路，也就没办法帮业务解决问题”，李律师说，“一个法总在能帮业务解决问题时才能赢得尊重，而当业务真正尊重并信任你的时候，工作才能顺利开展。”

“落地而不是炫技”，李律师要求团队学会沟通，堆砌专业术语让对方一头雾水并不是有效的沟通，用他人能理解的语言使没有法律基础的人也能理解法务观点才是合格的法律。

最后，李律师指出团队的建设特别重要。她说：“领导的风格就是团队的风气，我特别强调沟通透明，我希望我的团队能互相帮忙及信任，人数不需要多，但每个人的能力都要很高，这样团队才能打硬仗、打胜仗。”

Li Yuan is in charge of the legal department at Autohome, the leading Chinese automotive Internet platform. She works in an industry where technology is developing rapidly, and regulations are changing constantly. Her winning strategy, she says, is to always take care of the bottom line, and provide a solution.

“As general counsels, we must remain sensitive to the changes in the industry and have a forward-looking attitude towards compliance risks,” Li says. “Our work needs to keep up with the times and reflect the changes in the industry, and we always need to break through and innovate.”

With the expansion of Autohome's business, the legal team has assisted in investment projects ranging from tens of millions to billions of dollars. Any investment is a long-term, systematic project that requires not only a clear understanding of current industry conditions and regulatory requirements, but also a sense of how the policies and risks will evolve in the future. This year, the legal department initiated an IP monitoring project for Autohome's network. This is a brand-new attempt to create an organic link between technical monitoring and protecting legal rights, with the company proactively combating risks and safeguarding its rights in a timely manner.

“I ask myself and the team to pay close attention to developments in order to keep our knowledge up to date. In this way, we can keep up with the progress of the law. The Internet is constantly evolving, and new strategies are constantly emerging, but the essence of the law stays the same,” says Li. “It all comes down to the relationship between rights and obligations. Legal professionals must learn to grasp the essence of this.”

The 11.11 Car Festival is one of the major annual events of Autohome, the time when the company connects most closely with thousands of consumers, major car dealers and media platforms. Every year, the theme is different. From online to offline, from attracting investment to landing the projects, Li says she is “amazed but also a little perplexed” at the various strategies and multi-dimensional experiences involved.

She says: “No matter how complicated these relationships are, from a general counsel's perspective, they are only the rights and obligations between Autohome and our consumer/business clients or suppliers. Grasping the essence of law means that anything can be solved.”

Any business will face compliance risks when it expands. To become a top general counsel in the communication, media and technology (TMT) industry, it is necessary to find the balance between business development and legal compliance. To achieve that, a lawyer must understand the business, and at the same time, have the courage to make decisions.

“We are the industry benchmark. A lot of our competitors follow our lead,” Li says. When China's Interim Measures for the Administration of Internet Advertising were first introduced, websites were required to identify all advertisements. This requirement acted as a challenge to the way Autohome traditionally manages its advertising resources. It not only added to the workload of Autohome, but also increased the company's risk of being sanctioned over failures to properly mark the advertisements. Putting out disclaimers would also hike customer complaint processing costs.

The legal team was not only required to have a general understanding of business needs, but also help in the proper classification of advertisements. Additionally, it needed to be firm and take the right decision in the face of differing opinions within the business.

“As a supporting department, the in-house legal team must stay updated on the work of business units. Otherwise, we won't be able to offer tangible business solutions,” says Li. “General counsels earn colleagues' respect when they succeed in solving problems, and when you are respected and trusted by your colleagues, your voice would be listened to.”

Li has asked her team members to sharpen their communication in order to deliver advice in the simplest manner possible, without resorting to excessive legal jargon. In her opinion, in-house lawyers should be able to clearly explain a situation to a person who has zero legal knowledge, in a language they can understand.

Finally, Li stresses that building the legal team in the right way is particularly important. She says: “The style of the leadership helps shape the style of the team. I emphasize transparency of communication. I hope that my team can help and trust each other. We don't need a lot of people, but everyone on the team has to be competent, so that we can fight hard and win battles.”

high-value IP, was established in 2015. Under the leadership of its general counsel, Wang Zheng, China Literature has partaken in almost all the precedent setting and notable cases with regards to copyrighted works in the e-books industry, and contributed a great deal to the strengthening of copyright protection for the entire industry.

At the end of 2017, China Literature was successfully listed in Hong Kong, taking only eight months from the official launch to listing. "Under time constraints, important tasks and extremely complicated situations, I led the legal team to participate in depth in the company's listing projects, including communication and coordination with the regulatory agencies in the process," Wang says.

After China Literature's listing, the overall control arising from connected transactions became the core of the legal team's work in 2018: from February 2018 onwards, with regards to the framework agreement governing related parties Wang led the team to start the development of a connected transaction framework agreement to facilitate a smooth and compliant development between China Literature and its connected parties; as of now, it has successfully signed 19 such agreements.

Wang still remembers the crisis in the industry in 2016. At that time, internet text-based infringement and piracy was rife. In particular, many large enterprises' peripheral businesses provided a path to allegedly infringing and pirating content in order to attract user numbers and traffic. "In the face of this very complex and multi-challenging environment, we received full support from our company's senior management and business departments. After a year of cooperation, the peripheral businesses of many large enterprises have been rectified to varying degrees. In that year, the development of the entire internet-based literary industry has been greatly boosted."

The Chinese market is currently the second largest globally for Danone. The Chinese infant nutrition market has endless potential, but it is also highly

This year's survey, exclusively sponsored by East & Concord Partners, was independently carried out by ALB's research team.

Methodology

The research was conducted through following aspects

- Self-nomination from general counsels;
- Survey to private practice lawyers;
- ALB editorial input.

Some of the key qualities that were taken into consideration were

- Scope and significance of work handled by the general counsels;
- Any significant initiatives launched by the general counsel in his/her current role;
- Feedback of GC's work from business partners and lawyers;
- Years of experience and previous work history;
- Awards and accolades.

regulated by the Chinese government. Under the leadership of Phoebe Tang, general counsel of Danone Group Greater China, the Danone legal department runs through every aspect of the business unit's operations and even determines if new products can successfully enter the Chinese market.

"The Chinese government has been very cautious about any new ingredients that end up in infant formula. Bifidobacterium breve M16V is a probiotic that is good for digestive health and is widely approved for use in infant formula abroad. After more than four years of efforts by the legal team, we successfully registered this probiotic in China, turning a huge regulatory pressure into one of market opportunity. The significance of this matter is not only one of commercial success, but we also work hard due to the motivation from hoping that Chinese consumers have access to the world's most advanced technology and products, which has great practical significance for improving products in China's entire industry," Tang says.

