

# **BM** INTELLIGENCE

# B M 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.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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 政策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 等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。

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The board of directors (the "Board" or the "Directors") of B M Intelligence International Limited (the "Company") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and six months ended 31 October 2008 together with the unaudited comparative figures for the corresponding period in 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」)於然提呈本公司及其附屬公司(統稱「本集團」)截至二零零八年十月三十一日止三個月及六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

		Three months ended 31 October		Six month 31 Oct		
		截至十月三十-		截至十月三十-		
		2008	2007	2008	2007	
		二零零八年	二零零十年	二零零八年	二零零七年	
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	附註	千港元	千港元	千港元	千港元	
	PI) aI	1/8/6	(Restated)	1/8/	(Restated)	
			(nestateu) (重列)		(nesialeu) (重列)	
			(里列)		(里列)	
Continuing operations						持續經營業務
Revenue	3	4,817	4,169	10,044	7,394	收益
Cost of services provided		(3,457)	(3,665)	(6,570)	(6,160)	已提供服務之成本
			, , ,		, , , ,	
Gross profit		1,360	504	3,474	1,234	毛利
Other income		13,958	1,947	14,054	2,094	其他收入
Administrative and operating		ŕ	ŕ	ŕ	ĺ	行政及經營開支
expenses		(8,733)	(3,872)	(17,499)	(8,066)	13 -77 27 13 -77
Impairment loss on financial						按公平值計入損益之財務
assets at fair value through						資產減值虧損
profit or loss		(17,917)	_	(17,917)	_	
		(11.000)	(4.404)	(4= 000)	(4.700)	Arm date due 1 cm
Operating loss	_	(11,332)	(1,421)	(17,888)	(4,738)	
Finance costs	5	(29)	(52)	(58)	(102)	
Share of results of associates		130	1,748	1,701	4,549	應佔聯營公司之業績
Gain on disposal of an associated		45.040		45.040		出售一間聯營公司之收益
company		45,649	_	45,649	_	
Profit/(loss) before income tax	6	34,418	275	29,404	(291)	除所得税前溢利/(虧損)
Income tax expense	7			20,101		所得税開支
income tax expense	,			_		川河河河
Profit/(loss) for the period		34,418	275	29,404	(291)	本期間溢利/(虧損)
Discontinued operation						已終止經營業務
Profit for the period from						來自已終止經營業務之
discontinued operation	8	3,452	1,093	3,478	2,362	本期間溢利
		37,870	1,368	32,882	2,071	

不適用

港仙

Three months ended Six months ended 31 October 31 October 截至十月三十一日止三個月 截至十月三十一日止六個月 2008 2007 2008 2007 二零零八年 二零零七年 二零零八年 二零零七年 HK\$'000 HK\$'000 HK\$'000 Notes HK\$'000 附註 千港元 千港元 千港元 千港元 (Restated) (Restated) (重列) (重列) Attributable to: 下列應佔: Equity holders of the Company 37,825 1,362 32,838 2,070 本公司股本持有人 Minority interests 45 6 1 少數股東權益 44 Profit for the period 37,870 1,368 32.882 2,071 本期間溢利 9 Dividends 股息 Earnings/(loss) per share for 期內本公司股本 profit attributable to equity 持有人應佔 holders of the Company 溢利之每股盈利 during the period 10 /(虧損) From continuing and discontinued 來自持續及已終止經營業務: operations: - basic HK1.7 cent HK0.08 cent HK1.59 cent HK0.11 cent 一基本 港仙 港仙 港仙 港仙 HK1.45 cent HK1.38 cent - diluted HK0.07 cent HK0.10 cent - 攤薄 港仙 港仙 港仙 港仙 From continuing operations: 來自持續經營業務: - basic HK1.54 cent HK0.01 cent HK1.42 cent (HK0.02) cent - 基本 港仙 港仙 港仙 港仙 diluted HK1.32 cent N/A HK1.23 cent N/A - 攤薄

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# CONDENSED CONSOLIDATED BALANCE SHEET

# 簡明綜合資產負債表

•				
Net current assets		68,141	33,529	流動資產淨值
		45,951	17,738	
Taxation payable		93	279	應付税項
one year	14	146	143	於一年內到期
Bank loan (secured) - due within				銀行貸款(有抵押)—
payables		45,712	17,316	應付賬項
Accrued charges and other				應計費用及其他
Current liabilities				流動負債
		114,092	51,267	
		11,550	54,010	- 元业及汽业专担项目
Cash and cash equivalents		44.393	34.619	版東款頃 現金及現金等值項目
Amount due from minority shareholders of subsidiaries		343	337	應收附屬公司少數 股東款項
company		-	1,005	
Amount due from an investee			100	應收投資公司款項
Amount due from associates		259	490	则 份員准 應收聯營公司款項
Financial assets at fair value through profit or loss		57,711	3,951	按公平值於損益列賬之 財務資產
receivables		8,649	7,981	應收賬項
Deposit, prepayments and other		390	_	按 按金、預付款項及其他
Inventories	13	1,841	∠,884	應收賬垻 存貨
Current assets Trade receivables	13	1,841	2,884	<b>流動資產</b> 應收賬項
Current accets				法新态度
-		255,169	22,726	
Patents		41,655	_	專利
Trademarks		24		商標
Rental deposits		1,910	2,486	租金按金
Available-for-sale financial assets	12	1,284	1,177	可供出售金融資產
Goodwill	12	198,293	10,123	が
Interests in associates		3,021	10,123	經常性約預刊款項 於聯營公司之權益
Property, plant and equipment Operating lease prepayments	11	8,382 3,621	5,279 3,661	物業、廠房及設備 經營租約預付款項
Non-current assets				非流動資產
		(未經審核)	(經審核)	
		(Unaudited)	(Audited)	
	附註	千港元	千港元	
	Notes	HK\$'000	HK\$'000	
		十月三十一日	四月三十日	
		於二零零八年	於二零零八年	
		2008	2008	
			30 April	

	Notes 附註	As at 31 October 2008 於二零零八年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 April 2008 於二零零八年 四月三十日 HK\$'000 千港元 (Audited) (經審核)	
		(不社會物)	(紅質似)	
Non-current liabilities  Bank loan (secured) — due over one year	14	3,362	3,435	<b>非流動負債</b> 銀行貸款 (有抵押) ── 於一年後到期
Other payables — due over	14	3,302	0,400	其他應付賬項—
one year	15	10,061	_	於一年後到期
Convertible Bonds	16	100,143	_	可換股債券
Net Assets		209,744	52,820	資產淨值
EQUITY				權益
Equity attributable to equity holders of the Company				本公司股本持有人應佔權益
Share capital	17	22,809	19,009	股本
Reserves		175,632	33,595	儲備
Minority interests		198,441 11,303	52,604 216	少數股東權益
Total equity		209,744	52,820	總權益

