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First Quarterly Report 2008

二零零八年第一季度報告

**BM** INTELLIGENCE

BM Intelligence International Limited

(Incorporated in the Cayman Islands with limited liability)

邦盟滙駿國際有限公司  
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8158

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.

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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 report 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 report 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**

創業板之定位乃為相比其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士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。

*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，提供有關邦盟滙駿國際有限公司之資料。邦盟滙駿國際有限公司各董事對此共同及個別承擔全部責任。邦盟滙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)本報告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，致使本報告任何陳述產生誤導；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 "Director(s)") of B M Intelligence International Limited (the "Company") hereby announces the unaudited results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 31 July 2008, together with the comparative unaudited figures for the corresponding period ended 31 July 2007 as follows:

邦盟滙駿國際有限公司(「本公司」)董事會(「董事會」或「董事」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至二零零八年七月三十一日止三個月之未經審核業績，連同截至二零零七年七月三十一日止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

For the three months ended 31 July 2008

截至二零零八年七月三十一日止三個月

	Notes 附註	Three months ended 31 July 截至七月三十一日止三個月	
		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)
Continuing operations			持續經營業務
Revenue	2	5,227	3,225 收益
Cost of services provided		(3,113)	(2,495) 已提供之服務成本
Gross profit		2,114	730 毛利
Other income		96	147 其他收入
Administrative and operating expenses		(8,766)	(4,194) 行政及經營 開支
Operations loss		(6,556)	(3,317) 經營虧損
Finance costs	3	(29)	(50) 財務費用
Loss before income tax		(6,585)	(3,367) 除所得稅前虧損
Income tax expense	4	—	— 所得稅開支
Loss for the period from continuing operations		(6,585)	(3,367) 來自持續經營之 本期間虧損
Discontinued operation			已終止經營業務
Profit for the period from discontinued operation	5	1,597	4,070 來自已終止經營業務 之本期間溢利
(Loss)/Profit for the period		(4,988)	703 本期間(虧損)/溢利

## Three months ended 31 July

截至七月三十一日止三個月

	Notes 附註	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)	
Attributable to:				下列應佔：
Equity holders of the Company		(4,987)	708	本公司股本持有人
Minority interests		(1)	(5)	少數股東權益
Profit for the period		(4,988)	703	本期間溢利
Dividends	6	—	—	股息
(Loss)/Earnings per share for (loss)/ profit attributable to equity holders of the Company during the period	7			期內本公司股本 持有人應佔 (虧損)/溢利之 每股(虧損)/盈利
From continuing and discontinued operations:				來自持續及已終止 經營業務：
— basic		HK(0.26) cents 港仙	HK0.04 cents 港仙	— 基本
— diluted		N/A 不適用	HK0.03 cents 港仙	— 攤薄
From continuing operations:				來自持續經營業務：
— basic		(HK0.35) cents 港仙	(HK0.19) cents 港仙	— 基本
— diluted		N/A 不適用	N/A 不適用	— 攤薄

Notes:

附註：

**1. BASIS OF PREPARATION**

The principal accounting policies adopted in the preparation of the unaudited results are in accordance with the 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 2008.

**2. REVENUE**

The Group's revenue represents the net amounts received and receivable from services provided by the Group to outside clients during the three months ended 31 July 2008.

**3. FINANCE COSTS****1. 編製基準**

編製未經審核業績所採納之主要會計政策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二零零八年四月三十日止年度之年度綜合財務報表所採納者一致。

**2. 收益**

本集團之收益指本集團於截至二零零八年七月三十一日止三個月向外部客戶提供服務之已收及應收款項淨額。

**3. 財務費用**

**Three months ended 31 July**  
**截至七月三十一日止三個月**

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	
Finance charge on obligations under finance leases	—	2	融資租賃承擔之 融資費用
Interest on bank loan not wholly repayable within five years	29	48	毋須於五年內悉數償還 之銀行貸款之利息
	<b>29</b>	50	

**4. INCOME TAX EXPENSE**

No provision for profits tax has been made in the financial statements for both years 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 year 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年內在其各個司法權區產生之應課稅溢利，或並無賺取任何應課稅溢利，故於兩個年度之財務報表並無就利得稅作出撥備。

**5. DISCONTINUED OPERATION**

On 27 May 2008, the Company announced that it had entered into conditional sale and purchase agreements dated 21 May 2008 with purchasers, which are legally and beneficially owned by Mr. Lo Wah Wai, a former director of the Company who resigned on 27 May 2008, in relation to the disposals of entire equity interests in its subsidiary, BMI Funds Management Limited at the consideration of HK\$6.4 million and 45% equity interest in its associate, Fu Teng Limited at the consideration of HK\$57.5 million. Both disposals were completed on 29 August 2008. The result from discontinued operation was presented as follows:

