



# One Direction

Towards Persistent Growth

目標一致 持續增長

Third Quarterly Report 2007

二零零七年第三季度業績報告

**BM** INTELLIGENCE

**BM Intelligence International Limited**

邦盟滙駿國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8158

# Our Vision

To be a **pre-eminent service** provider offering a **uniquely integrated and customized corporate consultancy solutions** to mid-size listed companies and private companies in the Greater China.



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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*This report, for which the directors of B M Intelligence International Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to B M Intelligence International Limited. The directors of B M Intelligence International Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this document 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 document misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）之特點

創業板乃為帶有高投資風險之公司提供一個上市之市場。尤其在創業板上市之公司毋須有過往溢利紀錄，亦毋須預測未來溢利。此外，在創業板上市公司可能因其新興性質及該等公司經營業務之行業或所在國家而帶有風險。有意投資之人應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方可作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

鑑於在創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要方法為透過聯交所為創業板而設之互聯網網頁上刊登，上市公司毋須在憲報指定之報章刊登付款報告披露資料。因此，有意投資之人應注意，彼等須閱覽創業板網頁，以取得創業板上市發行人之最新資料。

聯交所對本報告之內容概不負責，對其準確性或完備性亦不發表任何聲明，並明確表示概不就本報告全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告旨在遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定，提供有關邦盟匯駿國際有限公司之資料。邦盟匯駿國際有限公司各董事對此共同及個別承擔全部責任。邦盟匯駿國際有限公司董事在作出一切合理查詢後確認，就彼等所知及所信：(i)本文件所載資料在各重大方面均準確完整，並無誤導成份；(ii)並無遺漏任何其他事實，致使本文件任何陳述產生誤導；及(iii)本報告所表達之所有意見乃經審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

The board of directors (the "Board" or the "Directors") of B M Intelligence International Limited ("BM Intelligence" or the "Company") presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and for the nine months ended 31 January 2008 together with the unaudited comparative figures for the corresponding periods in 2007 as follows:

邦盟匯駿國際有限公司(「邦盟匯駿」或「本公司」)董事會(「董事會」或「董事」)現提呈本公司及其附屬公司(統稱「本集團」)截至二零零八年一月三十一日止三個月及九個月之未經審核簡明綜合業績，連同二零零七年同期之未經審核比較數字如下：

## UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

## 未經審核簡明綜合收益表

	Notes 附註	Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元 (Restated) (經重列)	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元 (Restated) (經重列)
<b>Revenue</b>					
Cost of services provided	2	收益 已提供之服務成本	19,109 (14,187)	12,507 (10,101)	49,292 (42,601)
<b>Gross profit</b>					
Other income		毛利 其他收入	4,922 370	2,406 234	6,691 865
Administrative and operating expenses		行政及經營開支	(8,397)	(2,931)	(8,295)
Gain on sales of available-for-sale financial assets		出售可供出售之金融資產之收益	121	-	-
Impairment of available-for-sale financial assets		可供出售之金融資產之減值	(1,667)	-	-
Operating (loss)/profit		經營(虧損)/溢利	(4,651)	(291)	(7,027)
Finance costs	3	融資成本	(64)	(52)	(54)
Share of results of associates		應佔聯營公司業績	3,212	634	2,046
<b>(Loss)/Profit before income tax</b>		除所得稅前(虧損)/溢利	(1,503)	291	568
Income tax expense	4	所得稅開支	-	-	-
<b>(Loss)/Profit for the period</b>		本期間(虧損)/溢利	(1,503)	291	568
Attributable to:		下列應佔:			
Equity holders of the Company		本公司股本持有人	(1,494)	300	576
Minority interests		少數股東權益	(9)	(9)	(8)
(Loss)/Profit for the period		本期間(虧損)/溢利	(1,503)	291	568
Dividends	5	股息	-	-	-
(Loss)/Earnings per share for (loss)/profit attributable to equity holders of the Company during the period	6	本期間本公司股本持有人應佔(虧損)/溢利之每股(虧損)/盈利			
Basic		基本	(HK0.08) cents 港仙	HK0.02 cents 港仙	HK0.03 cents 港仙
Diluted		攤薄	N/A 不適用	N/A 不適用	HK0.08 cents 港仙

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS:

## 簡明財務報表附註：

### 1. Basis of preparation

These unaudited condensed consolidated quarterly financial statements are prepared in accordance with accounting principles generally accepted in Hong Kong and the accounting standards issued by The Hong Kong Institute of Certified Public Accountants. They have been prepared under the historical cost convention.