# UNAUDITED CONDENSED CONSOLIDATED 5 CASH FLOW STATEMENT 5

# 未經審核簡明綜合現金 流量表

	Six months ended 31 October 2008 截至 二零零八年 十月三十一日止 六個月 HK\$'000 千港元	Six months ended 31 October 2007 截至 二零零七年 十月三十一日止 六個月 HK\$'000 千港元	
Net cash (used in)/generated from operating activities	(10,652)	7,269	經營活動(所用)/所得現金 淨額
Net cash (used in)/generated from investing activities	(73,814)	2,977	投資活動(所用)/所得現金 淨額
Net cash generated from/(used in) financing activities	94,240	(218)	融資活動所得/(所用)現金 淨額
Net increase in cash and cash equivalents	9,774	10,028	現金及現金等值項目增加淨額
Cash and cash equivalents at beginning of the period	34,619	28,427	期初之現金及現金等值 項目
Cash and cash equivalents at end of the period	44,393	38,455	期終之現金及現金等值 項目

# UNAUDITED CONSOLIDATED STATEMENT OF MOVEMENT IN EQUITY

# 未經審核綜合權益變動表

Equity attributable to equity holders of the Company

			Equity a	ttributable t			e Company					
				本公司	股本持有人	應佔權益						
	Share capital	Share premium	Translation reserve	Special reserve	Share option reserve 購股權	Other reserve	Option premium on convertible bonds 可換股債券	Accumulated losses	Total	Minority interests	Total	
	股本	股份溢價	滙兌儲備	特別儲備	储備	其他儲備	購股權溢價	累計虧損	合計	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	HK\$'000	
	千港元	千港元	千港元	千港元 (note) (附註)	千港元	千港元	千港元 (note 16) (附註16)	千港元	千港元	千港元	千港元	
At 1 May 2007												於二零零七年
At I May 2007	4,527	43,505	208	(200)	1,827	_	_	(13,107)	36,760	236	36,996	五月一日
Currency translations	-	-	26	-		-	-	-	26	-	26	貨幣換算
Net results recognised directly in equity	_	_	26	_	_	_	_	_	26	_	26	於權益直接確認之 淨業績
Profit for the period	_	_	_	_	_	_	_	2,070	2,070	1	2,071	本期間溢利
Total recognised income and expense for the period	-	-	26	-	-	-	-	2,070	2,096	1	2,097	本期間確認之收入 及支出總額
Decrease in minority interests as a result of acquisition and disposal of a subsidiary by the Group	_	_	_	_	_	_	_	-	_	(62)	(62)	本集團收購及出售 附屬公司之少數 股東權益減少
Bonus issue	13,582	(13,582)	-	-	-	-	-	-	-	-	-	發行紅股
At 31 October 2007	18,109	29,923	234	(200)	1,827	_	_	(11,037)	38,856	175	39,031	於二零零七年 十月三十一日
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	i -	-	(532)	-	-	-	-	-	(532)	-	(532)	貨幣換算
Net results recognised directly in equity Profit for the period	-	-	(532)	-	-	-	- -	- 32,838	(532) 32,838	_ 44	(532) 32,882	於權益直接確認之 淨業績 本期間溢利
Total recognised income and expense for the period	_	_	(532)	_	_	_	_	32,838	32,306	44	32,350	本期間確認之收入 及支出總額
Shares issued at a premium	3,800	93,100	-	-	-	-	-	-	96,900	-	96,900	按溢價發行股份
Shares issue expenses	-	(2,532)	-	-	-	-	-	-	(2,532)	-	(2,532)	股份發行開支
Equity component of convertible bonds	_	_	_	_	_	_	19,857	_	19,857	_	19,857	可換股債券之權益 部分
Decrease in share of net assets of an associate as a result of disposal by the Group	_	_	_	_	_	(694)		_	(694)	_	(694)	本集團出售聯營 公司之應佔資產 淨值減少
Increase in minority interests as a result of acquisition of subsidiaries by the Group	_	_	_	_	_	-	_	_	-	11,043	11,043	本集團收購附屬 公司使少數股東 權益增加
At 31 October 2008	00.000	107.054	10	(200)	1 007		40.057	16.005	100 441	11 202	000.744	於二零零八年

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: 特別儲備指已收購附屬公司股份之面值 與本集團於二零零一年重組之時就進行 收購而發行之本公司股份之面值兩者之 差額。

16,285 198,441 11,303 209,744

# NOTES TO THE CONDENSED FINANCIAL **STATEMENTS**

#### COMPANY INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's head office and principle place of business in Hong Kong is located at Suite 3306-12, 33/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

#### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING **POLICIES**

The Group's unaudited condensed interim financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" and other relevant HKASs and interpretations and the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong, and the applicable disclosures required by the GEM Listing Rules and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and equity investments, which have been measured at fair value. The unaudited consolidated results are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The principal accounting policies applied in the preparation of the unaudited condensed interim financial statements are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 30 April 2008.

In the current period, the Group has adopted a number of new and revised HKFRSs, which are effective for accounting periods beginning on or after 1 January 2008. The adoption of these new HKFRSs had no material effect on the results or financial position of the Group for the current and/or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective, in the unaudited condensed interim financial statements. The directors of the Company anticipate that the application of these new and revised HKFRSs should not have any significant impact on the Group's results of operations and financial position.

The unaudited condensed interim financial statements have been reviewed by the audit committee of the Company.

# 簡明財務報表附註

#### 1. 公司資料

本公司在開曼群島註冊成立為受 豁免有限公司,而其股份於香港 聯合交易所有限公司(「聯交所」) 上市。本公司之香港總辦事處及 主要營業地點為香港灣仔港灣道 6-8號瑞安中心33樓3306-12室。

#### 編製基準及主要會計政策

本集團之未經審核簡明綜合中期 財務報表乃根據香港會計師公會 頒佈之香港會計準則(「香港會計 準則」)第34號「中期財務報告」、 其他相關香港會計準則及詮釋、 香港財務報告準則(「香港財務報 告準則1)、香港普遍採納之會計 原則及創業板上市規則及香港公 司條例規定之適用披露而編製。 除衍生財務工具及股權投資以公 平值計量外,未經審核簡明綜合 中期財務報表乃根據歷史成本記 賬法編製。除另有説明外,未經審 核綜合業績以港元(「港元」)呈列, 所有金額調整至最接近的千位數。

編製未經審核簡明中期財務報表 所適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 用者貫徹一致。

於本期間,本集團採納多項新訂 及經修訂香港財務報告準則。該 等準則於二零零八年一月一日或 之後開始之會計期間起生效。採 納此等新訂香港財務報告準則對 本集團於本期間及/或過往會計 期間之業績或財務狀況並無重大 影響。因此, 毋須作出過往期間調 整。

本集團並無在未經審核簡明中期 財務報表中提早應用已經頒佈但 尚未生效之新訂及經修訂香港財 務報告準則。本公司董事預期,應 用該等新訂及經修訂香港財務報 告準則不會對本集團之經營業績 及財務狀況造成任何重大影響。

未經審核簡明中期財務報表已由 本公司之審核委員會審閱。

#### 3. REVENUE

Revenue represents the net amounts received and receivable from services provided by the Group to outside customers during the three months and six months ended 31 October 2008 and 2007.

#### 4. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### **Business segments**

The principal activities of the Group consist of two divisions — (i) corporate services which include business, accounting and corporate development advisory services, company secretarial services, professional translation services, information technology services; and (ii) funds and wealth management services. Comparatives for the previous period have been restated to achieve a consistent presentation.