With the expansion of Autohome's business, its general counsel, Li Yuan, has led the legal department in

completing investment projects ranging from tens of millions to billions yuan. In May 2018, the Autohome completed a \$165 million convertible bond investment in the leading national online auction platform for used cars. On this project, Li led the team not only in formulating the structure at the M&A transaction level, but also in considering the subsequent business synergy, possible related party transaction compliance, and composing the investor's disclosure.

"Investment is a long-term, systematic undertaking that requires not only a clear understanding of current industry conditions and policy requirements, but also precognition of future policy developments and evolution of risk," Li says.

In Li's view, the general counsel assumes the role of protecting the company. To perform the role well requires "lean in", thinking ahead of the company's upcoming strategies and initiatives, researching, discovering problems, and discussing potential solutions all in advance. Once put into practice, the legal team can perform calmly at every step of any action.

For example, when the "Interim Measures for Internet Advertising Management" was first announced, websites were required to identify all advertisements. This requirement subverted traditional car home advertising resource management, not only with the huge workload, but also by inserting the premise that even where law enforcement regulations have yet been set out, the failure to identify will bring the risk of punishment to the platform, and indiscriminately identifying such advertising logos may give result in greater customer complaint processing costs for the company. At this time, the general counsel is required to understand the business rationale and needs of the company, and at the same time understanding the red lines of the law, helping the team to clarify the classification, and possess the bravery to make the final decision when everyone has their own opinions.

月联合菲律宾电子钱包GCash上线了全球首个区块链跨境汇款服务。

有着金融科技“独角鲸”之称的蚂蚁金服，对其总法及法务团队的要求也多了技术必须过硬这一项。如蚂蚁金服集团CTO程立先生所言：“磊明及其团队融合对法律的深度理解与数字普惠服务创新，为业务保驾护航；高度重视新数字科技在专业领域的应用，用技术推动合规、反洗钱等能力的提升；深度参与业务，从专业角度推动重大业务创新。”

在数字阅读领域，国内优质IP的领导者阅文集团自2015年成立以来，在总法律顾问王峥律师的带领下，阅文集团的诉讼维权工作开创了几乎网络文学行业相关版权工作的全部先例和经典案例，为整个行业版权保护贡献了极大的力量。

2017年底，阅文集团在香港成功上市，从正式启动到上市历时仅8个月。“在时间紧、任务重且极为复杂的情况下，我带领法务团队全程深度参与了集团的上市项目，包括过程中与监管机构等部门的沟通和协调。”王峥律师谈到。

阅文上市后，关连交易的整体把控也成为法务团队此后的一项工作核心：从2018年2月起，王峥律师带领法务团队开始制定关连交易框架协议，以满足集团与关连人士之间的业务可以顺利、合规开展；截至目前，已成功签订19项关连交易框架协议。

令王峥律师记忆犹新的是2016年行业经历的一次大的危机。当时整个互联网文字类侵权盗版现象泛滥，尤其是多家大型企业的相关业务也均通过涉嫌侵权的形式为盗版内容提供传播路径以此吸引海量用户和流量，“面对非常复杂且多重挑战的环境，我们争取到了集团高层和业务部门的全力支持。经过一年通力合作，多家大型企业的相关业务获得不同程度整改，那一年整个网络文学行业发展得到了极大的提振。”

中国市场目前已是达能全球第二大市场，其中的中国婴幼儿营养品市场潜力无穷，但同时受到中国政府的高度监管。在达能集团大中华区总法律顾问唐斐律师的带领下，达能法务部的身影贯穿业务部门运作的每一个环节，甚至决定着新的产品能否成功进入中国市场。

“对于应运于婴幼儿配方食品中的新的成分，中国政府一直持非常谨慎

今年三月份，《亚洲法律杂志》(ALB)启动了2019 ALB China十五佳总法律顾问评选，这也是ALB连续第五次观察和调研中国法律市场上优秀的总法律顾问，这个榜单在经过数月的调研后出炉，为您呈现15位来自中国不同行业的顶尖的总法律顾问，他们展现了高超的法律技能、对商业战略的深刻理解以及前瞻性的思维，同时也带领着高质量的法务团队为公司的发展保驾护航。

2019 ALB China十五佳总法律顾问榜单由天达共和律师事务所独家赞助，ALB调研团队独立完成。

评选方法

ALB的调研包括以下三个方面

- 公司总法律顾问提交的材料；
- 向律师发出的调查问卷；
- ALB调研团队对市场的观察和判断

评选标准

- 总法律顾问工作的难度和重要性；
- 由总法律顾问发起的重大项目；
- 业务部门及外部律师对总法律顾问工作的评价；
- 担任总法律顾问的时长和在法律领域的从业经验；
- 个人获奖经历

的态度。短双歧杆菌M16V是一种有利于肠道健康的益生菌，在国外被广泛批准使用于婴幼儿配方食品中。经过法法规团队四年多的努力，我们将这株益生菌在中国成功注册，将巨大监管压力转化为巨大市场机遇。但这件事的意义不止于商业上的成功，我们努力的动力是希望中国消费者有机会接触到世界最先进的科技和产品，这对提升中国整个行业的产品更迭都具有重大现实意义。”唐斐律师谈到。

随着汽车之家业态布局的拓展，法务总监李园律师带领法务部完成了几千万到十数亿元量级的投资项目。2018年5月，汽车之家完成了对国内领先二手车线上拍卖平台——天天拍车1.65亿美元的可转债投资。在该项目中，李园律师带领团队不仅在并购交易层面上制定架构，更主要的是考量后续业务协同的对接、可能产生的关联方交易合规性、对投资者披露口径的把握。

“投资是一个长期化体系化的工程，不仅要求法务对当前行业情况和政策要求有清晰的理解，甚至还需要对

未来政策发展和风险演变进行预判。”李园律师谈到。

在李园律师看来，总法承担着为公司保驾护航的角色，而发挥好角色需要lean in，提前想到公司大方向下的下一步战略和举措，提前启动研究、发现问题、讨论潜在解决方案，经过这样的演练，在每一步动作上团队方可做到从容不迫。

比如《互联网广告管理暂行办法》刚出台的时候，要求网站对所有广告进行标识化处理。这个要求对传统的汽车之家广告资源管理是一个颠覆，不仅工作量巨大，在当时执法细则尚未配发的前提下，不进行标识会给平台带来处罚风险，而贸然加上广告标识可能给业务带来很大的客诉处理成本，这时候就要求总法了解自家业务逻辑和业务需求，同时把握好法律的红线，帮团队厘清分类，并敢于在大家各执己见时做最后决策。

重新定义法务部

阿迪达斯大中华区副总裁、总法律顾问、首席合规官益晨旭律师向ALB介绍了阿迪达斯大中华区自前年发起、在去年大面积铺开的一个项目：将法律服务深度融合到业务流程中——该项目的一大亮点是由益晨旭律师带领的法务团队主动发起并全程主导的。

“全公司6000多名员工、大中华区共计12000多家店，这么大的组织每天都有员工进进出出，但很多员工需要法务部介入的时点要么过早要么过迟，于是我们想到法务部在这里面应该牵头做点什么。”益晨旭律师介绍道。

