



China Bio-Med Regeneration Technology Limited (Stock Code: 8158)
中國生物醫學再生科技有限公司 (股份代號: 8158)
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)



Third Quarterly Report 2008
二零零八年第三季度報告

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 China Bio-Med Regeneration Technology 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 China Bio-Med Regeneration Technology Limited. The directors of China Bio-Med Regeneration Technology 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。

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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，提供有關中國生物醫學再生科技有限公司之資料。中國生物醫學再生科技有限公司各董事對此共同及個別承擔全部責任。中國生物醫學再生科技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 "Directors") of China Bio-Med Regeneration Technology Limited (the "Company") presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and for the nine months ended 31 January 2009 together with the unaudited comparative figures for the corresponding periods in 2008 as follows:

中國生物醫學再生科技有限公司（「本公司」）董事會（「董事會」或「董事」）現提呈本公司及其附屬公司（統稱「本集團」）截至二零零九年一月三十一日止三個月及九個月之未經審核簡明綜合業績，連同二零零八年同期之未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT 未經審核簡明綜合收益表

	Notes 附註	Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月		
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)	
Continuing operations						持續經營業務
Revenue	3	3,577	5,768	13,621	13,162	收益
Cost of services provided		(2,710)	(4,307)	(9,280)	(10,467)	已提供之服務成本
Gross profit		867	1,461	4,341	2,695	毛利
Other income		88	(1,384)	733	710	其他收入
Unrealised gain on financial assets at fair value through profit or loss		22,728	-	18,220	-	按公平值計入損益之財務 資產未變現利潤
Administrative and operating expenses		(12,849)	(5,011)	(30,348)	(13,077)	行政及經營開支
Operating (loss)/profit		10,834	(4,934)	(7,054)	(9,672)	經營（虧損）／溢利
Finance costs	4	(2,706)	(61)	(2,764)	(163)	融資成本
Share of results of associates		-	3,212	1,701	7,761	應佔聯營公司之業績
Gain on disposal of an associated company		1	-	45,650	-	出售一間聯營公司之收益
Profit/(loss) before income tax		8,129	(1,783)	37,533	(2,074)	除所得稅前溢利／（虧損）
Income tax expense	5	-	-	-	-	所得稅開支
Profit/(loss) for the period		8,129	(1,783)	37,533	(2,074)	本期間溢利／（虧損）
Discontinued operation						已終止經營業務
Profit for the period from discontinued operation	6	-	280	3,478	2,642	來自已終止經營業務之本 期間溢利
		8,129	(1,503)	41,011	568	
Attributable to:						下列應佔：
Equity holders of the Company		9,842	(1,494)	42,680	576	本公司股本持有人
Minority interests		(1,713)	(9)	(1,669)	(8)	少數股東權益
Profit/(loss) for the period		8,129	(1,503)	41,011	568	本期間溢利／（虧損）
Dividends	7	-	-	-	-	股息

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT (Continued)

未經審核簡明綜合收益表(續)

Notes 附註	Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月		
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)	
	Earnings per share for profit attributable to equity holders of the Company during the period	8			
From continuing and discontinued operations:					來自持續及已終止經營業務：
- basic	HK0.43 cents 港仙	(HK0.08) cents 港仙	HK2.00 cents 港仙	HK0.03 cents 港仙	- 基本
- diluted	HK0.15 cents 港仙	N/A 不適用	HK1.14 cents 港仙	N/A 不適用	- 攤薄
From continuing operations:					來自持續經營業務：
- basic	HK0.43 cents 港仙	(HK0.09) cents 港仙	HK1.83 cents 港仙	(HK0.11) cents 港仙	- 基本
- diluted	HK0.15 cents 港仙	N/A 不適用	HK1.04 cents 港仙	N/A 不適用	- 攤薄

Notes to the Condensed Financial Statements:

簡明財務報表附註：

1. Company Information

Pursuant to a special resolution passed at the extraordinary general meeting of the Company held on 18 December 2008, the name of the Company 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. The principal place of business of the Company in Hong Kong is located at Suites 3101-5, 31/F., Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

2. Basis of preparation

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards including the Hong Kong Accounting Standards, and Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (collectively, "HKFRSs"); 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 certain financial assets which have been measured at fair value.