## 3. 收益

收益指本集團於截至二零零八年 及二零零七年十月三十一日止三 個月及六個月內向外部顧客提供 服務之已收及應收款項淨額。

#### 4. 業務及地區分部

### 業務分部

本集團之主要業務包括兩類 — (i) 企業服務,包括業務、會計及公司發展顧問服務、公司秘書服務、第翻譯服務,以及資訊科技服務;及(ii)基金及財富管理服務。上期致 以(i)基金及財富管理服務。上期致 之呈報方式。

	Continuing ( Corporate 持續經費	Operations Services 營業務	x months endo 截至十月三十- Discontinued Funds and managemen 已終止經	Consoli			
	企業月	<b>服務</b> ■ 2007	基金及財富	管理服務 2007	線台	2007	
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	
	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	
Revenue	10,044	7,394	19,695	39,782	29,739	47,176	收益
Segment results	(11,223)	(4,151)	498	2,289	(10,725)	(1,862)	分部業績
Unallocated income					13,578	2,207	未分配收入
Unallocated corporate expenses					(20,178)	(2,721)	未分配企業開支
Operating loss					(17,325)	(2,376)	經營虧損
Finance costs					(58)	(102)	融資成本
Share of result of associates					1,701	4,549	應佔聯營公司業績
Gain on disposal of an associate					45,649	_	出售聯營公司之 收益
Gain on disposal of subsidiary					2,915		出售附屬公司收益
Profit for the period					32,882	2,071	本期間之溢利

### 4. BUSINESS AND GEOGRAPHICAL SEGMENTS (CONTINUED)

#### Geographical segments

The Group's operations are located in Hong Kong and The People's Republic of China including Macau (the "PRC"). The following table provided an analysis of the Group's turnover by geographical market, principally determined by the locations of customers:

# 業務及地區分部(續)

### 地區分部

4.

本集團之業務位於香港及中華人民共和國(包括澳門)(「中國」)。 下表為本集團按地區市場(主要按 客戶地區釐定)作出之營業額分析:

#### Revenue by geographical market Six months ended 31 October

## 地區市場之收益 截至十月三十一日止六個月

	Continuing Operations 持續經營業務		Discontinued operations 已終止經營業務		Total 總額			
	2008 2007		<b>2008</b> 2007		2008	2007		
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年		
	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		
Hong Kong	7,473	6,095	19,695	39,782	27,168	45,877	香港	
PRC	2,571	1,299	-	-	2,571	1,299	中國	
	10,044	7,394	19,695	39,782	29,739	47,176		

#### 5. FINANCE COSTS

# 5. 融資成本

# Six months ended 31 October

	截至十月三十一日止六個月						
	2008	2007					
	二零零八年	二零零七年					
	HK\$'000	HK\$'000					
	千港元	千港元					
Finance charge on obligations under finance leases Interest on bank loan not wholly repayable within five years	- 58	6	融資租賃承擔之融資 成本 毋須於五年內全數償還之 銀行貸款利息				
·							
	58	102					

#### 6. PROFIT BEFORE INCOME TAX

#### 6. 除所得稅前溢利

#### Six months ended 31 October

	截至十月三十一日止六個月						
	2008	2007					
	二零零八年	二零零七年					
	HK\$'000	HK\$'000					
	千港元	千港元					
Profit before income tax has been arrived at after charging:			除所得税前溢利已扣除 以下各項:				
Auditor's remuneration	193	115	核數師酬金				
Amortisation of operating lease prepayments	40	41	經營租約預付款項之攤銷				
Depreciation of property, plant and equipment			物業、廠房及設備之折舊				
Owned assets	1,001	709	自置資產				
Assets held under finance leases	_	42	按融資租賃持有之資產				
Impairment loss on financial assets at fair value through profit or loss	17,917	_	按公平值計入損益之財務 資產減值虧損				
Loss on disposal of property, plant and equipment	15	1	出售物業、廠房及設備 虧損				
Operating lease rentals in respect of office			辦公室經營租約租金				
premises	3,299	1,844					
Staff costs (including directors' remuneration):			員工成本 (包括董事酬金):				
Wages and salaries	8,728	6,642	工資及薪金				
Pension costs — defined contribution			退休金成本一定額				
plans	405	260	供款計劃				
Others staff benefits	73	134	其他員工福利				
	9,206	7,036					
-	,	1,122					
and after crediting:			並計入下列各項:				
Interest income	167	227	利息收入				
Unrealised gain on financial assets at fair value through profit or loss	13,409		按公平值計入損益之財務 資產未變現利潤				

#### 7. INCOME TAX EXPENSE

No provision for profits tax has been made in the financial statements for both period 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.

#### 7. 所得稅開支

由於本集團旗下公司擁有承前税 項虧損以抵銷於期內在其各個司 法權區產生之應課稅溢利,或並 無賺取任何應課税溢利,故於兩 個期間之財務報表並無就利得税 作出撥備。

#### 8. DISCONTINUED OPERATIONS

On 21 May 2008, the Group entered into a conditional sale and purchase agreement to the disposal of the Group's entire equity interests in its subsidiary, BMI Funds Management Limited, which carried out all of the Group's fund and wealth management service. The disposal was completed on 29 August 2008, on which date of control of BMI Funds Management Limited passed to the acquirer.

The profit for the year from the discontinued operation is analysed as follows:

### 8. 已終止經營業務

來自已終止經營業務之溢利分析 如下:

#### Six months ended 31 October

# 截至十月三十一日止六個月

	数主 1 77 — 1	_ 8 / 18 / 1	
	2008	2007	
	二零零八年	二零零七年	
	HK\$'000	HK\$'000	
	千港元	千港元	
Profit of discontinued operation for the period Gain on disposal of discontinued operation	563 2,915	2,362	期內已終止業務之收益出售已終止業務之收益
	3,478	2,362	

#### 8. **DISCONTINUED OPERATIONS (CONTINUED)**

The result from discontinued operation was presented as follows.

#### 已終止經營業務(續) 8.

來自已終止經營業務之業績呈報

#### Six months ended 31 October

# 截至十月三十一日止六個月

	似至十月二十一	一口止八個月	
	2008	2007	
	二零零八年	二零零七年	
	HK\$'000	HK\$'000	
	千港元	千港元	
Revenue	19,695	39,782	收益
Cost of services provided	(14,845)	(31,597)	所提供服務之成本
Gross profit	4,850	8,185	毛利
Other income	65	447	其他收入
Administrative and operating expenses	(4,352)	(6,270)	行政及經營開支
Profit before income tax Income tax expense	563 —	2,362 —	<b>除所得稅前溢利</b> 所得稅開支
Profit for the period from discontinued operation	563	2,362	來自已終止經營業務之 本期間溢利
Cash flows from discontinued operation			來自已終止業務之現金 流量
Net cash flows generated from operating activities	455	6,865	經營業務之所得現金流量 淨額
Net cash flows generated from/(used in) investing activities	65	(786)	投資活動之所得/(所用) 現金流量淨額
Net cash flows generated from/(used in) financing activities	_		融資活動之所得/(所用) 現金流量淨額
Net cash flows	520	6,079	現金流量淨額

The carrying amounts of the assets and liabilities of BMI Funds Management Limited at the date of disposal are disclosed in note 18.