获得公司管理层的支持后，益晨旭律师抽调法务部几位律师开始整体梳理业务部门工作流程，“实际上很多公司的法务部是不需要如此细致地知道各项工作流程的，但当我们全部了解后，我们发现这是一个双赢的结果：我们更了解业务部门的痛点，同时也帮助业务部门识别并防范业务过程中的高频风险点，以及业务部门引入法务部的最佳时点。”

益晨旭律师将所有这些工作落实成针对不同业务部门的法律流程指引，且每半年更新一次，极大优化了公司内部各项流程。虽然只是个跨部门项目，但却启发了益晨旭律师对总法及法务部的全新定位，“法务部应跳出支持部门的角色定位，某种程度上应主动去引领业务部门，如果一味被动地支

REDEFINING LEGAL

Vice president, general counsel and chief compliance officer of adidas Greater China, Sunny Yi, described to ALB a project initiated by adidas Greater China two years ago and developed widely last year: the deep integration of legal services into business processes. One of the highlights of this project was initiated by the legal team headed by Yi and leading the whole process.

"The company has more than 6,000 employees and more than 12,000 stores in Greater China. Such a large organisation has employees moving in and out every day, but for many employees, the intervention of the legal department comes either too early or too late, so we thought that the legal department should take the lead in addressing this," Yi states.

After receiving support from adidas' management, Yi dispatched several lawyers from the legal department to comb through the business department's processes. "In fact, many companies' legal departments do not need to know the workflow in such a detailed way, but once we did, we found this to produce a win-win result: we understand the points of concern for the business, and also help the business identify and prevent common risk factors in its process, and this was, in fact, the best time for the business to get to know the legal department."

Yi has adapted the different business units' work into legal processes and guidelines, subject to update every six months, thereby greatly optimising the company's internal processes. Although it is only an inter-departmental project, it has created new understanding in Yi as to the position of general counsel and the legal department. "The legal department should escape the moniker of support department. To some extent, it should take an initiative to guide the business department, as opposed to passively supporting and 'fire-fighting' which could surely be regarded as wasting the value of the legal department."

If the legal department in the first instance defines itself as a supporter, how can we reverse the "prejudice" of the business to the legal department?

Working side by side with the business units and providing forward-looking legal advice in a timely manner requires the legal department to have both a macro and an industry-focused perspective and being au fait with the business' operations. To a certain extent, the legal department plays the role of the "military arm" of a business that is constantly advancing, and plays an important role in "calming the troops".

Danone Group is now an industry leader in cross-border e-commerce. China's regulatory policy for cross-border e-commerce was finalized in November of last year. However, over the past three or four years of rapid development of the cross-border e-commerce industry, in an environment where the regulatory framework and regulatory policies were unclear, the question of how consumer goods companies such as Danone can "blindly navigate" and reap the rewards of developing cross-border e-commerce and opportunities arising at the time were questions posed to every such company.

"Under the premise that the overall environment is full of uncertainty, should our business development continue? At that time, we saw many large enterprises were either rushing ahead or stopped in their tracks, because cross-border e-commerce is a very new format in China. Three or four years ago one could hardly find any legal experts in this field, so we tasked the legal department to first deepen its knowledge in this field and then to raise expertise in a short time to protect the business when it decided to 'test the waters'. It can be said that the legal department played a key guiding role in every major decision-making aspect of the group with respects to the cross-border e-commerce business," says Phoebe Tang, general counsel of Danone Greater China.

In addition, Tang led her legal department in actively participating in legislative discussions, understanding the areas of focus and concern of regulators, and then proposing feasible solutions as a company to jointly promote the stable and rapid development of cross-border e-commerce business in China.

持与'救火',那么法务部存在的源头价值是否已有所偏离?"

如果法务部首先将自身圈定为支持者角色,那么又如何扭转业务部门对法务部的“偏见”呢?与业务部门并肩作战、及时提供前瞻性法律意见,需要法务部首先具备一种宏观视角、熟稔业务运作的产业视角。一定程度上,法务部门担当着业务部门不断往前冲的“军师”角色,也起着“稳定军心”的重要作用。

达能集团如今是跨境电商领域的业界翘楚,中国对于跨境电商的监管政策也于去年11月尘埃落定。但在跨境电商行业迅速发展的过往三四年内、在当时法规框架和监管政策均不明朗的环境下,像达能这样的消费品企业如何“摸着石头过河”、抓住跨境电商的发展红利与时代机遇,是当时摆在每个消费品企业面前的挑战。

“在大环境充满不确定性的前提下,我们的业务开发要不要继续前行?当时看到很多大型企业要么操之过急要么止步不前,因为跨境电商在中国是个非常新的业态,三四年前几乎找不到这方面的法律专家,所以我们要求法务部自己先深钻这个领域、短时间内成为这方面专家从而为业务部门的‘试水’保驾护航。可以说,法务部在集团跨境电商业务中的每个重大决策制定中都起到了关键指引作用。”唐斐律师告诉ALB。

此外,唐斐律师带领法务部也积极参与立法讨论,了解监管者的关注焦点和疑虑,然后作为企业提出可行解决方案,共同力促跨境电商业在中国的稳定快速发展。

对于高通来说,除了防御性和诉讼类业务,其法务部另一项工作重头就是全方位保驾业务部门的项目进展。在高通,任何一个并购项目或合资、独资企业项目,前面通常含盖一个定语:重大。去年,高通总部收购NXP这一在半导体行业具有巨大影响的跨国交易举世瞩目,赵斌律师带领法务部就涉及中国境内的部分提供法律支持,并按照中国法律程序进行经营者集中申报,协助总部与商务部和有关部门就该交易的批准条件进行深入沟通。此项交易总金额为470亿美元。

“虽然由于多种因素该项目未能最终交割,但在整个过程中,我们作为法律人,在政府审查过程中与相关部门的对接是非常成功的。法务部不仅要具备很好的法律技能,同时也要对

与时俱进，随时迎接挑战——

ALB对话高通中国负责法律及政府事务全球高级副总裁赵斌律师

ALB：您被选为ALB十五佳总法律顾问之一，可否简单介绍您在高通发过的代表性项目？

赵斌律师：作为高通中国的总法律顾问，我处理过的重大项目可分为三大类：防御性的案件、与业务发展直接相关的项目，以及风险投资项目。这几类项目数量众多，我简要介绍一下其中有代表性的一些项目。