1. 公司資料

根據本公司於二零零八年十二月十八日舉行之股東特別大會所通過之特別決議案，本公司之名稱由 B M Intelligence International Limited 更改為 China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司。本公司在香港之主要營業地點為香港灣仔告士打道108號大新金融中心31樓3101-5室。

2. 編制基準

本集團之未經審核綜合業績乃根據香港財務報告準則（包括香港會計師公會頒佈之香港會計準則及香港會計準則及詮釋（統稱為「香港財務報告準則」））、香港普遍採納之會計原則以及創業板上規例及香港公司條例規定之適用披露而編製。該業績乃根據歷史成本記賬法編製，惟若干金融資產已按公平價值計量。

The principal accounting policies applied 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.

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 has 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 consolidated results. 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 consolidated results have been reviewed by the audit committee of the Company.

3. Revenue

Revenue represents the net amounts received and receivable from services provided by the Group to outside customers during the three months and nine months ended 31 January 2009 and 2008.

4. Finance costs

編製未經審核綜合業績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納者貫徹一致。

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綜合業績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。

未經審核綜合業績已由本公司之審核委員會審閱。

3. 收益

收益指本集團於截至二零零九年及二零零八年一月三十一日止三個月及九個月向外部顧客提供服務之已收及應收款項淨額。

4. 融資成本

Nine months ended 31 January

截至一月三十一日止九個月

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	
Interest on overdraft	7	3	透支利息
Finance charge on obligations under finance leases	-	21	財務租約承擔之財務費用
Interest on bank loan not wholly repayable within five years	85	142	毋須於五年內全數償還之銀行貸款利息
Effective interest expense on convertible bonds	2,672	-	可換股債券之實際利息開支
	2,764	166	

5. Income tax expense

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

5. 所得稅開支

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

6. 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 purchaser.

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

Nine months ended 31 January

截至一月三十一日止九個月

	2009 二零零九年	2008 二零零八年	
Profit of discounted operation for the period	563	2,642	期內已終止業務之溢利
Gain on disposal of discontinued operation	2,915	-	出售已終止業務之收益
	3,478	2,642	

The result from discontinued operation was presented as follows:

6. 已終止經營業務

於二零零八年五月二十一日，本集團已訂立有條件買賣協議出售本集團之附屬公司邦盟滙駿基金管理有限公司之全部股權。邦盟滙駿基金管理有限公司為本集團提供所有基金及財富管理服務。該項出售已於二零零八年八月二十九日完成，而邦盟滙駿基金管理有限公司之控制權亦於當日轉移至買方。

來自已終止經營業務之本期間溢利分析如下：

來自已終止經營業務之業績呈報如下：

Nine months ended 31 January

截至一月三十一日止九個月

	2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	
Revenue	19,695	53,123	收益
Cost of services provided	(14,845)	(41,477)	所提供服務之成本
Gross profit	4,850	11,646	毛利
Other income	65	654	其他收入
Administrative and operating expenses	(4,352)	(9,655)	行政及經營開支
Operating profit	563	2,645	經營溢利
Finance costs	-	(3)	融資成本
Disposal of investment in an associate	-	-	出售於聯營公司之投資
Share of results of associates	-	-	應佔聯營公司之業績
Profit before income tax	563	2,642	除所得稅前溢利
Income tax expense	-	-	所得稅開支
Profit for the period from discontinued operation	563	2,642	來自已終止經營業務之本期間溢利

7. Dividends

The Board does not recommend the payment of dividends for the nine months ended 31 January 2009 (2008: Nil).

