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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

Placing Agent



KINGSTON SECURITIES LIMITED

THE PLACING

On 6 November 2007, the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Company agreed to place, through the Placing Agent, an aggregate of 90,000,000 Placing Shares, on a fully underwritten basis, to not less than six Placees who and whose ultimate beneficial owners are to be third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules) and not connected persons (as defined in the GEM Listing Rules) of the Company at a price of HK\$0.209 per Placing Share.

The Placing Price of HK\$0.209 represents (i) a discount of approximately 19.62% to the closing price of HK\$0.26 per Share as quoted on the Stock Exchange on the Agreement Date; (ii) a discount of approximately 12.63% to the average closing price per Share of approximately HK\$0.2392 as quoted on the Stock Exchange for the last five consecutive trading days prior to the Agreement Date; and (iii) a discount of approximately 6.90% to the average closing price per Share of HK\$0.2245 as quoted on the Stock Exchange for the last ten consecutive trading days prior to the Agreement Date.

The 90,000,000 Placing Shares represent (i) approximately 4.97% of the existing issued share capital of the Company of 1,810,880,000 Shares as at the date of this announcement and (ii) approximately 4.73% of the issued share capital of the Company of 1,900,880,000 Shares as enlarged by the Placing.

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.

The gross proceeds from the Placing will be HK\$18.81 million. The net proceeds of approximately HK\$18.25 million from the Placing is intended to be used for the general working capital of the Group and/or possible investment in the future when opportunities arise. As at the date of this announcement, no specific investment has been identified by the Group.

THE PLACING AGREEMENT

Date

6 November 2007

Issuer

Company

Placing Agent

The Placing Agent has conditionally agreed to place in aggregate 90,000,000 Placing Shares on a fully underwritten basis and will receive a placing commission of 2.5% on the gross proceeds of the Placing, which was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the market rate. The Directors are of the view that the placing commission is fair and reasonable. The Placing Agent and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules) and not connected persons (as defined in the GEM Listing Rules) of the Company.

Placees

The Placing Agent agreed to place the Placing Shares on a fully underwritten basis to not less than six Placees who and whose ultimate beneficial owners are to be third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules) and not connected persons (as defined in the GEM Listing Rules) of the Company. Immediately after completion of the Placing, none of the Placees will become a substantial Shareholder (as defined in the GEM Listing Rules).

Placing Price

The Placing Price of HK\$0.209 represents (i) a discount of approximately 19.62% to the closing price of HK\$0.26 per Share as quoted on the Stock Exchange on the Agreement Date; (ii) a discount of approximately 12.63% to the average closing price per Share of approximately HK\$0.2392 as quoted on the Stock Exchange for the last five consecutive trading days prior to the Agreement Date; and (iii) a discount of approximately 6.90% to the average closing price per Share of HK\$0.2245 as quoted on the Stock Exchange for the last ten consecutive trading days prior to the Agreement Date.

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

The Placing Shares

The 90,000,000 Placing Shares represent (i) approximately 4.97% of the existing issued share capital of the Company of 1,810,880,000 Shares as at the date of this announcement and (ii) approximately 4.73% of the issued share capital of the Company of 1,900,880,000 Shares as enlarged by the Placing.

Ranking of Placing Shares

The Placing Shares rank pari passu among themselves and with Shares in issue as at the date of this announcement.

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 AGM 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. 90,544,000 Shares). Up to the date of this announcement, no shares were issued under the General Mandate.

Condition of the Placing

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:

- a. **the introduction of any new law or regulation 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**
- b. **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**
- c. **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 make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.**

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Completion of the Placing

Completion of the Placing will take place within four business days after the fulfillment of the conditions of the Placing Agreement but not later than 31 December 2007 or such later date as may be agreed between the Company and the Placing Agent.

REASON FOR THE PLACING AND USE OF PROCEEDS

The principal activities of the Group are provision of business, accounting and corporate development advisory services, company secretarial services, translation services and funds and wealth management services.

The Directors consider the timing of the fund raising by the way of the Placing is appropriate in the view that the recent market sentiment has shown bullish signal due to the fresh funds inflowing from the PRC investors. The Directors consider various ways of raising funds and consider that the Placing represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Accordingly, the Directors (including the independent non-executive Directors) consider the Placing (including the Placing Price) is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The gross proceeds from the Placing will be HK\$18.81 million. The net proceeds of approximately HK\$18.25 million from the Placing is intended to be used for general working capital of the Group and/or possible investment in the future when opportunities arise. As at the date of this announcement, no specific investment has been identified by the Group. The net price raised per Placing Share upon completion of the Placing will be approximately HK\$0.203 per Placing Share.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The following table summaries the capital raising activities of the Group in the last 12 months immediately before the date of this announcement:

Date of announcement	Event	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds
22 February 2007	Placing of 74,200,000 Shares	HK\$15.70 million	For general working capital of the Group	Not yet utilized and currently treated as bank deposit

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

	As at the date of this announcement		Immediately after the Placing	
	Shares	Approximate %	Shares	Approximate %
Mr. Lo Wah Wai (Note 1)	616,200,000	34.03%	616,200,000	32.42%
Mr. Wong Wai Tung (Note 2)	2,020,000	0.11%	2,020,000	0.11%
Public:				
Places	-	-	90,000,000	4.73%
Other public Shareholders	<u>1,192,660,000</u>	<u>65.86%</u>	<u>1,192,660,000</u>	<u>62.74%</u>
Total	<u>1,810,880,000</u>	<u>100.00%</u>	<u>1,900,880,000</u>	<u>100.00%</u>

Notes:

- 1) These Shares are held by the wholly-owned subsidiaries of Mr. Lo Wah Wai, the chairman and executive director of the Company, of which 307,560,000, 252,096,000 and 56,544,000 Shares are held through Williamsburg Invest Limited, Mangreat Assets Corp. and Homelink Venture Corp. respectively.
- 2) Mr. Wong Wai Tung, the chief executive officer and executive director of the Company, beneficially owned those 2,020,000 Shares.
- 3) Such Placing Shares will be issued and allotted pursuant to the Placing.

GENERAL

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

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

TERMS USED IN THIS ANNOUNCEMENT

“AGM”	the annual general meeting the Company held on 29 August 2007
“Agreement Date”	6 November 2007, the date on which the Company and the Placing Agent entered into the Placing Agreement
“Board”	the board of Directors
“Company”	B M Intelligence International Limited, a company incorporated in the 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 the GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Placee(s)”	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 90,000,000 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 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 6 November 2007 entered between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.209 per Placing Share
“Placing Share(s)”	an aggregate of 90,000,000 Shares to be placed pursuant to the Placing Agreement
“PRC”	The People’s Republic of China
“Shareholder(s)”	holder(s) of the Share(s)

“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“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, 6 November 2007

As at the date of this announcement, the executive Directors of the Company are Mr. Lo Wah Wai, Mr. Wong Wai Tung, Ms. Yeung Sau Han, Agnes and Ms. Yu Sau Lai; the independent non-executive Directors are Mr. Lui Tin Nang, Mr. Chan Ho Wah, Terence and Mr. Cheung Siu Chung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website and the Company’s website at www.bmintelligence.com for at least seven days from the day of its posting.

** for identification purpose only*