2013年高通公司接受中国发改委长达两年多的反垄断调查，最后双方达成和解，在这一过程中，我领导中国法律团队，在总部的指导下，为和解的达成发挥了重要作用。随后高通公司又经历了日本、韩国及台湾地区反垄断机构甚至美国公平贸易委员会的调查，我领导中国法律团队和总部及内部各相关部门紧密配合，在应对上述调查的过程中提供了有力的支持。此外，在高通公司跟苹果公司全球系列诉讼中，我领导中国法律团队密切配合总部，为在中国进行的二十多个诉讼提供法律支持。最终我们和苹果公司在全球范围达成和解，这对两个公司甚至整个行业都产生了积极影响。在和在中国手机厂商魅族诉讼中，中国法律团队配合总部积极开展相关工作，最后也实现了双方的和解，起到了良好的示范效应，随后我们几乎和中国所有主要客户都签署了经过中国发改委验证的专利授权协议。

在业务发展方面，我们和中国政府、大型国有企业例如中芯国际以及大唐等合作，共同组建合资公司，推动整个第四代及第五代移动通信技术在工业上的应用。我领导中国法律团队在高通公司收购NXP的过程中，与中国监管部门就诸多复杂的法律问题进行了充分沟通和澄清，收购项目虽然由于诸多原因未能最终交割，但是我们所展现出的专业水平有目共睹。

我们亦设立投资风险基金，投资于中小型的初创企业，例如今日已成为著名独角兽公司的小米公司。这些投资项目中，我领导中国法律团队提供了全程法律支持，解决了很多法律问题，保证了项目的顺利推进。

另外，我们还有一个已持续了将近五年多的商标案件。一家中国公司认为它拥有高通商标而起诉我们。但是，在中国我们从未把高通两个字作为商标使用，而是作为在中国注册的公司名称，目前这一案件我们已取得了一些有利的进展。这个案件正好见证整个中国的知识产权发展，特别是在商标领域的法治进步。这不仅仅是争夺一个两个字的商标或企业名称，在这个过程中它更体现了整个中国法治发展的进程，意义非凡。

ALB：高通公司是全球无线技术的领军企业及创新推动者。担任高通公司的总法律顾问的难度及挑战如何？您如何解决？

赵斌律师：作为总法律顾问，一定会承受很大压力。比如前面提到的反垄断调查，是各个国家或地区针对一家公司开展的，可供借鉴的先例并不多。由国家或地区反垄断机构针对一家公司先后发起多宗大型反垄断调查，在世界范围内亦属罕见，这是其他公司法律团队的领导难能体会到的。

作为高通中国的总法律顾问，我必须时刻配合总部的法律团队，以及公司其他国家的法律团队。而对其他国家或地区政府发起的反垄断调查，我要时刻了解其事态发展以及每个国家或地区提出的法律挑战和重点，然后要在各个国家或地区不同的法律框架下解决难题，做协调统一。最后在我所负责的中国，我需要向中国的政府主管部门、法院、行业协会、合作伙伴和媒体等做好解释澄清工作。

这些案件都涉及非常复杂的法律挑战。反垄断法被称为经济宪法，它不像通常的合同违约那样可以简单地通过赔偿予以解决，而是涉及很多方面的复杂问题；同时，2013年国家发改委发起针对高通公司的反垄断调查时，反垄断在中国还是个较新的概念，各个方面都在探索中。作为总法律顾问，就要在这一过程中保持清醒，在巨大的压力下保持从容稳健并能冷静理智的应对，找出对双方都有益处的解决方法，这是非常重大的挑战。

另一个难度在于高通公司所遇到的法律问题都有巨大的社会影响。通常情况下，很多企业或行业里的问题根本就无需外界知晓，外界亦无意了解。但从媒体对高通公司的报道来看，我们处理的问题很多时候会



影响到整个行业，因此常常引起整个行业甚至社会的关注。因此，每个案件我们不仅要准备法律层面的应对，还要准备媒体层面的应对方案，并及时保持与政府的良好沟通，为整个行业提供一个清晰、合理的解决方案。

最后，外界目前仍未能真正理解高通公司的商业模式，因此我们仍会受到各种挑战。作为总法律顾问，我需要在不同的场景与不同类型的人士沟通，比如立法者、执法者，以及行业内部人士，去不断说明和捍卫高通公司的商业模式。

作为高通中国的总法律顾问往往要应对超出一般公司法律顾问的工作。我也是在不断总结经验，力求做到更好。

ALB：通讯科技发展一日千里，如何能在此行业成为顶尖的总法律顾问？

赵斌律师：总法律顾问要能够承受巨大压力，需要保持平和开放的心态尽可能冷静，认真去解决挑战。

好的总法律顾问也必须要好学。我要求团队不断学习以提高及更新法律知识，这也包括我自己。我早年并不是知识产权律师，但我自己花很多时间在工作之外学习知识产权，特别是专利方面的知识，并了解整个反垄断法的体制。现时不断有新的法律法规，比如网络信息安全等。我要求自己不断更新自己的知识，与时俱进。

另外，总法律顾问必须致力于搭建一个很好的团队来支持自己的工作。我选取有专长并且具有团队合作精神的人来加入我的团队保证团队协作能力，设立培训项目保证专业学习能力，建立互相搭配的人员配置体制保证项目服务质量，以及筹办团队活动加强团队交流，从而确保整个团队的良性运转。

最后，总法律顾问要理解自己所在的行业，充分配合业务人员，了解公司在所在地区及行业的愿景及中长期计划，这样才能更有效地运用法律知识为公司业务部门作出支持。

ALB：您的职责有随着行业发展而有所改变吗？您如何应对这些挑战？

赵斌律师：我作为总法律顾问也要变成公司的形象大使，走进公众视野宣传公司，这个角色转变对总法律顾问本身就是个挑战。在国际大公司担任地区总法律顾问，我不仅是名律师，也要负责政府关系，代表公司与相关政府主管部门进行专业沟通，让政府和政策制定者理解我们行业和我们公司，理解我们的愿景、技术及商业模式，这都需要很好的沟通技巧。我亦要跟行业协会和媒体交流，举办座谈会等，澄清不实陈述及更正误解，向大众宣传高通公司的业务和多年来的贡献。

同时我也要兼顾公司内部的合规，甚至是内部审计及行政，找出有可能会出现问题的地方，保证公司能合法合规地经营。这也是工作职责范围扩大的一部分。在这种环境下，总法律公司需要扮演的角色越来越多，要求我必须持续学习，提高自己并与时俱进，才能应对这些挑战。

For Qualcomm, in addition to its legal department's defensive and litigation work, they are also looking after the interests in all aspects of the business' projects. At Qualcomm, any M&A, joint venture or sole ownership project usually is preceded by one word: significant.

Last year, Qualcomm's acquisition of NXP, a multinational transaction with great repercussions for the semiconductor industry, attracted worldwide attention. Zhao led the legal department in providing legal support for the Chinese portion, and submitted parties' centralised declarations in accordance with Chinese legal procedures. The legal department also assisted headquarters in communicating with the Chinese Ministry of Commerce and relevant departments on the approval conditions of the transaction. The total transaction was valued at \$47 billion.