**5. 已終止經營業務**

於二零零八年五月二十七日，本公司宣佈與本公司一名前董事盧華威先生（已於二零零八年五月二十七日辭任）合法及實益擁有之買方於二零零八年五月二十一日簽訂有條件買賣協議，出售於其附屬公司邦盟滙駿基金管理有限公司之所有股權及於其聯營公司Fu Teng Limited之45%股權，代價分別為6,400,000港元及57,500,000港元。兩項出售事項均於二零零八年八月二十九日完成。來自已終止經營業務之業績呈報如下：

**Three months ended 31 July****截至七月三十一日止三個月**

	2008 二零零八年 HK\$'000 千港元 (unaudited) (未經審核)	2007 二零零七年 HK\$'000 千港元 (unaudited) (未經審核)	
Revenue	11,597	17,873	收益
Cost of services provided	(8,392)	(13,986)	已提供之服務成本
Gross profit	3,205	3,887	毛利
Other income	48	348	其他收入
Administrative and operating expenses	(3,227)	(2,966)	行政及經營開支
Operations profit	26	1,269	經營溢利
Share of results of associates	1,571	2,801	應佔聯營公司業績
Profit before income tax	1,597	4,070	除所得稅前溢利
Income tax expense	—	—	所得稅開支
Profit for the period from discontinued operation	1,597	4,070	來自已終止經營業務之本期間溢利

**6. DIVIDENDS**

The Board does not recommend the payment of any dividends for the three months ended 31 July 2008 (2007: nil).

**6. 股息**

董事會不建議派發截至二零零八年七月三十一日止三個月之任何股息（二零零七年：無）。

## 7. (LOSS)/EARNINGS PER SHARE

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

## 7. 每股(虧損)/盈利

每股(虧損)/盈利乃根據以下數據計算：

Three months ended 31 July 截至七月三十一日止三個月		
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>From continuing and discontinued operations</b>		<b>來自持續及已終止經營業務</b>
(Loss)/Profit attributable to equity holders of the Company	<b>(4,987)</b>	708 本公司股本持有人應佔(虧損)/溢利
Number of shares:		股份數目：
Weighted average number of ordinary shares except bonus issue	<b>1,900,880,000</b>	452,720,000 普通股加權平均數(紅股發行除外)
Effect of bonus issue	—	1,358,160,000 紅股發行之影響
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	<b>1,900,880,000</b>	1,810,880,000 就每股基本(虧損)/盈利之普通股加權平均數
Effect of dilutive potential shares:		潛在攤薄股份之影響：
Share options	<b>255,637,813</b>	262,906,689 購股權
Weighted average number of share for the purpose of calculating diluted (loss)/earnings per share	<b>2,156,517,813</b>	2,073,786,689 就計算每股攤薄(虧損)/盈利之股份加權平均數
<b>From continuing operations</b>		<b>來自持續經營業務</b>
(Loss)/Profit attributable to equity holders of the Company	<b>(4,987)</b>	708 本公司股本持有人應佔(虧損)/溢利
Less: Profit for the period from discontinued operation	<b>(1,597)</b>	(4,070) 減：來自已終止經營業務之本期間溢利
	<b>(6,584)</b>	(3,362)