7. 股息

董事會不建議派發截至二零零九年一月三十一日止九個月之股息（二零零八年：無）。

8. (Loss)/Earnings per share

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

8. 每股（虧損）／盈利

每股基本（虧損）／盈利乃根據以下數據計算：

	Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月		
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	
(Loss)/Profit attributable to equity holders of the Company	9,842	(1,494)	42,680	576	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	2,280,880,000	510,437,391	2,137,691,594	471,959,130	紅股發行以外之加權平均 普通股數目
Effect of bonus issue	-	1,358,160,000	-	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	2,280,880,000	1,868,597,391	2,137,691,594	1,830,119,130	就計算每股基本（虧損） ／盈利之加權平均普通 股數目
Effect of dilutive potential shares:					潛在攤薄股份之影響：
Share options	244,232,035	257,261,815	244,232,035	257,261,815	購股權
Convertible bonds	4,000,000,000	-	1,376,811,594	-	可換股債券
Weighted average number of share for the purpose of calculating diluted (loss) / earnings per share	6,525,112,035	2,125,859,206	3,758,735,223	2,087,380,945	就計算每股攤薄（虧損） ／盈利之股份加權平均 數

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

由於尚未發行之潛在普通股對每股虧損具反攤薄影響，故此於二零零八年一月三十一日止九個月概無每股虧損存在。

9. Movements in reserves

Movements in the reserves of the Group during the nine months ended 31 January 2009 are set out as follows:

9. 儲備變動

本集團截至二零零九年一月三十一日止九個月之儲備變動載列如下：

Equity attributable to equity holders of the Company
本公司股本持有人應佔權益

	Share capital	Share premium	Translation reserve	Special reserve	Share option reserve	Other reserve	Option premium on convertible bonds	Accumulated profit/(loss)	Total	Minority interests	Total
	股本	股份溢價	匯兌儲備	特別儲備	購股權儲備	其他儲備	可換股債券 購股權溢價	累計溢利 (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	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	千港元
At 1 May 2007	4,527	43,505	208	(200)	1,827	-	-	(13,107)	36,760	236	36,996
Currency translations	-	-	26	-	-	-	-	-	26	-	26
Net results recognised directly in equity	-	-	26	-	-	-	-	-	26	-	26
Profit/(loss) for the period	-	-	-	-	-	-	-	576	576	(8)	568
Total recognised income and expense for the period	-	-	26	-	-	-	-	576	602	(8)	594
Decrease in minority interests as a result of acquisition and disposal of a subsidiary by the Group	-	-	-	-	-	-	-	-	-	(63)	(63)
Shares issued at premium	900	17,910	-	-	-	-	-	-	18,810	-	18,810
Share issue expenses	-	(550)	-	-	-	-	-	-	(550)	-	(550)
Bonus issue	13,582	(13,582)	-	-	-	-	-	-	-	-	-
At 31 January 2008	19,009	47,283	234	(200)	1,827	-	-	(12,531)	55,622	165	55,787
At 1 May 2008	19,009	47,283	544	(200)	1,827	694	-	(16,553)	52,604	216	52,820
Currency translations	-	-	(797)	-	-	-	-	-	(797)	-	(797)
Net results recognised directly in equity	-	-	(797)	-	-	-	-	-	(797)	-	(797)
Profit/(loss) for the period	-	-	-	-	-	-	-	42,680	42,680	(1,669)	41,011
Total recognised income and expense for the period	-	-	(797)	-	-	-	-	42,680	41,883	(1,669)	40,214
Shares issued at a premium	3,800	93,100	-	-	-	-	-	-	96,900	-	96,900
Shares issue expenses	-	(2,532)	-	-	-	-	-	-	(2,532)	-	(2,532)
Equity component of convertible bonds	-	-	-	-	-	-	19,857	-	19,857	-	19,857
Decrease in share of net assets of an associate as a result of disposal by the Group	-	-	-	-	-	(694)	-	-	(694)	-	(694)
Increase in minority interests as a result of acquisition of subsidiaries by the Group	-	-	-	-	-	-	-	-	-	11,043	11,043
At 31 January 2009	22,809	137,851	(253)	(200)	1,827	-	19,857	26,127	208,018	9,590	217,608

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

BUSINESS REVIEW AND OUTLOOK

Financial Review

For the nine months ended 31 January 2009, the Group recorded a revenue of approximately HK\$33,316,000 (2008: HK\$66,285,000), representing a decrease of approximately 49.7% as compared to the corresponding period last year. While the Group recorded an increase of approximately 7,309% to the profit attributable to equity holders of approximately HK\$42,680,000 (2008: HK\$576,000) for the nine months ended 31 January 2009. Such increase was mainly due to the gain on disposal of an associated company and unrealized gain on financial assets measured at fair value.