"Although the project was not finalised due to a variety of factors, during the whole process, as a servant of the law, we were very successful in communicating with relevant departments during the government review process. The legal department must not only have good legal skills but at the same time, we must have an expert understanding of the entire industry and the situation with regards to market development. Especially with Qualcomm's major transactions and projects, it is not enough for the legal department to provide legal support, instead, we must also clearly, accurately and convincingly put the company's operating model and vision to government personnel, judicial personnel, and media colleagues," Zhao says.

It is also necessary to mention that one of the distinctive features of Qualcomm's position of general counsel is that the coordination of internal communications is not simply a soft skill, but a hard indicator and a major factor that contributes to the smooth running of the business. In addition to his own given title of "external gatekeeper and ambassador", Zhao also serves as the key "channel" within the company. On the one hand, he serves as a timely conveyance of the government's new

industrial policy or legislative spirit, informing the business about "what can't be done" while also giving a "how else to do it" solution. On the other hand, he also reports the progress of China to Qualcomm headquarters in a timely manner. To ensure smooth internal communications and coordination, there are many differences in culture, systems and business environments that need to be overcome.

GAZING BOTH DEEP AND FAR

Under the leadership of Li Yuan, legal director of Autohome Inc., the legal department initiated the monitoring project of the Autohome website this year. For Autohome, there is undoubtedly a natural link between technical monitoring and legal rights protection. In the view of Li, as general counsel of a TMT business' leader, the resources available and challenges faced are different from other companies.

"Autohome is a giant of automotive content media, so its demand for IP protection is higher; and as Autohome itself has strong data processing capabilities, it resulted in us having the idea of seamlessly connecting automatic monitoring and legal rights protection. With the support of the technical department we have successfully implemented this idea," Li says.

Li added that she should fully understand the resources within his reach, have the creativity and ability to use said resources to realise potential solutions, obtain the support of other teams within the company, and achieve his purpose of safeguarding the legal rights and interests of the company.

According to adidas' financial report, the overall revenue of the group was increased by 8% to 21.9 billion euro in 2018. Among them, Greater China has once again achieved double-digit growth, and Yi's work as the general counsel of the Greater China region spearheaded the indispensable work of her legal department. With the rapid development of the sports industry, Yi has never dared to slacken the pace, as the higher the industry rises, the greater the competition intensifies.

整个行业、市场发展态势具备专家级的了解，特别是在高通这些重大交易和项目中，法务部仅提供法律支持是远远不够的，我们还要清晰准确地将公司的运作模式与愿景有说服力地传达给政府人员、司法人员、媒体同仁。”赵斌律师谈到。

还有必要提及作为高通总法的一个特别之处是：内部沟通协调不单纯是一个软技能，而是真正助力业务顺利进展的硬指标、重大职责所在。赵斌律师除了是其自称的“既是守门人，也是对外形象大使”之外，同时赵斌律师也承担公司上传下达的关键“通道”功能，一方面及时将政府新出台的产业政策或立法精神传达给业务部门，告知“哪些不能做”的同时也给出“怎样才能做”的解决方案；另一方面，也及时将中国的事态进展报给高通总部。要保障内部顺畅的沟通协调，这中间又有文化、体制、商业环境等诸多差异需要克服。

看的深更看的远

在法务总监李园律师的带领下，法务部今年发起了汽车之家全网知产监控项目。对于汽车之家来说，无疑是一次技术监控和法务维权的有机联动。在李园律师看来，作为一家TMT领先企业的总法，可以支配的资源 and 面临的挑战都异于其他企业。

“汽车之家是汽车内容媒体的巨头，因而保护知识产权方面需求更高；而且汽车之家本身具备强大的数据处理能力，所以我们产生自动监测和法律维权无缝衔接的想法，并取得了技术部门的支持，成功地将这个想法落实”李园律师谈到。

作为总法，李园律师补充道，应充分了解手中的资源，具备利用资源实现潜在解决方案的想象力和执行力，抓取公司其他团队的支持，达成维护公司法律权益的目的。

据阿迪达斯财报显示，2018年集团整体营收同比增长8%至219亿欧元，其中大中华区再次实现两位数增长，益晨旭律师作为大中华区总法带领法务部所做的工作功不可没。而身处运动快消产业的飞速发展，益晨旭律师始终不敢有一丝懈怠，因为越是往上走的行业、越是汇集更激烈的竞争。

“最后胜出的一定是在产品创新与业务模式创新方面走在前列的企业，这决定着阿迪达斯2019年将重点发力电商业务，同时将现有店面资源打通，力求实现最便利消费者的终端送达，而

adidas

Proactive in-house legal teams may be hardly visible



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Sunny Yi, one of the top 15 general counsels named by ALB this year, has been the general counsel for global sportswear giant Adidas in Greater China for almost seven years and she has taken a leadership role for 14 years. Managing a legal team in a corporation that runs 400 retail stores and 12,000 franchise stores in the territory, she believes that a leader must be able to position the team well and deal with uncertainties as they arise.

In a commercial company, the legal team is a cost center rather than a moneymaker. It could be difficult for the team to get more resources or attention in such a big corporation, says Yi, explaining the first challenge she faces as general counsel.

"I encourage my team to be more proactive to solve potential problems before they become real. The paradox is that the legal team will be less visible when there seem to be no issues at all. This is where the general counsel comes into play," she says. "You need to mention your legal team to the senior management whenever possible, to talk about the work that has been done."

Amid the dynamism of China, where changes come fast and there are geopolitical considerations, Yi has to study the uncertainties and analyze the risks in order to give concise answers to the business team.

For example, she says, "Sometimes the law is so broad that you don't know how it is enforced by the governments in different cities. You also need to see how political factors might impact running business in China."

In such cases, the general counsel cannot simply say yes or no when approving different projects. To achieve more desirable results, sometimes conditions and recommendations are needed.

And to be a top general counsel in any industry, Yi believes in the "three Cs" principle – be confident, collaborative and creative.

"You are the representative of the legal function in this company, so you must be confident when representing your department in front of the management or in the conferences," Yi says.

To be truly confident of delivering the right message, a general counsel must work hard to fully understand the business and give advice relevant to the game. Without understanding the logic behind the business decisions or models, he or she will look weak, talking about something that is beyond his or her expertise.

"You present your advice in a confident manner to show people that in-house lawyers are professional and still have the hard skills they acquired from the law firms. Otherwise, others might question if this is valid advice," Yi says.

The second C is collaborative, which refers to being more interactive and making people accountable rather than just doing what you are asked.

"Collaboration is different from cooperation. Being cooperative means you give solutions and answer questions whenever you're needed. But that only means you are responsive," Yi says.

It is more important to collaborate, when both sides take equal responsibilities. You identify an issue and tackle it together with the business team by dividing the work," she explains. "Without input from the business team who know the market and products better, the legal team cannot provide a solution that addresses the business target best by only looking at potential legal consequences."