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

計算每股基本及攤薄盈利所用之分母與上文詳述者相同。

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

附註：由於已發行之潛在普通股對每股虧損具反攤薄影響，故並無呈列截至二零零八年七月三十一日止三個月之每股攤薄虧損。

**8. MOVEMENTS IN RESERVES**

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

**8. 儲備變動**

本集團截至二零零八年七月三十一日止三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											
	Share capital	Share premium	Translation reserve	Special reserve	Share option reserve	Other reserve	Accumulated losses	Total	Minority interests	Total		
	股本	股份溢價	匯兌儲備	特殊儲備	購股權儲備	其他儲備	累計虧損	合計	少數股東權益	合計		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元			
At 1 May 2008		19,009	47,283	544	(200)	1,827	694	(16,553)	52,604	216	52,820	於二零零八年五月一日
Currency translations – net results recognised directly in equity		–	–	(17)	–	–	–	–	(17)	–	(17)	外幣折算—直接於權益確認之業績淨額
Loss for the year		–	–	–	–	–	–	(4,987)	(4,987)	(1)	(4,988)	本年度虧損
At 31 July 2008		19,009	47,283	527	(200)	1,827	694	(21,540)	47,600	215	47,815	於二零零八年七月三十一日
At 1 May 2007		4,527	43,505	208	(200)	1,827	–	(13,107)	36,760	236	36,996	於二零零七年五月一日
Currency translations – net results recognised directly in equity		–	–	26	–	–	–	–	26	–	26	外幣折算—直接於權益確認之業績淨額
Profit for the year		–	–	–	–	–	–	708	708	(5)	703	本年度溢利
At 31 July 2007		4,527	43,505	234	(200)	1,827	–	(12,399)	37,494	231	37,725	於二零零七年七月三十一日



## BUSINESS REVIEW AND OUTLOOK

### Financial review

For the three months ended 31 July 2008, the Group recorded a total revenue from continuing and discontinued operations of approximately HK\$16,824,000 (2007: approximately HK\$21,098,000), representing a decrease of approximately 20% as compared to the corresponding period last year. The Group has recorded a net loss attributable to the equity holders of approximately HK\$4,987,000 (2007: profit of approximately HK\$708,000) due to the increase in the staff costs and office rental for the expansion in the number of staff.

### Operation 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. Coupled with the professionalism and dedication of the existing team members, BMI Translation succeeded in widening its client base to the commercial sector and various government departments as well.

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.

##### Company Secretarial Services

BMI Corporate Services Limited ("BMI Corporate Services"), the Group's wholly-owned subsidiary providing integrated and comprehensive company secretarial services to both listed and private companies, continued to record steady growth. During the period under review, BMI Corporate Services, as a leading corporate services provider in the industry, kept on to provide professional and practical advices on the corporate governance issues and the relevant legislation updating, etc. BMI Corporate Services shall continue to make timely updates and deliver its expertise company secretarial support as well as corporate governance assessment to meet with the needs of our clients.

IBC Corporate Services Limited ("IBC Corporate Services"), the Group's wholly-owned subsidiary providing offshore company formation and agency services has continued to grow to become a professional trusted offshore company services provider. During the period under review, IBC Corporate Services endeavoured to improve its product quality and sales skills. Leveraged on the concerted efforts of the team, IBC Corporate Services proved to be a trusted agency locally for serving professional intermediaries such as law firms, accounting firms and business consulting firms.

The division's scope of service was further extended through the totalling 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 providers in Hong Kong, whose clientele comprises of companies listed on the Stock Exchange.

The synergies among BMI Corporate Services, IBC Corporate Services and Union Registrars shall continue to benefit the division and the Group as a whole, providing one-stop integrated and comprehensive service to our clients.

## 業務回顧及展望

### 財務回顧

截至二零零八年七月三十一日止三個月，本集團錄得來自持續及已終止經營業務之總收益約16,824,000港元（二零零七年：約21,098,000港元），較去年同期下跌約20%。由於員工數目增長致員工成本及辦公室租金增加，故本集團錄得股本持有人應佔虧損淨額約4,987,000港元（二零零七年：溢利約708,000港元）。

### 業務回顧

#### 企業服務

##### 專業翻譯服務

本集團的全資附屬公司邦盟滙駿專業翻譯有限公司（「邦盟滙駿翻譯」）提供專業翻譯服務。憑藉現任團隊成員的專業精神及不懈努力，邦盟滙駿翻譯得以成功將客戶基礎擴闊至工商界及多個政府部門。

展望未來，本公司將調配更多資源以提升本公司的服務質素，以期進一步鞏固其競爭優勢並進佔不同市場。

##### 公司秘書服務

本集團全資附屬公司邦盟滙駿秘書顧問有限公司（「邦盟滙駿秘書顧問」）為上市及私營公司提供綜合及全面之公司秘書服務，業務繼續錄得穩定增長。作為業內之領先企業服務供應商，邦盟滙駿秘書顧問於回顧期內繼續提供有關企業管治方面之專業及切實建議，以及法律資訊之更新服務。邦盟滙駿秘書顧問將繼續適時為客戶提供資訊更新、專業公司秘書支援及企業管治評估服務，以滿足本公司客戶之需要。

本公司一家提供離岸公司成立及代理服務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」）繼續發展成為專業及信譽超著之離岸企業服務供應商。於回顧期內，國際離岸企業秘書服務致力優化產品質素及改善銷售技巧。在團隊上下一心之努力經營下，國際離岸企業秘書服務已確立為本港一家信譽超著之代理商，為律師樓、會計師行及業務顧問公司等專業中介公司提供服務。

