

Guanming Fang



Areas of Practice

*Corporate/
Mergers and
Acquisitions/
Strategic Alliances/
Licensing/
Private Equity
Transactions*

Contact Information

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Profile

Guanming Fang is a Member in Womble Carlyle's Corporate and Securities Practice Group and the team leader of the Firm's China Initiative. She advises mid-market companies in their mergers and acquisitions, strategic alliances, private equity transactions, and other corporate transactions. She has represented U.S. and international (particularly Chinese) clients across a broad range of industries, including manufacturing, distribution, service, life sciences, and information technology.

Guanming brings to the service of her clients her unique bi-cultural and bi-lingual background. Guanming grew up in China and is fluent in Chinese Mandarin and Cantonese, in addition to English. Her innate understanding of the Chinese culture enables her to explain complex U.S. legal principles and business issues in a language and manner that is easy for her Chinese clients to understand. She also uses this unique background to help U.S. companies navigate the intricate political, legal, economic and relationship web in China. Guanming is a frequent speaker on legal issues relating to U.S.-China cross-border transactions.

Guanming is the co-author of *Investing in Private U.S. Companies, a Special China Edition of the Growth Company Guide*, TechJournal South, 2009; and *Guide for Expanding into the U.S. Market*, 2010.

Guanming is also the co-founder and Chairman of Georgia-China Alliance, a non-profit organization devoted to promoting business exchanges between the United States and China.

Representative U.S. - China Transactions

- Represent U.S. research institute in its high profile strategic alliance with a Chinese biotech company and a Chinese high technology development zone.
- Represent Chinese companies in their expansion into the U.S. market, including developing investment strategies; negotiating incentives and other investment conditions with state and local governments; negotiating investment and real estate acquisition documents; structuring, negotiating and documenting business transactions with third parties; and providing general counsel regarding the U.S. market and legal environment.
- Represent company with operations in China in its private offering in the U.S. market.
- Represent U.S. companies in structuring, negotiating and drafting various contracts with Chinese companies, including technology license agreements, manufacturing and distribution agreements, and service agreements.

- Represent U.S. companies in their expansion into the Chinese market, including establishing representative offices, joint ventures and wholly-owned subsidiaries.

Other Representative Transactions

- Lead U.S. counsel for global acquisition transactions of a Japanese company with a total purchase price of over \$300 million.
- Lead counsel in the sale of a business for a cash payment of \$8 million and an earn-out of up to \$20 million.
- Primary counsel in a complex acquisition of a company for a purchase price of over \$23 million, involving the acquisition of stock from an ESOP with a Section 338(h)(10) election, separate acquisition of several real properties in a 1031 like-kind exchange, and a divestiture of a business division prior to the closing.
- Primary counsel in the acquisition of the assets of a company for a purchase price of over \$100 million.
- Represent a public REIT in its reorganization and sale over a period of more than two years.

Honors

- Named to "Georgia Rising Stars" by *Atlanta Magazine*
- Named to "Who's Who in Law & Accounting" by the *Atlanta Business Chronicle*
- Named to "Who's Who in Asian American Communities" by the *WAAAC Committee*

Professional Activities

Bar Associations: State Bar of Georgia, Business and International Sections, Executive Committee, Technology Law Section, 2003-2005.

Admitted to bar 1998, Georgia.

Prior Legal Experience

Associate, Arnall Golden Gregory LLP, Atlanta, Georgia, 1998-2006;
Summer Associate, Arnall Golden Gregory LLP, Atlanta, Georgia, 1997.

Education

B.A., 1985, Zhongshan University, P.R.C.; J.D., *magna cum laude*, 1998, Florida State University College of Law, *Order of the Coif*.

Civic Activities

- Co-founder and Chairman, Georgia China Alliance;
- Fellow, Society of International Business Fellows
- Board of Directors, Georgia Asian Pacific American Bar Association;
- Advisory Board, China Research Center;
- Board of Directors, Zoo Atlanta, 2006-2008;
- Board of Directors, Chinese Business Association of Atlanta, 2001-2005;
- Board of Directors, National Association of Chinese Americans – Atlanta Chapter, 1999-2000.

Sample Presentations

“China's Labor Contract Law, Its Impacts and Outlook,” Luncheon Briefing, co-sponsored by Womble Carlyle Sandridge & Rice, PLLC and China Research Center, June 25, 2009.

“Negotiating and Drafting Partnership and Outsourcing Agreements,” *The Legalities of Doing Business in China*, organized by National Business Institute, August 19, 2008.

“New Legal Developments and Challenges,” *China Business Briefing*, organized by China Research Center, February 22, 2008.

“The Challenges of Doing Business in China,” *Doing Business in China: The Ethical Landscape*, organized by the Southern Institute for Business and Professional Ethics, July 26, 2007.