#### 9. DIVIDENDS

The Directors do not recommend the payment of any interim dividends for the six months ended 31 October 2008 (2007: Nil).

於出售日期,邦盟滙駿基金管理 有限公司資產及負債之賬面值已 披露於附註18。

#### 9. 股息

董事不建議派發截至二零零八年 十月三十一日止六個月之任何中 期股息(二零零七年:無)。

#### 10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share for the current period is based on the following data:

#### 10. 每股盈利

本期間之每股基本及攤薄盈利乃 根據以下數據計算:

	Three months en	ded 31 October	Six months end	led 31 October	
	截至十月三十-	- 日止三個月	截至十月三十-	- 日止六個月	
	2008	2007	2008	2007	
	二零零八年	二零零七年	二零零八年	二零零七年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Profit attributable to equity	27.225	4 000		0.070	本公司股本持有人
holders of the Company	37,825	1,362	32,838	2,070	應佔溢利
Number of shares:					股份數目:
Weighted average number					紅股發行以外之
of ordinary share except					紅 放 気 1 以 介 之 普 通 股 加 權
bonus issue	2,231,314,783	452,720,000	2,066,097,391	452,720,000	平均數
Effect of bonus issue	_	1,358,160,000	_	1,358,160,000	發行紅股之影響
Weighted average number					就每股基本盈利而言
of ordinary shares for the					之普通股
purpose of basic earnings		1 010 000 000		1 010 000 000	加權平均數
per share	2,231,314,783	1,810,880,000	2,066,097,391	1,810,880,000	
Effect of dilution and article					₩ ★ III /0 → B/ 網 ·
Effect of dilutive potential shares:					潛在攤薄股份之影響:
Share options	250,281,348	259,270,929	250,281,348	259,270,929	購股權
Convertible bonds	130,434,783		65,217,391		可換股債券
Convertible Bonds	100,404,700		00,217,001		可決队良力
Weighted average number of					就計算每股攤薄盈利
share for the purpose of					而言之股份加權
calculating diluted earnings					平均數
per share	2,612,030,914	2,070,150,929	2,381,596,130	2,070,150,929	

No diluted earnings per share has been presented for the periods ended 31 October 2007 continuing operations as the potential ordinary shares outstanding have anti-dilutive effect on the earnings per share.

由於尚未發行之潛在普通股對每股盈利具反攤薄影響,故並無呈列截至二零零七年十月三十一日止期間之每股攤薄盈利。

#### 11. PROPERTY, PLANT AND EQUIPMENT

The movements of property, plant and equipment of the Group were as follows:

## 11.

**物業、廠房及設備** 本集團之物業、廠房及設備變動 如下:

	At 31 October 2008 於二零零八年 十月三十一日 HK\$'000 千港元	At 30 April 2008 於二零零八年 四月三十日 HK\$'000 千港元	
Net book value, beginning of period/year Exchange realignment Acquisitions of subsidiaries Additions Disposals Disposal of a subsidiary Depreciation	5,279 (2) 2,661 2,178 (12) (721) (1,001)	23 — 1,830 (69)	期初/年初賬面淨值 滙兑差額 收購附屬公司 添置 出售附屬公司 折舊
Net book value, end of period/year	8,382	5,279	期終/年終賬面淨值

#### GOODWILL 12.

# Goodwill and acquisition of a subsidiary

Movement of goodwill

#### 商譽 12.

# 商譽及收購附屬公司

商譽之變動

	2008 二零零八年	2007 二零零七年	
	HK\$'000	HK\$'000	
	千港元	千港元	
Cost		1	成本
At 1 May	_	l –	於五月一日
Acquired on an acquisition	198,293	-	自購入所得
Additions	_	_	添置
At 31 October	198,293	_	於十月三十一日
Accumulated impairment losses As at 1 May and 31 October	_	_	累計減值虧損 於五月一日及 於十月三十一日
Carrying amount As at 1 May	_	_	<b>賬面值</b> 於五月一日
As at 31 October	198,293	_	於十月三十一日

### 12. GOODWILL (CONTINUED)

#### Goodwill and acquisition of a subsidiary

#### Acquisition of subsidiary

During the period, the Group completed to acquire the entire equity interest of subsidiary for an aggregate consideration of HK\$190,000,000. The transaction has been accounted for by applying the purchase method.

# 12. 商譽(績)

### 商譽及收購附屬公司

收購附屬公司

期內,本集團以總代價190,000,000 港元完成收購附屬公司的全部股權。該項交易已按購買法入賬。

#### HK\$'000 工进元

	千港元	
Net assets and liabilities acquired:		所收購資產負債淨額:
Cash	1,025	現金
Inventories	896	存貨
Deposits, prepayments and other receivables	7,209	按金、預付款項及其他應收賬項
Property, plant and equipment	2,661	物業、廠房及設備
Goodwill	198,293	商譽
Trademarks	24	商標
Patents	41,656	專利
Accrued charges and other payables	(40,660)	應計費用及其他應付款項
Other payables - non current liabilities	(10,061)	其他應付賬項 — 非流動負債
Minority interest	(11,043)	少數股東權益
Total purchase price	190,000	購買價總額
Satisfied by:		以下列方式支付:
Issue of zero coupon rate convertible bonds	120,000	發行零票息可換股債券
cash consideration	70,000	現金代價
	190,000	
Net cash outflow in respect of acquisition of FD(H) Investments Limited and its subsidiaries:		就收購FD(H) Investments Limited及 其附屬公司之現金流出淨額:
Cash consideration	70,000	現金代價
Deposit paid in prior period	(6,000)	過往期間內支付之訂金
	64,000	
Cash inflow when acquired the subsidiary	(1,025)	收購附屬公司時之現金流入
Net cash outflow during the period	62,975	期內現金流出淨額

#### 13. TRADE RECEIVABLES

The Group allows an average credit period of 60 days to its customers. The following is an aged analysis of trade receivable at the balance sheet date:

#### 13. 應收賬項

本集團給予其客戶之平均信貸期 為60天。於結算日,應收賬項之賬 齡分析如下:

	At 31 October	At 30 April	
	2008	2008	
	於二零零八年	於二零零八年	
	十月三十一日	四月三十日	
	HK\$'000	HK\$'000	
	千港元	千港元	
0 - 60 days	1,363	2,474	0 – 60天
0 - 60 days 60 - 90 days	1,363 379	· ·	0-60天 60-90天
•	· · · · · · · · · · · · · · · · · · ·	· ·	
60 - 90 days	379	173	60 – 90天

#### 14. **BANK LOANS (SECURED)**

#### 14. 銀行貸款(有抵押)

	At 31 October 2008	At 30 April 2008	
	於二零零八年 十月三十一日	於二零零八年 四月三十日	
	HK\$'000	HK\$'000	
	千港元	千港元	
Bank loan was repayable as follows:			銀行貸款還款期如下:
Within one year	146	143	一年內
In the second year	151	148	第二年
In the third to fifth year	482	475	第三至第五年
Wholly repayable within five years	779	766	須於五年內全數償還
After the fifth year	2,729	2,812	於第五年後
	3,508	3,578	
Less: Current portion due within one year			減:於一年內到期之即期
included under current liabilities	(146)	(143)	部分(列入流動負債)
Non-current portion included under			非即期部分(列入非流動
non-current liabilities	3,362	3,435	負債)

The bank loan was secured by operating lease prepayments and buildings held by the Group.