The legal team in the company has the responsibility to impart legal knowledge to the others and guide them through the complex legal world. The effective ways to do so include organizing legal training for the others, producing legal guiding booklet to the commercial teams and so on.

"If you play a guidance role, things will be different. Instead of telling people what to do, you inspire them for them to take the lead. You ask open questions to inspire them to think and come back with a better proposal," Yi says. "This is more interactive communication."

After all, the legal team is not only a supporter but also an adviser of the business. By offering legal advice, it helps the business team shape the business strategy and adjust the business initiatives.

To complement the company's business development, Yi's team has prepared working manuals for other departments to use as a guideline and advise them when it becomes necessary to get the legal team involved.

The last C is creative. And Yi believes this is about incubating alternative solutions to make things possible when they may seem otherwise.

"Others may think of the legal team as naysayers and conservatives who avoid taking risks. They expect us to say no to this and that. But actually we are thinking more about how to get things done without violating the law," Yi says.

She calls it a positive challenge for in-house counsels to practice their creativity and come up with feasible solutions. They must have the willingness and ability to be creative.

"When the general counsel does that, the legal team will follow suit. Every leader should be a role model," she advises.

A willingness to adapt to change is also essential. For Yi's team, the digital revolution has been making work more efficient and with better utilization of resources.

Last but not least, general counsels, even though they now work in-house, must stay attuned to the latest developments in the legal industry, Yi says, to understand how they will impact the business.

“The ultimate winner will be the company that is at the forefront in both product innovation and business model innovation. This fact led adidas to determine that it must focus on its e-commerce business in 2019. At the same time, it will utilise existing store resources to achieve the most convenient consumer outlet, and any problems regarding supply allocation, legal issues, channel distribution and others will be resolved by the cooperation of the legal department and the business. The overall trend must be the digital upgrade of new retail opportunities and the integrated operation of our e-commerce platform and offline stores.” Yi told ALB.

As Chinese consumers’ spending on nutritional products expands every year, the boost to the industry from consumption increases is highly noticeable. Tang says that foreign brands have occupied most of the market share in previous years, but a clear trend in the past two years is the rapid emergence of domestic companies, both in intangibles, tangibles, workforce, and technology. These factors added together has narrowed the gap with the top foreign companies.

“We are very pleased to see this new competitive situation, because only with full competition can real vitality be brought to the market, which will promote the more sustainable development of the whole industry. In addition, on June 3, seven national ministries and commissions jointly issued a plan for the promotion of domestic infant formula. This demonstrates the full extent of the government’s legislative approach to open and regulate the industry. At the same time, it strongly encourages domestic companies to ‘go global’ and encourages foreign companies to ‘come in’ to invest or cooperate to achieve cooperative win-win results.” Tang says.

The copyright of literary works and their derivative rights have always been the bedrock of China Literature. With increasing attention on intellectual property rights, the division of labour within the copyright industry chain has become clearer, and the business areas of China Literature have become more

diversified and segmented. “In the face of rapid development and changing business conditions, knowing how to provide support to the business in a timely, efficient and consistent manner is a very big challenge for China Literature’s legal team,” Wang says.

In the past two years, China Literature has partaken in an astronomical value lawsuit and a series of online communication infringement cases. These results not only consolidate the rights of China Literature at the legal level, but also have great significance and far-reaching influence on the copyright protection of the entire online literature industry. Last year, Wang made IP protection the core of her work. Separate to her work in constructing and improving the internal IP protection system, he has never ceased thinking about and trying new models, new areas and new methods of IP protection.

Wang was very impressed that at the end of 2017, China Literature was successfully listed in Hong Kong in only eight months. “China Literature’s IPO was a time-critical, task-critical and extremely complex project. The legal department was involved and responsible for communication and coordination with the regulatory authorities. As a leading digital reading platform and literary IP nurturing platform, China Literature, on the back of its IPO and future development, will face more difficult and complicated legal issues – our legal team will continue its self-learning, development and growth to help the group’s business to grow both at home and abroad.”

At Qualcomm, the legal department invests a significant portion of energy into the company’s venture capital business each year, even though this aspect is less well-known compared to its globally defensive litigation or large-scale cross-border investment M&A, but they reflect Qualcomm’s mission – a commitment to building a sustainable industrial ecosystem, so that more enterprises can participate in co-construction and achieve common growth, which fits with the cooperation and win-win concepts that China now advocates.

背后的货源调配、法律问题、渠道分销等问题有待法务部与业务部门合力解决，但新零售的数字化升级以及电商平台与线下门店的一体化运营一定是趋势所在。”益晨旭律师告诉ALB。

随着中国消费者在营养品上面的支出每年都在扩大，消费升级给这个产业注入的活力是十分可观的。唐斐律师介绍说，传统上来看，外资品牌在过去几年占据大部分市场份额，但近两年一个明显趋势是国内企业正迅速崛起，无论在硬件、软件、人才储备、技术水平上都渐渐与国外一流企业缩小了差距。

“我们非常欣喜看到这个新的竞争态势，因为只有充分竞争才会带给市场真正活力，才会促进整个行业更加良性地发展。另外，6月3日国家七部委联合印发了国产婴幼儿配方乳粉提升行动方案，充分表现了政府对这个行业是开放和管控并存的监管思路，同时大力鼓励国内企业‘走出去’、也鼓励外资企业‘走进来’投资或合作，实现彼此合作共赢的良好态势。”唐斐律师谈到。

文学作品的版权及其衍生权利一直是阅文集团立足发展的根本。随着知识产权愈发被重视，版权产业链的分工愈发完善，阅文集团的业务领域亦愈发呈现多元化和细分化的趋势。“面对快速发展和变化的业务情况，如何及时、高效且契合地完成业务层面的支持工作，这对于阅文集团法务团队来说是个非常巨大的挑战。”王峥律师谈到。

近两年，阅文经历了天价诉讼案以及一系列网络传播侵权案。这些成就，不仅在法律层面巩固了阅文集团的维权成果，也进一步对网络文学行业版权保护产生巨大意义与深远影响。在过去的一年中，王峥律师更将知识产权保护作为工作核心，除了构建完善内部知识产权保护体系外，从未停止对于知识产权保护的新模式、新领域、新方法的思考与尝试。

而阅文在2017年底历时仅8个月成功在香港上市，让王峥律师尤为感慨，“阅文的IPO项目是一个时间紧、任务重且极为复杂的系统工程，法务部全程参与其中并负责与监管部门的沟通协调。阅文集团作为引领行业的正版数字阅读平台和文学IP培育平台，随着上市及进一步发展，将会面临更多更艰难和复杂的法律问题，我们法务团队会继续不断学习、开拓和成长，助力集团海内外业务节节攀升。”

