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BM INTELLIGENCE

B M INTELLIGENCE INTERNATIONAL LIMITED

邦 盟 滙 駿 國 際 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8158)

**PLACING OF NEW SHARES
UNDER GENERAL MANDATE
AND
RESUMPTION OF TRADING**

Placing Agent



KINGSTON SECURITIES LIMITED

THE PLACING

On 22 February 2007, the Company has conditionally agreed to place, through the Placing Agent on a fully underwritten basis, 74,200,000 Placing Shares to independent investors at a price of HK\$0.218 per Placing Share.

The Placing Shares represent approximately 19.88% of the existing issued share capital of the Company of 373,170,000 Shares and approximately 16.59% of the Company's issued share capital of 447,370,000 Shares as enlarged by the Placing.

The Placing Price was fixed on the day of which the Company and the Placing Agent entered into the Placing Agreement, i.e. 22 February 2007. The Placing Price of HK\$0.218 per Placing Share represents a discount of approximately 16.15% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.26 on the Last Trading Day, being the latest trading day before the date of this announcement; and (ii) the average closing price of HK\$0.2442 in the last 5 consecutive trading days prior to the date of the Placing Agreement. The Placing Price of HK\$0.218 per Placing Share represents a discount of approximately 28.43% to the average closing price of HK\$0.3046 in the last 10 consecutive trading days prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Share and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing are fair and reasonable based on the current stock market conditions and in the interests of the Company and the Shareholders as a whole.

The Placing is conditional upon, among other things, the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

The gross proceeds from the Placing will be approximately HK\$16.18 million. The net proceeds of approximately HK\$15.70 million from the Placing is intended to be used for general working capital. The Company will publish further announcement to notify the Shareholders in the event that the Directors decided to change the intended purpose of the net proceeds.

The Placing is subject to termination on the occurrence of, amongst other things, any event of force majeure (which include events set out in details below) at or before 10:00 a.m. on the completion date of the Placing.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the GEM has been suspended from 9:30 a.m. on 22 February 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the GEM from 9:30 a.m. on 23 February 2007.

THE PLACING AGREEMENT DATED 22 FEBRUARY 2007

Issuer

B M Intelligence International Limited

Placing Agent

The Placing Agent has conditionally agreed to place in aggregate of 74,200,000 Placing Shares on a fully underwritten basis and will receive a placing commission of 2.5% on the gross proceeds of the Placing. The Directors (including the independent non-executive Directors) consider that the placing commission is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

To the best of the Director's knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in GEM Listing Rules) of the Company.

Placees

The Placing Agent will place the Placing Shares to not fewer than six Placees, each of whom and their respective ultimate beneficial owners (where applicable) (i) are third parties independent of the Company and connected persons of the Company (as defined in GEM Listing Rules); and (ii) are independent of the other Placees of the Company and its connected persons. It is not expected that any individual Placee will become a substantial Shareholder (as defined under the GEM Listing Rules) of the Company immediately after the Placing.

Placing Shares

The Placing Shares represent approximately 19.88% of the existing issued share capital of the Company of 373,170,000 Shares as the date of this announcement and approximately 16.59% of the Company's issued share capital of 447,370,000 Shares as enlarged by the Placing.

Ranking of Placing Shares

The Placing Shares will rank, upon issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price was fixed on the day of which the Company and the Placing Agent entered into the Placing Agreement, i.e. 22 February 2007. The Placing Price of HK\$0.218 represents a discount of approximately 16.15% to the benchmarked price of the Shares, which is the higher of (i) the closing price of HK\$0.26 on the Last Trading Day, being the latest trading day before the date of this announcement; and (ii) the average closing price of HK\$0.2442 in the last 5 consecutive trading days prior to the date of the Placing Agreement. The Placing Price of HK\$0.218 per Placing Share represents a discount of approximately 28.43% to the average closing price of HK\$0.3046 in the last 10 consecutive trading days prior to the date of the Placing Agreement.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agent with reference to, among the others, the prevailing market price of the Share and the business performance of the Company. The Directors (including the independent non-executive Directors) consider that the terms of the Placing are fair and reasonable based on the current stock market conditions and in the interests of the Company and the Shareholders as a whole.

General Mandate

The Placing Shares will be issued under the general mandate ("General Mandate") to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the annual general meeting (the "AGM") of the Company held on 30 August 2006 subject to the limit up to 20% of the issued share capital of the Company as at the date of passing the resolution at the AGM (i.e. 74,204,000 Shares). As at the date of this announcement, no Shares were issued under the General Mandate.