The principal accounting policies used in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 30 April 2007.

### 2. Revenue

Revenue represents the net amounts received and receivable from services provided by the Group to outside clients during the three months and nine months ended 31 January 2008.

### 3. Finance costs

### 1. 編製基準

此等未經審核簡明綜合季度財務報表乃根據香港普遍採納之會計原則及香港會計師公會頒佈之會計準則，並以歷史成本法編製。

編製未經審核綜合業績所使用之主要會計政策與編製本集團截至二零零七年四月三十日止年度之年度綜合財務報表所接納者貫徹一致。

### 2. 收益

收益指本集團於截至二零零八年一月三十一日止三個月及九個月向外部客戶提供服務之已收及應收款項淨額。

### 3. 融資成本

Nine months ended 31 January	
截至一月三十一日止九個月	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest on overdraft 透支利息	3
Finance charge on obligations under finance leases 財務租約承擔之財務費用	21
Interest on bank loan not wholly repayable within five years 毋須於五年內悉數償還之 銀行貸款利息	142
<b>166</b>	<b>54</b>

### 4. Income tax expense

No provision for profits tax has been made in the financial statements for both periods as companies comprising the Group either had tax losses brought forward which were available to set off against the assessable profit arising in the respective jurisdictions for the period or did not generate any assessable profits.

### 4. 所得稅開支

由於本集團旗下公司擁有承前稅項虧損以抵銷於期內在其各自司法權區產生之應課稅溢利，或並無賺取任何應課稅溢利，故該兩段期間之財務報表並無就利得稅作出撥備。

**5. Dividends**

The Board does not recommend the payment of dividends for the nine months ended 31 January 2008 (2007: Nil).

**6. (Loss)/Earnings per share**

The calculation of the basic (loss)/earnings per share is based on the following data:

**5. 股息**

董事會不建議派發截至二零零八年一月三十一日止九個月之股息(二零零七年: 無)。

**6. 每股(虧損)/盈利**

每股基本(虧損)/盈利乃根據以下數據計算:

		Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元 (Restated) (經重列)	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元 (Restated) (經重列)
(Loss)/Profit attributable to equity holders of the Company	本公司股本持有人應佔(虧損)/溢利	(1,494)	300	576	1,298
Number of shares:	股份數目:				
Weighted average number of ordinary shares except bonus issue	紅股發行以外之加權平均普通股數目	510,437,391	371,020,000	471,959,130	358,302,608
Effect of bonus issue	紅股發行之影響	1,358,160,000	1,113,060,000	1,358,160,000	1,074,907,824
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	就計算每股基本(虧損)/盈利之加權平均普通股數目	1,868,597,391	1,484,080,000	1,830,119,130	1,433,210,432
Effect of dilutive potential shares: Share options	潛在攤薄股份之影響: 購股權	257,261,815	121,659,016	257,261,815	134,040,580
Weighted average number of share for the purpose of calculating diluted (loss)/earnings per share	就計算每股攤薄(虧損)/盈利之股份加權平均數	2,125,859,206	1,605,739,016	2,087,380,945	1,567,251,012

Note: No diluted loss per share has been presented for the nine months ended 31 January 2008 as the potential ordinary shares outstanding have anti-dilutive effect on the loss per share.

附註: 因潛在須予發行之普通股每股虧損並無反攤薄效應,故此於二零零八年一月三十一日止九個月概無每股虧損存在。

## 7. Movements in reserves

Movements in the reserves of the Group during the nine months ended 31 January 2008 are set out as follows:

## 7. 儲備變動

本集團截至二零零八年一月三十一日止九個月之儲備變動載列如下：

		Equity attributable to equity holders of the Company 本公司股本持有人應佔權益						Minority interest 少數股東權益	Total 合計	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Special reserve 特殊儲備 HK\$'000 千港元 (note) (附註)	Share option 購股權 儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 May 2006	於二零零六年五月一日	3,410	27,180	-	(200)	162	(12,730)	17,822	209	18,031
Profit/(Loss) for the period	本期間溢利/(虧損)	-	-	-	-	-	1,298	1,298	(45)	1,253
Total recognised income and expense for the period	本期間已確認之總收入及支出	-	-	-	-	-	1,298	1,298	(45)	1,253
Shares issued at premium	按溢價發行股份	300	780	-	-	-	-	1,080	-	1,080
At 31 January 2007	於二零零七年一月三十一日	3,710	27,960	-	(200)	162	(11,432)	20,200	164	20,364
At 1 May 2007	於二零零七年五月一日	4,527	43,505	208	(200)	1,827	(13,107)	36,760	236	36,996
Currency translations	貨幣換算	-	-	26	-	-	-	26	-	26
Net results recognised directly in equity	直接於權益確認之業績淨額	-	-	26	-	-	-	26	-	26
Profit/(Loss) for the period	本期間溢利/(虧損)	-	-	-	-	-	576	576	(8)	568
Total recognised income and expense for the period	本期間已確認之總收入及支出	-	-	26	-	-	576	602	(8)	594
Decrease in minority interests as a result of acquisition and disposal of a subsidiary by the Group	本集團收購及出售附屬公司之少數股東權益減少	-	-	-	-	-	-	-	(63)	(63)
Shares issued at premium	按溢價發行股份	900	17,910	-	-	-	-	18,810	-	18,810
Share issue expenses	股份發行開支	-	(550)	-	-	-	-	(550)	-	(550)
Bonus issue	紅股發行	13,582	(13,582)	-	-	-	-	-	-	-
At 31 January 2008	於二零零八年一月三十一日	19,009	47,283	234	(200)	1,827	(12,531)	55,622	165	55,787

Note: The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganisation in 2001.

附註：特殊儲備即已收購附屬公司股份面值與本公司股份於二零零一年重組時進行收購所發行之股份面值差額。

## BUSINESS REVIEW AND OUTLOOK

### FINANCIAL REVIEW

For the nine months ended 31 January 2008, the Group recorded a revenue of approximately HK\$66,285,000 (2007: HK\$49,292,000), representing a steady increase of approximately 34% as compared to the corresponding period last year. While the Group recorded a decrease of approximately 56% to the profit attributable to equity holders of approximately HK\$576,000 (2007: HK\$1,298,000) for the nine months ended 31 January 2008. Such decrease was mainly due to the expansion of business which in turn substantially raises the administrative and operating expenses.

### OPERATIONS REVIEW

#### Corporate Services

##### *Professional Translation Services*

BMI Professional Translation Services Limited (“BMI Translation”), the Group’s wholly-owned subsidiary, specialises in providing professional translation services. To meet the ever diversified needs of the market, we endeavoured to further recruit and train competent translators who have the talents, skills, and abilities to provide quality translation services. Coupled with the professionalism and dedication of the existing team members, BMI Translation succeeded in serving a wide range of commercial, legal and government sectors. Besides, increasing demand for foreign language translation services also made us available to further broaden our scope of services so as to suit market needs.

In addition to our well-established Hong Kong and Shenzhen translation team, a new team in our Shanghai office has been recently formed to provide synergy for the Group.

Looking forward, we will deploy more resources to enhance our service quality, in a bid to further strengthen its position and extend its market penetration.

## 業務回顧及展望

### 財務回顧

截至二零零八年一月三十一日止九個月，本集團錄得總收益約66,285,000港元（二零零七年：49,292,000港元），相等於比較去年同期有約34%之增長。然而，本集團於二零零八年一月三十一日止九個月卻錄得股本持有人應佔溢利減少約576,000港元（二零零七年：1,298,000港元），即下跌約56%。該減幅乃主要由於業務擴充所引起之行政及營運費用激增所致。

### 業務回顧

#### 企業服務

##### *專業翻譯服務*

本集團之全資附屬公司邦盟匯駿專業翻譯有限公司（「邦盟匯駿翻譯」）專注於提供專業翻譯服務。為滿足市場多元化之需求，我們致力進一步聘請及培訓具有才幹、技術及能力之優秀翻譯員，以提供優質之翻譯服務。現有翻譯團隊之專業精神及努力，令邦盟匯駿翻譯成功為各商界、法律界及政府部門提供專業翻譯服務。此外，市場對外語翻譯服務之需求殷切，亦令我們進一步擴展服務範圍，以迎合市場需要。

除了香港及深圳現有之翻譯隊伍，上海辦事處最近亦成立了新隊伍，為本集團提供協同作用。

展望未來，我們將投放更多資源以提高我們之服務質素，務求進一步提高其地位及市場滲透率。



### Company Secretarial Services

BMI Corporate Services Limited (“BMI Corporate Services”), the Group’s wholly-owned subsidiary providing full range, timely and accurate company secretarial services to listed companies as well as private companies, maintained a steady growth in its turnover and profit as compared to that of the last corresponding period. During the period under review, BMI Corporate Services has continued to provide corporate governance assessments for our clients. Nowadays, the awareness of the corporate governance is increased and which is a benefit for the Company in the long run.