在高通，法务部每年都会投入相当

保护网络文学行业版权的领军者—— 对话阅文集团总经理、总法律顾问王峥

At the Forefront of Copyright Protection for Online Literature——

Interview with China Literature's General Manager and
General Counsel Wang Zheng



王峥 / Wang Zheng
阅文集团总经理、总法律顾问 / General
Manager and General Counsel of China
Literature Limited

ALB：作为阅文集团总法律顾问以及今年ALB十五佳总法律顾问之一，您的工作重点在哪里？

王律师：文学作品的版权及其衍生的权利是阅文集团立足发展的根本。随着知识产权愈发被重视，版权产业链的分工愈发完善，阅文集团的业务领域亦愈多元化和细分化。如何及时、高效且契合地完成法务层面的支持工作是个非常巨大的挑战。

中小型的盗版小说网站屡禁不止是目前法务维权工作中的顽疾。我们法务维权团队建立并不断完善监测处置机制，在2018年就屏蔽了800余万条侵权链接。但仅靠正版网络文学企业自身持续高成本的投入，虽可缓解侵权盗版带来的危害，却无法根治问题。我们仍需要立法、司法机关和各级行政主管部门的关注和指导，完善相关法律法规、创新执法手段、加大侵权惩处力度。

ALB：阅文为国内数字阅读与优质IP的领导者，您发起过哪些重大项目？

王律师：阅文在2017年11月于香港成功上市，我带领法务合规交易团队，担当公司内部与外部律师间内外配合的桥梁。我亦带领诉讼维权团队及政府事务团队在IPO过程中处理某企业对阅文发起的重大诉讼，确保该案未对集团上市产生任何负面影响。

自阅文成立以来，我带领的诉讼维权团队开创了几乎网络文学行业相关保护版权工作的全部先例和经典案例。2015年底，阅文集团起诉某集团旗下浏览器、某搜索引擎信息网络传播权侵权，最终胜诉，同时该案也对网络文学行业版权保护产生了深远影响。

ALB：您认为如何才能成为顶尖的总法律顾问？

王律师：总法首先必须具备综合性的法律素养，能结合企业业务、时代大环境的发展，学习探究相关领域新知识，掌握全面的法律知识并融会贯通，以解决企业所面临的法律问题。

总法扮演着“守门员”与“助推器”的双重角色，不仅要要在企业日常运作中防范潜在法律风险，还要在企业面对重大复杂的法律问题时，准确迅速地做出法律判断。

另外，总法要熟悉业务发展趋势及关注行业动态，才能更加宏观地为企业做好业务风控，真正的做到从单纯地“防范风险”过渡到有效地“创造价值”。

最后，总法要有灵活的团队管理及领导能力，鼓励并带领法务团队及时沉淀知识，帮助每名成员成长，同时搭建完善的工作制度以致规范化、标准化、流程化，打造一支稳健的法务团队。

ALB: As the General Counsel of China Literature Limited and one of ALB's top GCs this year, what do you focus on in your work?

Wang: The copyright and the other derived rights of literary works are fundamental to the development of our company. With the increasing attention to IP rights, the division of labour in the copyright industry chain has become more sophisticated, and the business areas of China Literature have also become more diversified and segmented. How to offer timely, efficient and appropriate legal support is a major challenge.

The emergence of small and medium-sized pirated novel websites, even when they are banned repeatedly, is a constant problem. Our litigation team established and has been continuously improving a monitoring and managing mechanism. We have blocked more than 8 million infringing links in 2018. However, the constant investment made by online literature enterprises in solving this problem, even though it can reduce the harm caused by infringement and piracy, is not the cure. We still need the attention and guidance of the legislative, judicial, and administrative departments at all levels, to improve related laws and regulations, innovate law enforcement methods, and increase the penalty for infringement to deal with these issues.

ALB: China Literature is a leader in the domestic digital literature and IP space, what major projects have you initiated?

Wang: China Literature was successfully listed in Hong Kong in November 2017, the legal and compliance team under my leadership serves as a bridge between the internal and external lawyers. I also led the litigation team and the government affairs team to handle a major lawsuit initiated by another company when we went public, making sure that the case did not have any negative impact on the listing.

Since the establishment of China Literature, the litigation team led by me has handled almost all the unprecedented and classic cases in the field of online literature copyright protection. At the end of 2015, China Literature sued another group for its browser and search engine's infringement of our right to communicate works to the public over information networks, and ultimately won the case. This has had a profound impact on the online literature industry.

ALB: What are the traits of a top general counsel?

Wang: Good general counsels must first have a comprehensive legal literacy. They need to integrate the business and the overall market environment into new knowledge and comprehensive legal knowledge to be able to provide effective legal solutions.

General counsels play the dual role of the “goalkeeper” and the “booster”. They not only protect their company against potential legal risks in the daily operation, but also make accurate and rapid legal judgments when the company faces major and complicated legal issues.

In addition, they should be familiar with the business development trend and pay attention to the industry dynamics, so that they manage risks macroscopically, realizing the transaction from simply “preventing risk” to effectively “creating value”.

Finally, general counsels must have flexible team management and leadership skills to encourage and lead the legal team to learn and to grow. At the same time, they need to set up a standardised process to help create a strong and stable legal team.

“The best example is Xiaomi. When Xiaomi was founded, it didn’t find favour with many people, but Qualcomm, as one of the few initial VCs, has borne witness to the growth of Xiaomi. We will clearly indicate our funding support in the contract, technical support programs, follow-up service level cooperation, and our legal team has followed up and guided the whole process.” Zhao says that although the monetary amount on the VC project may not be large, there is a substantial significance behind every project Qualcomm invests in. The company is very optimistic and supportive of Chinese start-ups in leading the development of China’s new economy.

In addition to “outside support”, Xiaomi’s “core strength” is also very robust. Under the leadership of Sun Bin, the chief legal officer of Xiaomi Corporation, Xiaomi has achieved excellent results from its IPO, intellectual property management, major investment acquisitions, and litigation at home and abroad. Cui Baoqiu, CTO of Xiaomi Group, once said this of Sun: “Dr Sun’s engineering sciences and legal background are one and the same. The legal department under her leadership has integrated legal and intellectual property services with technological development, which has greatly strengthened the company’s legal risk monitoring and protection of intangible assets.”

Under the leadership of Group General Counsel Dr. Song Zhe, over the past 12 months, Meituan Dianping has completed its listing on the Hong Kong stock exchange, the acquisition of Mobike, and tasks including a continuous refinement of privacy policy. One such task that has had far-reaching impact on the development of the industry is to guide the legal department in improving Meituan Dianping’s platform governance. This helped the development of Meituan Dianping’s platform ecosystem onto a healthy development track and provided a useful and fruitful exploration of internet platform governance as applied to the field of “local living” services.

FOUNDATIONAL COMPETITIVENESS

Tang has been general counsel for 12 years and feels that the most profound thing is that as general counsel, one must possess strong commercial acumen, which can quickly and accurately follow logic and the trends of business development, thus helping enterprises make judgements in business. Of course, the mastery of the legal profession itself is a given.