Conditions of the Placing

Completion of the Placing is conditional upon:

- (i) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
- (ii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure event.

Termination and force majeure

The Placing Agreement may be terminated by the Placing Agent if at any time at or before 10:00 a.m. on the date for completion of the Placing Agreement, there occurs:

- (i) **the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or**
- (ii) **the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the**

United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing of the Shares by potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or

- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the placing of the Shares to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.**

The Directors (including the independent non-executive Directors) are not aware of the occurrence of any of such events as at the date of this announcement.

Completion of the Placing

The conditions set out in the Placing Agreement are expected to be fulfilled on or before 8 March 2007, or such later date as may be agreed by the Company and the Placing Agent and the completion of the Placing will take place on or before the third business day after the Placing Agreement become unconditional.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PLACING

The Directors (including the independent non-executive Directors) consider the timing of the fund raising by the Placing is appropriate as the recent stock market has shown strong sentiment and the Placing will be attractive to the potential investors. The Directors (including the independent non-executive Directors) consider that the Placing represents an opportunity to raise capital for the Company to enhance the general working capital base.

USE OF NET PROCEEDS

The gross proceeds from the Placing will be approximately HK\$16.18 million. The net proceeds of approximately HK\$15.70 million from the Placing is intended to be used for general working capital. The Company will publish further announcement to notify its Shareholders in the event that the Directors decided to change the intended purpose of the net proceeds. The net proceeds raised per Share upon the completion of the Placing will be approximately HK\$0.2116 per Share. The Company will bear the expenses related to the Placing (including, among the others, the underwriting commission, documentation fee, legal fee and printing cost), which is expected to amount to approximately HK\$0.48 million.

FUND RAISING ACTIVITIES

There is no capital raising activities of the Group in the last 12 months immediately before the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

Shareholders	As at the date of this announcement (Shares)	Per cent. (approximately)	Immediately after the Placing (Shares)	Per cent. (approximately)
Mr. Lo Wah Wai (Note 1)	154,050,000	41.28%	154,050,000	34.43%
Mr. Ip Yu Chak (Note 2)	84,220,000	22.57%	84,220,000	18.83%
Public:				
- The Placees (Note 3)	-	-	74,200,000	16.59%
- Other public Shareholders	134,900,000	36.15%	134,900,000	30.15%
Total	373,170,000	100.00%	447,370,000	100.00%

Notes:

1. These Shares are held by the wholly-owned subsidiaries of Mr. Lo Wah Wai, the executive Director, of which 76,890,000, 63,024,000 and 14,136,000 Shares are held through Williamsburg Invest Limited, Mangreat Assets Corp. and Homelink Venture Corp. respectively.
2. These Shares are held by the wholly-owned subsidiaries of Mr. Ip Yu Chak, of which 77,380,000 and 6,840,000 Shares are held through B & M Associates Limited and World Standard Development Limited respectively.
3. Such Placing Shares would be allotted and issued upon completion of the Placing.

GENERAL

The principal activity of the Company are the provision of business, accounting and corporate development advisory services, company secretarial services, translation services, assets valuation services and funds and wealth management services.

The existing authorised share capital of the Company consists of 1,000,000,000 Shares out of which 373,170,000 Shares are issued and fully paid up.

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the GEM has been suspended from 9:30 a.m. on 22 February 2007 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the GEM from 9:30 a.m. on 23 February 2007.

TERMS AND DEFINITIONS

“Board”	the board of Directors
“Company”	B M Intelligence International Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the GEM

“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People's Republic of China
“Last Trading Day”	21 February 2007, being the last full trading day for the Shares
“Placees”	any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of 74,200,000 new Shares pursuant to the terms of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 22 February 2007 in relation to the Placing
“Placing Price”	HK\$0.218 per Placing Share
“Placing Share(s)”	an aggregate of 74,200,000 Shares to be placed pursuant to the terms of the Placing Agreement. The aggregate nominal value of the Placing Shares agreed to be issued is HK\$742,000
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
B M Intelligence International Limited
Lo Wah Wai
Chairman

Hong Kong, 22 February 2007

As at the date of this announcement, the executive Directors of the Company are Mr. Lo Wah Wai and Mr. Wong Wai Tung; the independent non-executive Directors are Mr. So Kwok Wai, Mr. Lee Kwong Tong, Mr. Lui Tin Nang and Mr. Liu Ming Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

**For identification only*