IBC Corporate Services Limited (“IBC Corporate Services”), the Group’s wholly-owned subsidiary providing offshore company formation and administration services which also maintained a steady growth in its turnover and client base. IBC Corporate Services has developed in the PRC market and being a trusted offshore company services provider.

The division’s scope of service was further extended through the totaling approximately 14.42% acquisition in the capital of Union Services and Registrars Inc. (“Union Registrars”). Union Registrars is one of the premier share registration service provider in Hong Kong, whose client comprises of companies listed on the Stock Exchange. The Directors believe that the further acquisition will further enhance its one-stop integrated and comprehensive service to our clients.

The synergies among BMI Corporate Services, IBC Corporate Services and Union Registrars shall continue to benefit the division and the Group as a whole, strengthening the positive momentum for further expansion and growth.

### 公司秘書服務

本集團全資附屬公司邦盟匯駿秘書顧問有限公司（「邦盟匯駿秘書顧問」）向上市公司及私營公司提供全面、適時及準確之公司秘書服務，其營業額及溢利均較去年同期有穩定增長。於回顧期間，邦盟匯駿秘書顧問繼續為客戶提供企業管治評估服務。現時，企業對企業管治之意識有所提高，長遠而言對本公司有莫大裨益。

本集團之全資附屬公司國際離岸企業秘書服務有限公司（「國際離岸企業秘書服務」）提供離岸公司成立及行政服務，營業額及客戶基礎亦保持穩定增長。國際離岸企業秘書服務已拓展中國市場，現成為信譽超著之離岸公司服務供應商。

本分部之服務範圍於收購 Union Services and Registrars Inc.（「Union Registrars」）股本合約14.42%後進一步擴展。Union Registrars是香港主要之股份登記服務供應商之一，其客戶包括於聯交所上市之公司。董事相信，該項收購將進一步提升為客戶提供之一站式綜合及全面服務。

邦盟匯駿秘書顧問、國際離岸企業秘書服務及 Union Registrars 三者之協同效益將繼續為此分部及本集團帶來整體利益，為進一步拓展業務及增長增添動力。

## Assets Valuation Services

BMI Appraisals Limited ("BMI Appraisals"), our 45%-owned associate, is an all-rounded valuation consulting company providing a wide spectrum of professional services covering real estate, plant & machinery, business, intangible assets and financial derivatives valuations for multinational clients. During the period under review, BMI Appraisals has successfully completed 19 real estate valuation projects, 11 business valuation projects, 1 intangible asset valuation project and 1 option valuation project for public documentation purposes in Hong Kong and 1 listing valuation project in Singapore. BMI Appraisals has also been engaged by various corporate clients for asset revaluation, merger & acquisition, financing purposes and so on. Its professional team has been steadily expanded to cope with the increasing business potentials in the PRC market, the Asian-pacific region and some overseas countries. The Directors believes that BMI Appraisals has achieved satisfactory performance.

## Business, Accounting and Corporate Development Advisory Services

The provision of business, accounting and corporate development advisory services is provided through BMI Consultants Limited, BMI Consultant (Shenzhen) Limited and BMI Corporate Advisory (Shanghai) Limited whose importance to the Group's businesses has continued to diminish. Nevertheless, the division's turnover stood at same level as compared with that of the last corresponding period.

## Wealth and Funds Management Services

Over these few months, BMI Funds kept maintaining our funds business at a steady growth. To cope with the ever-changing global economic environment and competitive funds business in Hong Kong, we progressively penetrate and develop our business in Hong Kong and Mainland China, especially in the Pearl River Delta area. We seek for highly efficient business partners, and believe this will remain to be our main focus in 2008.

## 資產估值服務

本集團擁有45%權益之聯營公司中和邦盟評估有限公司(「中和邦盟評估」)乃一間服務全面之評估顧問公司,為跨國客戶提供廣泛專業估值服務,其服務範圍包括房地產、廠房及機器、業務、無形資產及財務衍生工具估值。於回顧期內,中和邦盟評估成功完成十九項房地產估值項目、十一項業務估值項目、一項無形資產估值項目、一項為於香港刊發公眾通函而進行之認購權估值項目,以及一項於新加坡之上市估值項目。中和邦盟評估亦為多名企業客戶提供資產重估、合併與收購及融資等服務。其專業團隊經過穩步擴充,以應付中國、亞太區及若干海外國家市場日益蓬勃之商機。董事相信,中和邦盟評估之業績令人滿意。