本分部的服務範圍藉著收購於Union Services and Registrars Inc.（「Union Registrars」）合共約14.42%之資本而得到進一步擴展。Union Registrars是香港主要的股份登記服務供應商之一，其客戶群包括於聯交所上市之公司。

邦盟滙駿秘書顧問、國際離岸企業秘書服務及Union Registrars三者的協同效益將繼續為此分部及本集團帶來整體利益，為本公司客戶提供綜合及全面的一站式服務。

**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.

**Business outlook**

The Group, as always, recognised the importance of professionalism and continued its united vision to be a pre-eminent service provider offering uniquely integrated and customized corporate consultancy solutions to mid-size listed companies and private companies as well as high net worth individuals in the Greater China Region and acting as their one-stop solution provider to grow their businesses. However, in view of the continuous deterioration of market conditions as a result of the sub-prime mortgage crisis and the globalisation in the financial markets, Hong Kong's financial markets will also be affected because of its openness nature. Subsequent to the disposals of the asset valuation services business and wealth and fund management services business on 29 August 2008, the Group will focus in implementing an effective cost control with a view to bring up a better return to its shareholders. Looking ahead, apart from the Group's existing corporate services business, the Board, with their professional expertise and experience, is also looking for new business opportunities so as to diversify the business scope of the Group. The Board will proactively seek potential investment opportunities that can enhance value to the shareholders.

We believe the start of a new era will accelerate the Group's growth. The Group is well-prepared to take up the new challenges ahead and committed to strive for better financial performance.

**MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

On 27 May 2008, the Group had entered into conditional sale and purchase agreements dated 21 May 2008 with purchasers, which are legally and beneficially owned by Mr. Lo Wah Wai, a former director of the Company who resigned on 27 May 2008, in relation to the disposals of entire equity interests in its subsidiary, BMI Funds Management Limited at the consideration of HK\$6.4 million and 45% equity interest in its associate, Fu Teng Limited at the consideration of HK\$57.5 million. Both disposals were completed on 29 August 2008.

On 25 June 2008, Million Profit Group Limited, a wholly-owned subsidiary of the Company, has entered into a sale and purchase agreement with an independent third party, in relation to the acquisition of the entire issued share capital of FD(H) Investments Limited at a consideration of HK\$190 million, which will be financed partially by cash and partially by issue of convertible bonds. The details has been published on the Company's announcement dated 14 July 2008 and 18 August 2008 respectively.

Save as disclosed above, there were no acquisitions or disposals of subsidiaries and affiliated companies during the period.

**PLACING OF NEW SHARES UNDER GENERAL MANDATE**

On 17 July 2008, the placing agreement was entered into between the Company and the placing manager, CCB International Capital Limited, pursuant to which the Company has conditionally agreed to place, through the placing manager on a best effort basis 380,000,000 placing shares at a price of HK\$0.255 per placing share to the placees and completed on 13 August 2008.

**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。

**業務展望**

本集團一如既往地重視員工之專業技術知識，並繼續向其一致目標邁進，即成為為傲視同儕之服務供應商，為中型上市公司、大中華區內之私人公司及高淨收入人士提供獨一無二、度身訂造之綜合企業顧問服務，成為客戶之一站式解決方案供應商，協助客戶之業務增長。然而，有鑑於次按危機及金融市場全球化令市況持續轉壞，香港金融市場亦因其公開性質而將受到影響。在於二零零八年八月二十九日出售資產估值服務業務以及財富及基金管理服務業務後，本集團將集中實施有效之成本控制，從而為股東帶來更佳回報。展望未來，除本集團現有之企業服務業務外，憑藉其專業知識及經驗，董事會亦正物色新商機以拓闊本集團之業務範圍。董事會將積極尋求能夠提高股東利益之潛在投資機遇。

我們相信，本集團將展開其加速發展業務之新一頁。本集團已作好準備以迎接未來之新挑戰，並致力爭取更佳之財務表現。

**附屬公司及聯屬公司之重大收購或出售事項**

於二零零八年五月二十七日，本集團與本公司一名前董事盧華威先生(已於二零零八年五月二十七日辭任)合法及實益擁有之買方於二零零八年五月二十一日簽訂有條件買賣協議，出售於其附屬公司邦盟匯駿基金管理有限公司之所有股權及於其聯營公司Fu Teng Limited之45%股權，代價分別為6,400,000港元及57,500,000港元。兩項出售事項均於二零零八年八月二十九日完成。