銀行貸款由經營租約預付款項及 本集團持有之樓宇作抵押。

#### OTHER PAYABLES - DUE OVER ONE YEAR 15.

The amount represents the funding received from the PRC government for the Group's research projects.

#### 其他應付款項 — 於一年後到期 15. 該款項指就本集團研究項目所收 取的中國政府撥款。

#### 16. CONVERTIBLE BONDS

On 29 October 2008, the Company issued convertible bonds with a nominal value of HK\$120 million to All Favour Holdings Limited for a term of two years with zero coupon rate. The convertible bonds are convertible into shares of the Company at the initial conversion price of HK\$0.03 per conversion share at any time after the date of issue of the convertible bonds and ending on the date that falls on the fifth day immediately before the maturity date, both dates inclusive.

The fair value of the liability component and the equity conversion component were calculated by using the discounted cash flow method at a discount rate of 9.466% p.a.

### 16. 可換股債券

於二零零八年十月二十九日,本公司向All Favour Holdings Limited 發行面值120,000,000港元的兩年數零票息可換股債券。有關可與股債券。不關可與股債券。可於發行可換股債券。以對於後起至緊接到期日前第五天(包括資程兩天)的任何時間按初步轉換份0.03港元轉換為本公司股份。

債務部分及可兑換權益部分之公 平值,以貼現現金流量法按每年 貼現率9.466%計算。

HK\$'000

千港元

Nominal value of convertible bonds,	於發行日期的可換股債券面值
at the date of issue	120,000
Liability component at date of issue	(100,143) 於發行日期的債務部分

Equity component

19,857 權益部分

股本

17.

#### 17. SHARE CAPITAL

	At 31 October 2008		At 30 April		
	於二零零八年十月三十一日		於二零零八年四		
	No. of shares	Amount	No. of shares	Amount	
	股份數目	數額	股份數目	數額	
		HK\$'000		HK\$'000	
		千港元		千港元	
		_			
Authorised capital:					法定股本:
Ordinary shares of HK\$0.01					每股面值0.01港元
each	10,000,000,000	100,000	10,000,000,000	100,000	之普通股
Issued and fully paid capital:					已發行及繳足:
At beginning of the period	1,900,880,000	19,009	452,720,000	4,527	於期初
Bonus issue	-	_	1,358,160,000	13,582	發行紅股
Shares issued in placing					配售安排下所發行
arrangement (note)	380,000,000	3,800	90,000,000	900	之股份(附註)
At the end of period	2,280,880,000	22,809	1,900,880,000	19,009	於期終

Note:

On 4 December 2007, pursuant to a placing agreement between the Company and a placing agent, the Company issued an aggregate of 90,000,000 new ordinary shares of HK\$0.01 each at a price of HK\$0.209 per share to independent third parties.

On 13 August 2008, pursuant to a placing agreement between the Company and a placing agent, the Company issued an aggregate of 380,000,000 new ordinary share of HK\$0.01 each at a price of HK\$0.255 per share to independent third parties.

附註:

於二零零七年十二月四日,根據本公司與配售代理訂立的配售協議,本公司按每股0.209港元之價格向獨立第三方發行合共90,000,000股每股面值0.01港元之新普通股。

於二零零八年八月十三日,根據本公司與配售代理訂立的配售協議,本公司按每股0.255港元之價格號。本公司按每股0.255港元之價格000,000股每股面值0.01港元之新普通股。

#### 18. DISPOSAL OF A SUBSIDIARY

As refer to note 8, on 29 August 2008 the Group discontinued its fund and wealth management service at the time of the disposal of its subsidiary, BMI Funds Management Limited.

The net assets of BMI Funds Management Limited at the date of disposal and at 30 April 2008 were as follows:

#### 18. 出售附屬公司

誠如附註8所述,本集團於二零零 八年八月二十九日出售其附屬公 司邦盟滙駿基金管理有限公司時 終止其基金及財富管理服務。

於出售日期及於二零零八年四月 三十日, 邦盟 滙 駿 基 金 管 理 有 限 公司的資產淨值如下:

	At 29 August	At 30 April	
	2008	2008	
	於二零零八年	於二零零八年	
	八月二十九日	四月三十日	
	HK\$'000	HK\$'000	
	千港元	千港元	
Describe also and anti-	704	010	<b>梅米 应与又</b> 凯供
Property, plant and equipments	721	910	物業、廠房及設備
Trade receivables	117	78	應收賬款
Deposits, prepayments and other			按金、預付款項及其他
receivables	636	1,115	
Amount due from related companies	2,008	2,080	應收關聯公司款項
Cash and cash equivalents	13,623	13,103	現金及現金等值項目
Accrued charges and other payables	(13,515)	(14,077)	應計費用及其他應付款項
Taxation payable	(186)	(186)	應付税項
	3,404	3,023	
Net gain on disposal	2,915		出售淨收益
3	,		
Total consideration	6,319		總代價
	5,5.15		WO. 1 0 154
Satisfied by:			以下列方式支付:
Cash	6,319		現金
Casii	0,319		况 並
Net cash outflow arising on disposal:			自出售事項之現金
iver cash outhow ansing on disposal:			日 出 告 事 垻 之 現 玉 流 出 淨 額 :
Cash consideration received	6,319		加山/伊領· 所收現金代價
	0,319		
Cash and cash equivalents disposed of	(40 545)		所出售的現金及現金等值
	(13,515)		項目
	(7,400)		
	(7,196)		

The impact of BMI Funds Management Limited on the Group's results and cash flows in the current and prior periods is disclosed in note 8.

邦盟滙駿基金管理有限公司對本 集團本期間及以往期間業績及現 金流量的影響披露於附註8。

#### 19. COMMITMENT

#### (a) Operating lease commitment

At the balance sheet date, the Group had future minimum lease payments under non-cancellable operating leases which fall due as follows:

#### 19. 承擔

### (a) 經營租賃承擔

於結算日,本集團根據不可撤銷之經營租賃就到期 支付之未來最低租金款項 如下:

	At 31 October 2008	At 30 April 2008	
	於二零零八年 十月三十一日	於二零零八年 四月三十日	
	HK\$'000	HK\$'000	
	千港元	千港元	
Within one year	3,994	5,812	一年內
In the second to fifth year inclusive	4,176	6,327	第二年至第五年 (包括首尾兩年)
	8,170	12,139	

The Group leases a number of properties under operating leases. The lease run for an initial period of one to three years.

根據經營租賃,本集團租 賃若干物業。租賃之初步 年期為一至三年。

#### (b) Capital commitment

At the balance sheet date, the Group had the following capital commitments:

## (b) 資本承擔

於結算日,本集團有以下 資本承擔:

	At 31 October 2008	At 30 April 2008	
	於二零零八年 十月三十一日	於二零零八年 四月三十日	
	HK\$'000	HK\$'000	
	千港元	千港元	
Contracted but not provided for — Leasehold land	1,925	-	已訂約但未撥備 <i>一</i> 租貸土地

During the period, the Company contracted to purchase an industrial land in Xian, PRC with fifty years land use rights.