## 業務、會計及公司發展顧問服務

本集團透過邦盟匯駿顧問有限公司、邦盟匯駿顧問(深圳)有限公司及邦盟匯駿商務諮詢(上海)有限公司提供業務、會計及公司發展顧問服務,但此項業務對本集團業務之重要性已日漸減少。然而,此分部之營業額仍與去年同期相若。

## 財富及基金管理服務

於過去數月,邦盟匯駿基金管理之基金業務一直穩步增長。為應付不斷變化之全球經濟環境及香港基金行業之激烈競爭,本集團逐漸將業務滲進香港及中國大陸,特別是珠江三角洲地區。我們會物色高效率商業夥伴,相信這將繼續為我們於二零零八年之主要目標。

In October 2007, we placed a journal at the Economic Digest (a local weekly Economic Magazine), which had mentioned about our company's several selections of investment portfolio. We upgraded our standardized portfolio to a 5 level one, so as to precisely match clients' risk-tolerating degree with their investment goals, and fully maximize portfolio risk & return ratios. On the other hand, after several months' effort and hard work, our privately managed fund has been in its final stage. We will be launching it soonest in the first quarter of 2008. Our clientele will further be penetrated to the high net-worth clients in other parts of Asia Pacific region.

## BUSINESS OUTLOOK

The global economy changed significantly during the period, much due to the looming of sub-prime lending problem in the United States, which in turn caused global stock market to be highly volatile. Taking into account the potential downside risks, the Group foresee that the demand for our professional services would had the risk to slow down, while the Group would still strive to maintain our best services quality for clients in order to minimize the impact. On the other hand, the Group will keep on searching for new investment opportunities to wider the revenue source.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 January 2008, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under the section 352 of the SFO, or which were required, pursuant to the Model

於二零零七年十月，我們於經濟一週（本地經濟週刊）發表文章。我們已將標準投資組合增加至五種組合，以準確地符合客戶投資目標所承受之風險程度，及全面提升投資組合風險及回報率。另一方面，經過多月之辛勞及努力，我們之私人託管基金已到了最後階段，可望最快於二零零八年第一季推出市場。我們之服務層面將進一步滲入亞太區其他地區之高淨值客戶。

## 業務展望

主要歸咎於憂慮美國次按問題，觸發全球經濟於期內猛烈轉變，亦令到全球股票市場極為波動。考慮到潛在之下滑風險，本集團預見市場對我們專業服務之需求有減低的風險，但本集團仍會向客戶提供最優質的服務，來減少風險的影響。另一方面，本集團將繼續發掘新的投資商機來擴闊收入來源。

## 董事及主要行政人員之權益

於二零零八年一月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或視作擁有之權益及淡倉），或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉，或根據本

Code for Securities Transactions by Directors of Listed Companies (the "Model Code") adopted by the Company, or to be notified to the Company and the Stock Exchange, were as follows:

公司採納之上市公司董事進行證券交易之標準守則(「標準守則」)而須知會本公司及聯交所之權益及淡倉如下:

### Interests in shares and underlying shares of the Company

於本公司股份及相關股份之權益

Name of Directors 董事姓名	Capacity 身份	Type of interest 權益類別	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
Lo Wah Wai 盧華威	Held by controlled corporation 透過受控制公司持有	Corporate 公司	616,200,000 (Note 1) (附註1)	32.42%
	Beneficial owner 實益擁有人	Personal 個人	140,000,000 (Note 2) (附註2)	7.37%
Wong Wai Tung 王偉東	Beneficial owner 實益擁有人	Personal 個人	2,020,000	0.11%

Notes:

附註:

- 307,560,000, 252,096,000 and 56,544,000 shares are owned by Williamsburg Invest Limited ("WI"), Mangreat Assets Corp. ("MA") and Homelink Venture Corp. ("HV") respectively. WI, MA and HV are companies incorporated in the British Virgin Islands. The entire issued share capital of WI, MA and HV are wholly-owned by Mr. Lo Wah Wai.
- Options to subscribe for a total of 140,000,000 shares of the Company were granted to Mr. Lo Wah Wai.