於二零零八年六月二十五日，本公司之全資附屬公司兆鑫集團有限公司與一名獨立第三方就收購FD(H) Investments Limited全部已發行股本訂立買賣協議，代價為190,000,000港元，部分由現金及部分以發行可換股價券撥付。詳情已分別刊載於本公司於二零零八年七月十四日及二零零八年八月十八日之公佈。

除上文披露者外，期內概無收購或出售事附屬公司及聯屬公司。

**根據一般授權配售新股**

於二零零八年七月十七日，本公司與配售經辦人建銀國際金融有限公司訂立配售協議，據此，本公司有條件同意透過配售經辦人按竭盡所能基準以每股配售股份0.255港元之價格向承配人配售380,000,000股配售股份，並已於二零零八年八月十三日完成。

As a result, the number of issued shares of the Company is 2,280,880,000 as at the date of this report.

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

As at 31 July 2008, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares and underlying shares and debentures of the Company or any of its 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 Section 352 of the SFO, or which were required, pursuant to the Model 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:

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

Name of Directors	Capacity	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of issued share capital 已發行股本概約百分比
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000	1.58%

Save as disclosed above, as at 31 July 2008, none of the Directors or chief executive of the Company nor their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which would have to be 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 section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 July 2008, other than the interests and short positions of the Directors or chief executive 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

因此，本公司於本報告日期之已發行股數為2,280,880,000股。

#### 董事及主要行政人員之權益

於二零零八年七月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人士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，或根據本公司採納之上市公司董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及淡倉如下：

*於本公司股份及相關股份之權益*

Name of Directors	Capacity	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of issued share capital 已發行股本概約百分比
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000	1.58%

除上文所披露者外，於二零零八年七月三十一日，董事或本公司之主要行政人員及彼等各自之聯繫人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、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所（包括根據該等證券及期貨條例條文被視為或當作擁有之權益或淡倉），亦無擁有須根據證券及期貨條例第352條列入登記冊之權益或淡倉及根據標準守則須知會本公司及聯交所之權益或淡倉。

#### 主要股東之權益

於二零零八年七月三十一日，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

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:

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:

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Shareholder	Capacity	Aggregate long position in the shares and underlying shares	Approximate percentage of the issued share capital	
股東名稱	身份	股份及相關股份總計之好倉	已發行股本概約百分比	
One Express Group Limited	(Note 1) (附註1)	Corporate 公司	515,200,000 (Note 2) (附註2)	27.10%
All Favour Holdings Limited	(Note 3) (附註3)	Corporate 公司	4,000,000,000 (Note 4) (附註4)	210.43%
Ip Yu Chak 葉汝澤		Beneficial owner 實益擁有人	140,000,000 (Note 5) (附註5)	7.37%
Lo Wah Wai ("Mr. Lo") 盧華威(「盧先生」)		Beneficial owner 實益擁有人	140,000,000 (Note 6) (附註6)	7.37%

Notes:

附註:

- On 21 May 2008, Mangreat Assets Corp., Williamsburg Invest Limited and Homelink Venture Corp., companies incorporated in the British Virgin Islands with limited liability and the entire issued share capital of which is wholly and beneficially owned by Mr. Lo (together the "Vendors") has entered into an agreement (the "Agreement") with One Express Group Limited ("One Express") in relation to the sale and purchase of 515,200,000 shares. One Express is wholly-owned by PME Group Limited (Stock Code: 379), a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange. The Agreement has been completed on 29 August 2008. As at 31 July 2008, the Vendors will remain as the substantial shareholder of the Company.
- By virtue of the SFO, PME Group Limited is deemed to have interest of the Shares held by One Express Group Limited.
- On 25 June 2008, Million Profit Group Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company has entered into an agreement (the "Agreement") with All Favour Holdings Limited in relation to the acquisition of the entire issued share capital of FD(H) Investments Limited. All Favour Holdings Limited is a company incorporated in the British Virgin Islands with limited liabilities and beneficially owned by Mr. Woo Hing Keung Lawrence (50%), Ms. Wan Fang Li (45%) and Mr. Lin Hoi Kwong (5%). Upon completion, 4,000,000,000 convertible bonds will be issued to All Favour Holdings Limited. However, as at 31 July 2008, the Agreement still has not been completed.
- By virtue of the SFO, Mr. Woo Hing Keung Lawrence and Ms. Wan Fang Li are deemed to have interest of the shares held by All Favour Holdings Limited.
- Options to subscribe for a total of 140,000,000 shares of the Company were granted to Mr. Ip Yu Chak.
- Options to subscribe for a total of 140,000,000 shares of the Company were granted to Mr. Lo Wah Wai.
- 於二零零八年五月二十一日, Mangreat Assets Corp.、Williamsburg Invest Limited及 Homelink Venture Corp. (均為於英屬處女群島註冊成立之有限公司, 其全部已發行股本由盧先生全資實益擁有)(統稱「賣方」)與 One Express Group Limited (「One Express」) 已就買賣515,200,000股股份訂立協議(「協議」)。One Express由必美宜集團有限公司(股份代號: 379)全資擁有, 必美宜集團有限公司乃於開曼群島註冊成立之公司, 其股份於聯交所主板上市。協議已於二零零八年八月二十九日完成。於二零零八年七月三十一日, 賣方將繼續為本公司之主要股東。
- 根據證券及期貨條例, 必美宜集團有限公司被視為於One Express Group Limited持有之股份中擁有權益。
- 於二零零八年六月二十五日, 本公司之全資附屬公司兆鑫集團有限公司(於英屬處女群島註冊成立之公司)已與All Favour Holdings Limited訂立一項有關收購FD(H) Investments Limited所有已發行股本之協議(「該協議」)。All Favour Holdings Limited乃於英屬處女群島註冊成立之有限公司, 並由Woo Hing Keung Lawrence先生(50%)、Wan Fang Li女士(45%)及Lin Hoi Kwong先生(5%)實益擁有。完成後, 4,000,000,000可換股債券將發行予All Favour Holdings Limited。然而, 於二零零八年七月三十一日, 該協議尚未完成。
- 根據證券及期貨條例, Woo Hing Keung Lawrence先生及Wan Fang Li女士被視為於All Favour Holdings Limited持有之股份中擁有權益。
- 葉汝澤先生獲授購股權以認購本公司合共140,000,000股股份。
- 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, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 July 2008, 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 10% 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.

#### **DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the heading "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS" above, at no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

#### **COMPETING INTERESTS**

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

#### **AUDIT COMMITTEE**

The Company set up an audit committee on 4 July 2001 with written terms of reference for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The audit committee currently comprises four independent non-executive Directors of the Company, namely Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung. The audit committee has reviewed the Group's unaudited quarterly results for the three months ended 31 July 2008.

#### **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

During the three months ended 31 July 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 of  
**B M Intelligence International Limited**  
**Yu Sau Lai**  
*Executive Director*

Hong Kong, 8 September 2008

*The directors of the Company as at the date of this report:*

*Executive Directors:*  
*Ms. Yeung Sau Han, Agnes*  
*Ms. Yu Sau Lai*

*Non-executive Director:*  
*Mr. Wong Sai Hung, Oscar*

*Independent non-executive Directors:*  
*Mr. Lui Tin Nang*  
*Mr. Cheung Siu Chung*  
*Mr. Orr Joseph Wai Shing*  
*Mr. Lam Raymond Shiu Cheung*

除上文所披露者外，據董事本公司及主要行政人員所知，概無人士於二零零八年七月三十一日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或淡倉，亦無任何人士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10%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)之權益。

#### **董事收購股份或債券之權利**

除上文「董事及主要行政人員之權益」一節所披露者外，於申報期內任何時間，概無董事或彼等各自之配偶或未成年18歲之子女獲授或行使任何可透過購買本公司或任何其他法人團體之股份或債券而獲益之權利。本公司、其控股公司或其任何附屬公司並無訂立任何安排，致使董事、彼等各自之配偶或未成年18歲之子女獲得本公司或任何其他法人團體之該等權利。

#### **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士(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。

#### **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，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。審核委員會現時由四位本公司獨立非執行董事呂天能先生、張兆冲先生、柯偉聲先生及林兆昌先生組成。審核委員會已審閱本集團截至二零零八年七月三十一日止三個月之未經審核第一季度業績。

#### **購買、出售或贖回證券**

截至二零零八年七月三十一日止三個月，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  
**邦盟滙駿國際有限公司**  
**執行董事**  
**余秀麗**

香港，二零零八年九月八日

於本報告日期，本公司之董事為：

**執行董事：**  
**楊秀嫻女士**  
**余秀麗女士**

**非執行董事：**  
**黃世雄先生**

**獨立非執行董事：**  
**呂天能先生**  
**張兆冲先生**  
**柯偉聲先生**  
**林兆昌先生**

BM Intelligence Group

邦盟滙駿集團

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