期內,本公司已訂約購入 中國西安一幅工業用地而 其土地使用權為五十年。

### 20. POST BALANCE SHEET EVENT

Upon the passing of a special resolution by the shareholders of the BM Intelligence International Limited at the forthcoming extraordinary general meeting held on 18 December 2008 and the approval of the Registrar of the Companies in Cayman Islands, the name of the Company would be changed from "B M Intelligence International Limited" to "China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司", and the existing Chinese name of the Company, "邦盟滙 駿國際有限公司", will no longer be used.

#### 20. 結算日後事項

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### **Financial Review**

For the six months ended 31 October 2008, the Group recorded a total revenue of approximately HK\$29.739.000 and a profit attributable to equity holders of the Company approximately HK\$32,838,000, as compared to a revenue of approximately HK\$47,176,000 and a profit attributable to equity holders of the Company approximately HK\$2,070,000 for the corresponding period last year.

#### **Operations Review**

#### Corporate Services

#### Professional Translation Services

BMI Professional Translation Services Limited ("BMI Translation"), the Group's wholly-owned subsidiary, specializes in providing fast, accurate and competitively priced translation services to meet the ever diversified needs of the market.

Blessed with a team of enthusiastic in-house translators in Hong Kong, BMI Translation can well demonstrate its distinction, enabling it to explore every business opportunity in Hong Kong as well as in Mainland China. We realize that our translation staff is the key to our success, therefore, we provide continuous professional on-the-job training to our young and dynamic team.

Looking forward, in cope with the global financial crisis, we will, on one hand, continue to enhance our service quality to secure our existing clients, and one the other hand, we will deploy more resources to marketing initiatives, aiming at expanding our customer base, in a bid to further strengthen our position in this highly competitive market.

## 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 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 provider in Hong Kong, whose clientele comprises of companies listed on the Stock Exchange. The Directors believes 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.

### 管理層討論及分析

### 財務回顧

截至二零零八年十月三十一日止六個月, 本集團錄得總收益約29.739.000港元及本 公司股本持有人應佔溢利約32.838.000 港元。去年同期之收益則約為47.176.000 港元,本公司股本持有人應佔溢利約為 2.070.000港元。

#### 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滙駿專業翻譯 有限公司(「邦盟滙駿翻譯」)專注於提供快 捷、準確及定價具競爭力的翻譯服務,以 滿足市場多元化的需求。

憑藉具熱誠的香港內部翻譯員團隊,邦盟 滙駿翻譯能傲視同儕,並能開拓香港以及 中國內地的每個商機。我們明白,翻譯員 乃我們的成功關鍵,故我們持續為我們年 輕及有活力的團隊提供專業在職培訓。

展望未來,為應付全球金融危機,我們一 方面會繼續提高服務質素,保留現有客戶, 而另一方面,我們將投放更多資源作市場 推廣,以拓展顧客基礎,為求於這個競爭 劇烈的市場淮一步提高其地位。

#### 公司秘書服務

本集團之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」)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, 邦盟滙駿 秘書顧問繼續為客戶提供企業管治評估服 務。現時,企業對企業管治的意識有所提 升,長遠而言對本公司有草大裨益。

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 著的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 ]) 股本合共約14.42%後進一步擴展。Union Registrars是香港主要股份登記服務供應 商之一,其客戶包括於聯交所上市的公司。 董事相信該項進一步收購將進一步加強為 客戶提供之一站式綜合及全面服務。

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 本 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。

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.

#### **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 and acquisition of the entire issued share capital of FD(H) Investments Limited on 29 October 2008, the Group will focus in implementing an effective cost control with a view to bring up a better return to its shareholders. The principal subsidiary of FD(H) Investments Limited, Shaanxi Aierfu Activtissue Engineering Company Limited, has been in the process of setting up new production facilities in Xian to increase production of its products. 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.

#### **GROUP CAPITAL RESOURCES AND LIQUIDITY**

#### Shareholders' Funds

The shareholders' equity of the Group as at 31 October 2008 increased to approximately HK\$209,744,000 (30 April 2008: HK\$52,820,000).

#### Liquidity, Financial Resources and Capital Structure

As at 31 October 2008, the Group had net current assets of approximately HK\$68,141,000. The current assets mainly comprised trade receivables of approximately HK\$1,841,000, deposits, prepayments and other receivables of approximately HK\$6,649,000, financial assets at fair value through profit or loss of approximately HK\$57,711,000, inventories of approximately HK\$896,000 and cash and cash equivalents of approximately HK\$44,393,000. The Company intends to finance the Group's future operations, capital expenditure and other capital requirements with the existing bank balances available. The current liabilities comprised accrued charges and other payables of approximately HK\$45,712,000, bank loan of approximately HK\$146,000 and provision for taxation of approximately HK\$93,000.

#### Working Capital and Gearing Ratio

As at 31 October 2008, the Group's working capital ratio (current assets to current liabilities) was 2.48 (30 April 2008: 2.89); and its gearing ratio (net debt to shareholders' funds) was 0.54 (30 April 2008: 0.068).

#### 業務、會計及公司發展顧問服務

本集團透過邦盟滙駿顧問有限公司、邦盟 滙駿顧問(深圳)有限公司及邦盟滙駿商 務諮詢(上海)有限公司提供業務、會計及 公司發展顧問服務,但如享業務對本集團 業務之重要性已日漸減少。然而,此部份 之營業額仍與去年同期相約。

#### 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,及於二零零八年十月二十九 日收購FD(H) Investments Limited全部已發 行股本後,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。FD(H) Investments Limited之主要附屬公司陝西 艾爾膚組織工程有限公司正於西安設立新 牛 產 設 施 , 以 提 高 產 量 。 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。

#### 集團資本來源及流動資金

#### 股東資金

本集團於二零零八年十月三十一日之股東權益增加至約209,744,000港元(二零零八年四月三十日:52,820,000港元)。

#### 流動資金、財務資源及股本結構

於二零零八年十月三十一日,本集團之流動資產淨值約為68,141,000港元。流動資產主要包括應收賬項約1,841,000港元、按金、預付款項及其他應收款項約8,649,000 57,711,000港元、存貨約896,000港元、內理金及現金等值項目約44,393,000港元、企公司擬使用現有銀行結餘為本集團日金。流動負債包括應計費用及其他應付賬項約67,712,000港元、銀行貸款約146,000港元及稅項撥備約93,000港元。

# 營運資金比率及資產負債比率

於二零零八年十月三十一日,本集團之營 運資金比率(流動資產相對流動負債)為 2.48 (二零零八年四月三十日:2.89)及資 產負債比率(債務淨額相對股東資金)為 0.54 (二零零八年四月三十日:0.068)。

#### Capital Structure

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.

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

#### **CAPITAL COMMITMENTS**

Capital commitment of the Group is HK\$1,925,000 (30 April 2008: Nil) and the details is set out in note 19(b).

#### MATERIAL ACQUISITIONS/DISPOSALS OF SUBSIDIARIES AND ASSOCIATED 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 in the principle amount of HK\$120 million with the conversion price of HK\$0.03 per conversion share. This acquisition is completed on 29 October 2008.

Save as disclosed above, there were no acquisitions or disposals of subsidiaries and affiliated companies during the six months ended 31 October 2008.