“Introduction of the New Chinese Company Law,” *Doing Business in China Seminar*, organized by The Institute of Continuing Legal Education in Georgia, September 29, 2006.

“Negotiating Contracts with Chinese Businesses,” *Doing Business in China Seminar*, organized by The Institute of Continuing Legal Education in Georgia, September 28, 2005.

“China’s Implementation of Its WTO Commitments and Its Effects on Business,” *The U.S.-China Business Forum: Building Prosperity Between Georgia and China*, organized by the U.S. Chamber of Commerce and the Georgia Department of Economic Development, May 4, 2005.



房冠明

简历

房冠明女士是稳博律师事务所 (Womble Carlyle Sandridge & Rice PLLC) 的合伙人及事务所中国小组的负责人。她的业务专注于公司合并和收购、策略联盟、非上市股权交易、技术许可及其他涉及公司经营的法律问题。房律师代理的客户包括各规模的美国与外国公司 (尤其是中国公司)，所跨行业广泛，包括制造业、产品分销、商务服务业、生命科学及信息科学等。房律师还经常就公司形式、股东关系以及在美国经营的具体问题等，向美国及外国公司提供咨询。房律师的一个得天独厚的优势是她的中英双语和双文化背景。房律师生长在中国广东，除精通英语之外，还能说流利的普通话和粤语。她经常能够凭借对中国文化的熟悉，把复杂的美国法律原则和商务问题以通俗易懂的语言向中国客户解释，并帮助美国客户理清错综复杂的中国政治、经济及关系网。房律师经常就中国合同法、中国公司法、中国劳动合同法等题目做各种讲座。

职业领域：

公司法
公司合并和收购
策略联盟
技术许可
非上市股权交易

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房律师是《美国拓展业务指南》和《投资美国非上市公司》两书的合作者。

房律师一直活跃于亚特兰大市商业界和华人社团。她积极与政府及其他组织进行合作，促进中美关系。房律师是乔治亚中国联盟的发起人之一，现任其理事长。乔治亚中国联盟成立于 2004 年，是一个立足于促进中美之间的商务及经济关系的非营利机构。

中美跨国业务包括

- 帮助中国公司进入美国市场，服务包括策划投资结构，与州及地方政府谈判优惠待遇及其他投资条件，谈判各项投资文件
- 帮助中国公司在美国购买房地产，以及谈判业务上所需的各种合同
- 帮助中国公司在美国市场进行私募筹股
- 向中国公司提供总体的法律服务和关于美国市场和法律环境的咨询
- 为中国公司收购美国公司提供咨询

- 帮助美国公司与中国公司进行各种合同的策划，谈判和起草相关技术转让合同、中美大学之间的合作合同以及服务合同等
- 帮助美国公司在中国成立办事处及外商独资企业
- 与中国律师协作帮助美国公司处理在中国的法律问题

其他代表性业务包括：

- 作为首席法律顾问，帮助客户以总计约二千八百万美元的售价出售公司，包括八百万美元的现金支付，和约二千万美元的售后履行待付款
- 作为主要代理律师帮助一家上市公司按税法 338 (h) (10) 条款并购另一家由 ESOP 控股的公司，该交易还涉及按照税法 1031 条款进行多项不动产的单项购买，以及在交易成交前某些业务部门的分立
- 作为主要代理律师代理客户购买价值六亿余美元的公司资产
- 连续两年多代理某上市不动产投资信托公司，帮助其重组和出售
- 代理数十家公司进行公司股票和财产的收购和出售
- 代理客户谈判起草数十个技术转让合同和其他合同

荣誉

- 2005 年，被“亚特兰大”杂志 (Atlanta Magazine) 评选为“乔治亚州成长中的新星” (Georgia Rising Stars) 之一
- 2005 年，被“亚特兰大商业记事”报 (Atlanta Business Chronicle) 列入法律和会计师界名人录 (Who's Who in Law & Accounting)
- 2007 年，被美籍亚裔社团名人选委会 (“WAAAC Committee”) 列入美籍亚裔社团名人录 (“Who's Who in Asian American Communities”)

职业活动

- 乔治亚州律师公会会员，商业法和国际法分会成员
- 律师执照：乔治亚州 (1998)

教育背景

- 1985 年，中山大学外语系，学士学位

- 1998 年，佛罗里达州立大学，法学博士(J.D.) 【“**优等毕业生**”(Magna cum laude, Order of the Coif)】

社区活动

- 乔治亚中国联盟理事会理事长，现任；
- 中国研究中心顾问委员会顾问，现任；
- 亚特兰大动物园董事会董事，2005-2008；
- 亚特兰大中国商会理事会理事及法律顾问，2001-2005
- 全美华人协会-亚特兰大分会理事会理事，1999-2000