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# **BM INTELLIGENCE**

## **B M INTELLIGENCE INTERNATIONAL LIMITED**

### **邦盟滙駿國際有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 8158)*

### **LETTER OF INTENT**

The Board is pleased to announce that on 25 February 2008, MILLION PROFIT, a wholly-owned subsidiary of the Company, has entered into a LOI with FDH in relation to the intention of the acquisition in Shaanxi Aierfu, a company incorporated in the PRC with limited liability. FDH has entered into a conditional sales and purchase agreement to acquire 51 % interest in Shaanxi Aierfu.

MILLION PROFIT shall, within five business days upon execution of the LOI, pay to FDH a sum of HK\$6,000,000 as the Earnest Money which is refundable.

The business of Shaanxi Aierfu includes development and research of medical engineering, biological engineering and tissue engineering.

This announcement is made pursuant to Rule 17.15 of the GEM Listing Rules.

### **The Proposed Transaction**

The board (the "Board") of directors (the "Directors") of BM Intelligence International Limited (the "Company") is pleased to announce that on 25 February 2008, MILLION PROFIT GROUP LIMITED ("MILLION PROFIT"), a wholly-owned subsidiary of the Company, has entered into a Letter of Intent (the "LOI") with FD(H) INVESTMENTS LIMITED ("FDH") in relation to the intention of the acquisition (the "Proposed Transaction") in 陝西艾爾膚組織工程有限公司 (Shaanxi Aierfu Tissue Engineering Company Limited)\*\* ("Shaanxi Aierfu"), a company incorporated in the People's Republic of China (the "PRC") with limited liability. FDH has entered into a conditional sales and purchase agreement to acquire 51% interest in Shaanxi Aierfu. FDH and its ultimate owners are third parties independent of the Company and its connected persons.

According to the LOI, FDH shall (i) grant an exclusive period (the "Exclusive Period") of 6 months upon the execution of the LOI to MILLION PROFIT that FDH shall not negotiate, sale or transfer, co-operate with any other third party in relation to the business and shareholding of Shaanxi Aierfu and/or its subsidiaries; and (ii) allow MILLION PROFIT to conduct due diligence review in the legal and financial aspects of FDH, Shaanxi Aierfu and its subsidiaries.

## **The Earnest Money**

MILLION PROFIT shall, according to the terms and conditions of the LOI, within five business days upon execution of the LOI, pay to FDH a sum of HK\$6,000,000 as the Earnest Money (the “Earnest Money”). If a formal agreement (the “Formal Agreement”) in relation to the Proposed Transaction has been entered into between MILLION PROFIT and FDH within the Exclusive Period, the Earnest Money shall be applied as partial payment of the consideration for the Proposed Transaction subject to the terms of the Formal Agreement. If the consideration per the Formal Agreement is less than the amount of the Earnest Money, FDH shall, forthwith upon the signing of the Formal Agreement, refund such excess of the Earnest Money to MILLION PROFIT.

MILLION PROFIT at any time within the Exclusive Period shall at its absolute discretion have rights to request for the refund of the Earnest Money with seven days notice being delivered to FDH within the Exclusive Period. If no Formal Agreement is entered into on or before the expiration of the Exclusive Period, the LOI shall lapse on the date of expiration of the Exclusive Period and FDH shall refund the Earnest Money without any accrued interest to MILLION PROFIT within seven days thereafter.

## **Information of Shaanxi Aierfu**

Shaanxi Aierfu is a company incorporated in PRC with limited liability. The business of Shaanxi Aierfu includes development and research of medical engineering, biological engineering and tissue engineering. The Registration Certificate for Medical Device issued by the State Food and Drug Administration of the PRC on 13 November 2007 was granted to the tissue engineering product “安體膚” (Apligraf)\*\* of Shaanxi Aierfu. Shaanxi Aierfu is also interested in not less than 51% shareholding of 陝西艾美雅生物科技有限公司 (Shaanxi Aimeiya Bio-Techology Company Limited)\*\*, 陝西艾爾膚博生生物工程有限公司 (Shaanxi Aierfu Bosheng Biological Engineering Company Limited)\*\* and 陝西艾爾膚角膜工程有限公司 (Shaanxi Aierfu Cornea Engineering Company Limited)\*\*, those are incorporated in the PRC with limited liability.

This announcement is made pursuant to Rule 17.15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”).

By Order of the Board

**Lo Wah Wai**

Chairman

Hong Kong, 25 February 2008

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

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

*This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days and the Company’s website at [www.bmintelligence.com](http://www.bmintelligence.com) from the date of this announcement.*

*\* For identification purposes only*

*\*\* the English translations of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translations of such Chinese names or words*