#### SEGMENTAL INFORMATION

Segmental information of the Group is set out in note 4 to the financial statements

#### **EMPLOYEE INFORMATION**

As at 31 October 2008, the Group had 207 (2007: 92) employees located in Hong Kong and Mainland China. As an equal opportunity employer, the Group's remuneration and bonus policies are determined with reference to the performance and experience of individual employees. The total amount of employee remuneration (including that of the Directors and retirement benefits scheme contributions) of the Group for the period was reviewed and approved by the Board, which was approximately HK\$9,206,000 (2007: HK\$7,036,000).

In addition, the Group may offer options to reward employees who exhibit that they have offered significant contributions to the Group. In order to enhance customer service standard, the Group not only encourages employees to receive training and further education, but also sponsors senior executives for higher education programs.

#### 股本结構

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。

因此,本公司於本報告日期之已發行股數 為2,280,880,000股。

#### **資本承擔**

本集團資本承擔為1,925,000港元(二零 零八年四月三十日:無),詳情載於附註 19(b) °

#### 附屬公司及聯營公司之重大收購或 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。

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 行本金額為120,000,000港元之每股轉換股 份轉換價為0.03港元之可換股債券撥付。 該項收購於二零零八年十月二十九日完 成。

除上文披露者外,截至二零零八年十月 三十一日止六個月概無收購或出售附屬公 司及聯屬公司。

本集團之分部資料載於財務報表附註4。

於二零零八年十月三十一日,本集團共有 員工207名(二零零七年:92名)分佈於香 港及中國大陸。本集團作為平等機會僱主, 其員工之薪酬及獎金政策均以員工個別 表現及經驗釐定。本期間本集團之員工薪 酬總額(包括董事薪酬及退休福利計劃供 款)已經由董事會審閱及批准,金額約為 9,206,000港元(二零零七年:7,036,000港 元)。

此外,本集團亦可向對本集團作出重大貢 獻之員工授出購股權以作獎勵。為提升客 戶服務水準,本集團不僅鼓勵僱員接受培 訓及進修,並同時贊助高級行政人員報讀 高等教育課程。

#### CHARGES ON GROUP'S ASSETS

As at 31 October 2008, operating lease prepayments and building with respective carrying values of approximately HK\$3,621,000 (30 April 2008: HK\$3,661,000) and HK\$1,676,000 (30 April 2008: HK\$1,712,000) were pledged with banks in order to secure the Group's banking facilities.

#### DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the Management Discussion and Analysis, the Directors do not have any future plans for material investment or capital assets.

#### FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue and incurs cost in Hong Kong dollars and Renminbi. The Directors consider the impact of foreign exchange exposure of the Group is minimal.

#### CONTINGENT LIABILITIES

Name of Directors

黃世雄

As at 31 October 2008, the Group did not have any contingent liabilities (2007: Nil).

#### **DIRECTORS' INTERESTS IN SECURITIES**

As at 31 October 2008, the interests and short positions of the Directors and chief executive of the Company 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

Capacity 股份及相關股份 董事姓名 身份 總計之好倉 Wong Sai Hung, Oscar Beneficial owner 30,000,000

實益擁有人

Save as disclosed above, as at 31 October 2008, none of the Directors or chief executives of the Company 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) 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.

#### 集團資產抵押

於二零零八年十月三十一日,賬面值分別 約為3,621,000港元(二零零八年四月三十 日:3.661.000港元)及1.676.000港元(二零 零八年四月三十日:1,712,000港元)之經 營租賃預付款項及樓宇已抵押予銀行作為 換取本集團之銀行融通額。

# 未來重大投資或購入資本資產計劃

除於管理層討論及分析所披露者外,董事 並無任何未來重大投資或購入資本資產計

#### 外滙風險

本集團主要以港元及人民幣賺取收益及支 付費用。董事認為本集團之外滙風險甚低。

## 或有負債

於二零零八年十月三十一日,本集團並無 任何或有負債(二零零七年:無)。

## 董事於證券之權益

於二零零八年十月三十一日,董事及本公 司主要行政人員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 淡食),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

Aggregate long Approximate percentage of position in the shares and the issued share underlying shares capital 已發行股本 概約百分比

1.32%

除上文所披露者外,於二零零八年十月 三十一日,董事或本公司主要行政人員概 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 及債券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。

Subscription

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed the following section headed "Share Options", at no time during the six months ended 31 October 2008 were rights to acquire benefits by means of the acquisition of shares in the Company or 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 any other body corporate.

#### SHARE OPTIONS

A share option scheme was adopted by the Company on 29 August 2002 (the "2002 Share Option Scheme") for the primary purpose of providing incentives to directors and eligible employees.

The Company has made adjustment to the outstanding share options in accordance with the Bonus Issue. Details of the movements in the share options granted and exercised during the six months ended 31 October 2008 under the 2002 Share Option Scheme are as follows:

## 董事收購股份之權利

除下文「購股權」一節所披露者外,於截至 二零零八年十月三十一日止六個月之任何 時間並無授權任何董事或彼等各自之配偶 或未滿十八歲之子女,可藉收購本公司或 任何其他法人團體之股份而獲益,彼等亦 無行使任何該等權利; 而本公司、其控股 公司或其任何附屬公司概無參與訂立任何 安排,致使董事、彼等各自之配偶或未滿 十八歲之子女於任何其他法人團體獲得該 等權利。

#### 購股權

本公司於二零零二年八月二十九日採納 一項購股權計劃(「二零零二年購股權計 劃 1),主要目的乃為董事及合資格僱員提 供獎勵金。

本公司已根據發行紅股對尚未行使之購 股權作出調整。於截至二零零八年十月 三十一日止六個月內,根據二零零二年購 股權計劃已授出及已行使之購股權變動詳 情列載如下:

Name or category of participant 参與者的姓名及類別	Date of grant 授出日期	Outstanding as at 1 May 2008 於二零零八年 五月一日 尚未行使	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed during the period 於期內失效	Outstanding as at 31 October 2008 於二零零八年 十月三十一日 尚未行使	Exercisable period	price per share of the Company 本公司股份 每股認購價
		100 717 12 100			11.77	P4.44.13 EC	12 16 19 70	HK\$ 港元
Employees, and ex-employees 僱員及前僱員	29 August 2002 二零零二年 八月二十九日	80,000,000	-	-	-	80,000,000	29 August 2002 - 28 August 2012 二零零二年 八月二十九日至 二零一二年 八月二十八日	0.06125
	30 August 2006 二零零六年 八月三十日	200,000,000	-	-	-	200,000,000	30 August 2006 - 29 August 2016 二零零六年 八月三十日至 二零一六年 八月二十九日	0.01000
		280,000,000	_	_	_	280,000,000		

#### SUBSTANTIAL SHAREHOLDERS

As at 31 October 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:

#### 丰要股東

於二零零八年十月三十一日,除上文所披 露本公司董事或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或淡倉,或直接或 間接於附有在任何情況下可於本公司或主 要股東之股東大會上投票之權利之任何股 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:

		Aggregate long position in the shares and	Approximate percentage of the issued share
Name of Shareholder	Capacity	underlying shares	capital
股東姓名	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) One Express Group Limited (附註1)	Corporate 公司	515,200,000	22.59%
All Favour Holdings Limited (Note 2) All Favour Holdings Limited (附註2)	Corporate 公司	4,000,000,000	175.37%
Lo Wah Wai (Note 3) 盧華威 (附註3)	Beneficial owner 實益擁有人	140,000,000	6.14%
lp Yu Chak (Note 4) 葉汝澤 (附註4)	Beneficial owner 實益擁有人	140,000,000	6.14%

#### Notes:

- One Express Group Limited 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. 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%), 4.000.000.000 Convertible Bonds has been issued to All Favour Holdings Limited on 29 October 2008. 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.