- 307,560,000股、252,096,000股及56,544,000股股份乃分別由Williamsburg Invest Limited(「WI」)、Mangreat Assets Corp.(「MA」)及Homelink Venture Corp.(「HV」)擁有。WI、MA及HV均於英屬處女群島註冊成立，其全部已發行股本乃由盧華威先生全資擁有。
- 盧華威先生獲授購股權以認購本公司合共140,000,000股股份。

Save as disclosed above, as at 31 January 2008, none of the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零零八年一月三十一日，董事或本公司主要行政人員或彼等各自之聯繫人(定義見創業板上市規則)概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊，或根據創業板上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 January 2008, other than the interests and short positions of the Directors or chief executives of the Company disclosed above, persons or companies who had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

### Long positions in shares

Name of shareholder 股東姓名	Capacity 身份	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
Ip Yu Chak 葉汝澤	Held by controlled corporation 透過受控制公司持有	102,770,000 (Note 1) (附註1)	5.41%
	Beneficial owner 實益擁有人	140,000,000 (Note 2) (附註2)	7.37%

#### Notes:

- 102,770,000 shares are owned by B & M Associates Limited ("BM"). BM is a company incorporated in the British Virgin Islands. The entire issued share capital of BM is wholly-owned by Mr. Ip Yu Chak.
- Options to subscribe for a total of 140,000,000 shares of the Company were granted to Mr. Ip Yu Chak.

Save as disclosed above, the Directors or chief executives of the Company are not aware of any persons or corporations who, as at 31 January 2008, were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and were also, as a practicable matter, able to direct or influence the management of the Company.

## 主要股東之權益

於二零零八年一月三十一日，除上文所披露董事或本公司主要行政人員之權益及淡倉外，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益及淡倉，或直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上（按本公司根據證券及期貨條例第336條存置之登記冊所記錄者）之人士或公司如下：

### 股份之好倉

Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
102,770,000 (Note 1) (附註1)	5.41%
140,000,000 (Note 2) (附註2)	7.37%

#### 附註：

- 102,770,000股股份乃由 B & M Associates Limited ("BM") 擁有。BM於英屬處女群島註冊成立，其全部已發行股本乃由葉汝澤先生全資擁有。
- 葉汝澤先生獲授購股權以認購本公司合共140,000,000股股份。

除上文所披露者外，董事或本公司主要行政人員並不知悉任何人士或公司於二零零八年一月三十一日有權行使或控制行使本公司股東大會5%或以上之投票權，以及可於實際情況下指揮或影響本公司之管理層。

## CONNECTED TRANSACTIONS

No contracts of significance to which the Company or its subsidiaries, was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the nine months ended or at any time during the nine months ended 31 January 2008.

## COMPETING INTERESTS

None of the Directors or the management shareholders or substantial shareholders of the Company or any of their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has any other conflicts of interest with the Group.

## AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") on 4 July 2001 with written terms of reference for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Audit Committee currently comprises three independent non-executive Directors being Mr. Lui Tin Nang, Mr. Chan Ho Wah, Terence and Mr. Cheung Siu Chung. The Audit Committee has reviewed the Group's unaudited quarterly results for the nine months ended 31 January 2008.

## BOARD PRACTICES AND PROCEDURES

During the nine months ended 31 January 2008, the Company was in compliance with the Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the nine months ended 31 January 2008, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

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

Hong Kong, 15 March 2008

*As at the date of this report, 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.*

## 關連交易

本公司或其附屬公司概無訂立於截至二零零八年一月三十一日止九個月結束時或於期內任何時間仍然有效，而本公司董事直接或間接於當中擁有重大權益之重要合約。

## 競爭權益

本公司概無任何董事或管理層股東或主要股東或任何彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益或與本集團有任何其他利益衝突。

## 審核委員會

本公司已於二零零一年七月四日成立審核委員會（「審核委員會」），並就審閱及監督本集團之財務申報程序及內部監控而訂立書面職權範圍。審核委員會現時由三位獨立非執行董事呂天能先生、陳浩華先生及張兆冲先生組成。審核委員會已審閱本集團截至二零零八年一月三十一日止九個月之未經審核季度業績。

## 董事會常規及程序

截至二零零八年一月三十一日止九個月，本公司一直遵守創業板上市規則第5.34條所載之董事會常規及程序。

## 購買、出售或贖回證券

截至二零零八年一月三十一日止九個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命  
**邦盟匯駿國際有限公司**  
主席  
**盧華威**

香港，二零零八年三月十五日

於本報告日期，本公司之執行董事為盧華威先生、王偉東先生、楊秀嫻女士及余秀麗女士；獨立非執行董事為呂天能先生、陳浩華先生及張兆冲先生。

B M Intelligence Group  
邦盟滙駿集團

[www.bmintelligence.com](http://www.bmintelligence.com)