“In the face of the increasingly competitive Chinese market, compared to foreign lawyers, the underlying competitiveness of Chinese legal persons is our thorough understanding of national policies, interpretation of national laws and regulations, and precise understanding of China’s national conditions. In relation to corporate legal affairs, it also possesses a higher stratum of competitive advantage, that is, our local knowledge is closely integrated with our deep understanding of industry developments and business operations.”

Tang went on to point out that as a company’s legal counsel, one must have the big picture in mind and avoid tunnel vision in the division of responsibilities. In addition, with regards to developing a big picture regarding time, people cannot just focus on what work is being done right now, but also looking ahead to anticipate what kind of work will be needed in the future – what needs to be done to achieve this lofty ambition? In addition, one has to attempt to anticipate what new developments will happen to the industry or the company tomorrow. Are one’s own abilities and insights proactively keeping pace with the rapid development of the industry?

When Zhao and Yi spoke on this point, they emphasised the importance of diligence. Although a cliché, there really is no shortcut to refining one’s foundational competitiveness.

Zhao believes that to be a good general counsel, one must first build a high-quality team with unbeatable underlying competitiveness. Achieving this goal is a test of the ability and acumen of a general counsel. “I

一部分精力在风险投资业务上，尽管这些业务在知名度上略逊于那些全球瞩目的防御性诉讼案或大型跨境投资并购案，但却体现了高通的宗旨——致力于搭建一个可持续发展的产业生态系统，从而包容更多的企业参与共建、实现共同成长，恰好契合中国提倡的合作共赢新理念。

“最好的例子就是小米。小米刚成立的时候不被很多人看好，但高通作为最开始为数不多的几个风投之一，一直伴随小米的成长。我们在合同里会明确注明现金支持数额、技术支持方案、后续服务层面合作，以及法律团队全程事无巨细地跟进和指导。”赵斌律师说，尽管风投单个项目上的金额并不算大，但高通投资每个项目的意义都是十分重大的，高通非常看好并支持中国初创企业领跑中国新经济的发展势能。

而除了“东风”，小米“内功”也很过硬。在小米集团首席法务官孙翀律师的带领下，小米一路走来在IPO、知识产权管理、重大投资收购、海内外诉讼案中均取得优异成绩。小米集团CTO崔宝秋曾这样评价孙翀律师，“孙翀博士理工科和法学功底兼具，她带领下的法务部将法律及知识产权服务与科技发展相融合，大幅度加强了集团的法律风险监控和无形资产保护。”

美团点评在总法宋哲博士的带领下，在过去的12个月里相继完成香港上市、收购摩拜、持续迭代隐私政策等工作，其中一个对行业发展有深远影响的工作是指导法务部完善了美团点评的平台治理，助力美团点评平台生态圈建设迈入健康发展轨道，对本地生活服务领域互联网平台治理进行了有益且卓有成效的探索。

底层竞争力从无捷径可循


唐斐律师担任总法已有12个年头，感触最深的就是作为总法一定要有非常强的商业敏锐度，能够迅速且准确地把握商业发展逻辑与趋势，从而助力企业做出商业判断。当然，对法律专业的精通是应有之义。

“面对竞争日益激烈的中国市场，相较外国律师，中国法律人具备的底层竞争力就是我们对国家方针政策的吃透、对国家法律法规的解读、以及对对中国国情的精准理解，而公司法务在这上面还具备更高一层的优势，即我们的本地知识还与我们对行业发展、商业运作的深刻了解紧密结合。”

personally attach great importance to staffing, overall team planning, cooperative environments, flexible working arrangements of project teams, follow-up talent team building, and the overall learning atmosphere of the team. With China's rapid economic development, today's lawyers must constantly update their knowledge in addition to preserving their initial zest. One must stand at the forefront of both law and industry, especially as general counsel."


Yi regards herself as a "chief bookworm" and digests all kinds of books. "Many legal skills used today were never taught in law school. Legal knowledge studied years ago may end up in obsolescence today. If you can't keep learning, you'll be relegated, no matter what position you hold. Competition is very candid, and only those who are diligent can maintain their handle on business, always

sensitive to the political and economic environment, and understand the development of the industry and market. To do all this, one must read books." Yi shared with ALB.

"I require my team and me to pay attention to updating our knowledge and keeping up with legal processes. Today, the integration of automotive and Internet innovation is a trend within the development of the industry. In the past, the internet was only an information medium for the automobile industry. Now the internet has become the driving force of the automotive industry on many levels. The internet's hotspots are always in flux, and the game is constantly changing. But the essence of legal relations remains the same, it comes down to the relationship between rights and obligations, and the company's legal counsel must learn to drive down to the essence of the issue," Li points out. 

赵斌律师与益晨旭律师在谈到这点时，均强调了勤奋的重要性。虽然是老生常谈，但底层竞争力的炼成真的没有捷径可循。

赵斌律师认为，对于一个好的总法来说，首要一点是要搭建一个底层竞争力无懈可击的高水平团队，而实现这个目标，颇为考验一个总法的能力与智慧，“我个人是非常重视人员配置、团队整体规划、是否有合作精神、项目组灵活工作安排、后续人才梯队搭建、以及团队整体学习氛围的。在中国经济发展日新月异的今天，律师们除了保持初心，更要不断更新知识结构、站在法律及行业的前沿，总法尤要如此。”

“今天在用的很多法律技能，是当年法学院里从来没教过的；当年学的法律知识，今天也有很多早已过时。如果不能保持持续的学习，人是要被淘汰的，无论坐在什么样的位置上，因为竞争是非常现实的。唯有勤奋的人能保持业务的精进、始终对政治经济大环境保有敏感度、洞悉行业发展与市场。”益晨旭律师跟ALB分享道。 



DANONE
ONE PLANET. ONE HEALTH



We are not only business partner; we are part of Business!

Danone is playing in health and nutrition sector, which is highly regulated in China. E.g. for infant formula product, from formula design, manufacturing, import and sales, every step is strictly ruled by relevant regulation. GC and the team are closely involved in almost every business project guiding the business team to the right direction and proving pragmatic solutions. In the meanwhile, the team actively participated in government's legislation, and support the legislators to shape the regulatory framework for the industry.

Apart from usual in-house work, like contracts review, advertising review, brand protection, litigation, M&A projects. Phoebe's team focuses more on how to drive the business development and make direct contributions to topline growth. With this objective, the team drives the registration of new products engine in China in order to introduce most advanced products to Chinese consumers, realizes finished products registration to pave the way for market access, and advises the business on most cutting-edge business models, e.g. cross-boarder e-commerce.

Phoebe's team has cozy and caring culture. The entire team works as a family supporting and loving each other. In the meanwhile "business excellence" is a core value of the team. The team is highly recognized by both global and China management team and frequently receive all kinds of rewards from the company.