#### 附註:

- One Express Group Limited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於開曼群島註冊 成立的公司,其股份於聯交所主板上 市。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。於二 零零八年十月二十九日,4,000,000,000 可換股債券已發行予 All Favour Holdings Limited。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。

- 3 Option to subscribe for a total of 140,000,000 shares of the Company were granted to Mr. Lo Wah Wai. The Company has made adjustment to the outstanding share options in accordance with the bonus issue approved by the shareholders at the Company on 29 August 2007 (the "Bonus Issue").
- Option to subscribe for a total of 140,000,000 shares of the Company 4. were granted to Mr. Ip Yu Chak. The Company has made adjustment to the outstanding share options in accordance with the Bonus Issue.

Save as disclosed above, the directors or chief executives of the Company are not aware of any persons or corporations who, as at 31 October 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.

#### 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 six months ended or at any time during the six months ended 31 October

#### 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.

#### CORPORATE GOVERNANCE

The Company has complied with all the code provisions as set out in the Code on Corporate Governance Practices (the "CG Code") to the Appendix 15 of the GEM Listing Rules throughout the six months ended 31 October 2008 except for the deviation that the post of chairman and chief executive officer has been vacant since the resignation of Mr. Lo Wah Wai and Mr. Wong Wai Tung as chairman and chief executive officer of the Company on 27 May 2008 respectively, while Mr. Wong Sai Hung, Oscar and Ms. Yeung Sau Han, Agnes has been appointed as the chairman and chief executive officer of the Company on 23 June 2008 respectively. The details of our compliance may be found in corporate governance report contained in the Company's 2008 annual report.

#### **Audit Committee**

The Company set up 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 four independent non-executive directors being Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung.

The Audit Committee has reviewed with the management accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited interim results for the six months ended 31 October 2008. The terms of reference of the Audit Committee are available on the Company's website.

- 可認購本公司合共140,000,000股本公司 股份的購股權已授予盧華威先生。本公 司已根據本公司股東於二零零七年八月 二十九日批准的發行紅股(「發行紅股」) 對尚未行使之購股權作出調整。
- 可認購本公司合共140,000,000股本公司 股份的購股權已授予葉汝澤先生。本公 司已根據發行紅股對尚未行使之購股權 作出調整。

除上文所披露外,本公司董事或行政總裁 並不知悉任何人士或公司於二零零八年十 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管理層。

#### 關連交易

本公司或其附屬公司概無訂立於六個月結 束時或於二零零八年十月三十一日止六 個月內任何期間仍然有效, 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。

### 競爭性權益

本公司董事或管理層股東或主要股東或彼 等各自的任何聯繫人士(定義見創業板上 市規則)概無在任何與本集團業務產生競 爭或可能產生競爭的業務中擁有權益。

#### 企業管治

本公司於截至二零零八年十月三十一日止 六個月一直遵守創業板上市規則附錄15企 業管治常規守則(「企業管治守則」)所載之 所有守則條文,惟主席及行政總裁職位自 盧華威先生及王偉東先生於二零零八年五 月二十七日分別辭任本公司主席及行政總 裁一直懸空而有所偏離,而黃世雄先生及 楊秀嫺女士於二零零八年六月二十三日分 別獲委任為本公司主席及行政總裁。本公 司之遵例詳情見於本公司二零零八年年報 所載之企業管治報告。

#### 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式及內部監控而訂立 書面職權節圍。審核委員會現時由四位獨 立非執行董事呂天能先生、張兆沖先生、 柯偉聲先生及林兆昌先生組成。

審核委員會已與管理層審閱本集團所採 納之會計準則及慣例,並就內部監控及財 務報告事項(二零零八年十月三十一日止 六個月之未經審核中期業績)進行討論。 審核委員會之職責範圍載於本公司之網站 內。

#### **Nomination Committee**

The Company set up a nomination committee (the "Nomination Committee") on 22 July 2005 with terms of reference in compliance with the provisions set out in the CG Code. The primary role of the Nomination Committee is to ensure that there is a formal and transparent procedure adopted by the Company for the nomination of directors of the Company. The Nomination Committee comprises a majority of independent non-executive directors of the Company and schedules to meet at least once a year. The Nomination Committee is chaired by Ms. Yu Sau Lai and comprises four other members, namely Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung. The terms of reference of the Nomination Committee are available on the Company's website.

#### Remuneration Committee

The Company set up a remuneration committee (the "Remuneration Committee") on 22 July 2005 with terms of reference in compliance with the provisions set out in the CG Code. The primary role of the Remuneration Committee is to ensure that there is a formal and transparent procedure adopted by the Company for developing policies on, and for overseeing, the remuneration packages of all the directors of the Company. The Remuneration Committee comprises a majority of independent non-executive directors of the Company and schedules to meet at least once a year. It is chaired by Ms. Yu Sau Lai and comprises other four members, namely Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung. The terms of reference of the Remuneration Committee are available on the Company's website.

# Securities Dealing Code

Having made specific enquiry of all Directors, the Company has confirmed that the Directors have fully complied with the required standards of dealings regarding securities transaction by the directors as set out on GEM Listing Rules throughout the six months ended 31 October 2008.

#### **Board Practices and Procedures**

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

#### PURCHASE, SALE OR REDEMPTION OF SECURITIES

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

By Order of the Board

B M Intelligence International Limited
Wong Sai Hung Oscar
Chairman

Hong Kong, 8 December 2008

As at the date of this report, the executive directors of the Company are Ms. Yeung Sau Han, Agnes, Ms. Yu Sau Lai and Mr. Tin Ka Pak; the non-executive director is Mr. Wong Sai Hung, Oscar; the independent non-executive directors are Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung.

#### 提名委員會

#### 薪酬委員會

#### 證券交易守則

本公司經向各董事作出特別垂詢後,確認 董事於截至二零零八年十月三十一日止六 個月內,已全面遵守載於創業板上市規則 董事進行證券交易之買賣規定標準。

#### 董事會常規及程序

於截至二零零八年十月三十一日止六個月內,本公司已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

截至二零零八年十月三十一日止六個月內,本公司或其任何附屬公司並無購買、 出售或贖回本公司任何上市證券。

承董事會命

邦盟滙駿國際有限公司 黃世雄

主席

香港,二零零八年十二月八日

於本報告日期,本公司之執行董事為楊秀 嫺女士、余秀曆女士及田家柏先生;非執 行董事為黃世雄先生;獨立非執行董事為 呂天能先生、張兆沖先生、柯偉聲先生及 林兆昌先生。

# BM Intelligence Group 邦盟滙駿集團

www.bmintelligence.com