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

業務回顧及展望

財務回顧

截至二零零九年一月三十一日止九個月，本集團錄得總收益約33,316,000港元（二零零八年：66,285,000港元），較去年同期下降約49.7%。然而，本集團於二零零九年一月三十一日止九個月卻錄得股本持有人應佔溢利約42,680,000港元（二零零八年：576,000港元），即增長約7,309%。該增幅主要由於出售一間聯營公司之收益及按公平值計入財務資產之未變現收益所致。

業務回顧

企業服務

專業翻譯服務

本集團之全資附屬公司邦盟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，以滿足市場多元化之需求。

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進一步提高其地位。

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」）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，企業對企業管治之意識有所提高，長遠而言對本公司有莫大裨益。

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

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

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.

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.

Tissue Engineering Skin

The Group completed its acquisition of the entire issued share capital of FD(H) Investments Limited on 29 October 2008 and has taken over 陝西艾爾膚組織工程有限公司 (Shaanxi Aierfu Activtissue Engineering Company Limited) (hereinafter referred to as "Shaanxi Aierfu Activtissue"), a subsidiary of FD(H), and all its operations to develop the new investment segment of the Group.

Shaanxi Aierfu Activtissue is interested in 51% shareholding of three of its subsidiaries, namely 陝西艾美雅生物科技有限公司 (Shaanxi Aimeiya Bio-Technology Company Limited)*, 陝西艾爾膚博生生物工程股份有限公司 (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*) respectively. Its business includes medical engineering, biological engineering and tissue engineering that specialized in the research and development of medical regeneration engineering, of which the research and development of tissue engineering products is designated as one of the pivotal projects of "863 High-Tech Program" launched by the Ministry of Science & Technology of China.

The Tissue Engineering Skin "安體膚" (ActivSkin) (the "ActivSkin") is the major product of Shaanxi Aierfu Activtissue, as well as the achievement of the collaboration between Shaanxi Aierfu Activtissue and the Fourth Military Medical University. ActivSkin can be widely used to cure injuries due to accidents or diseases occurring from infection, ulcer, burn, complication of surgeries or cutaneous wounds caused by congenital abnormalities. It is easy to use and has slight rejection to immunity, and can effectively reduce the formation of scars. More importantly, it can remove the pain caused by traditional surgical treatment for the patients. Adding to its affordable price as well as its huge potential market, ActivSkin will undoubtedly generate a handsome profit to the Group. This product has been granted the Registration Certificate for Medical Device issued by the State Food and Drug Administration of the PRC on 13 November 2007, and it is allowed for production and sale. This is the first manufacturing license granted to tissue engineering products while Shaanxi Aierfu Activtissue is the first enterprise in China to have received such a license. In order to achieve the requirements of the above manufacturing license, Shaanxi Aierfu Activtissue has conducted 3 clinical trials on ActivSkin with over 300 clinical cases. Currently, ActivSkin has successfully applied for 4 patents. The research and development of ActivSkin has received full support, both technically and financially, from the state and provincial government. Apart from ActivSkin, Shaanxi Aierfu Activtissue is now developing other products, including Acellular Cornea, Selective Acellular Porcine Skin, and bioactive cosmetics factors and it is expected to complete the clinical stage in 2009. The Group anticipates that the development of new products would facilitate the diversified development of Shaanxi Aierfu Activtissue in other areas of tissue engineering.

* for identification only

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

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，但此項業務對本集團業務之重要性已日漸減少。然而，此分部之營業額仍與去年同期相若。

組織工程皮膚

本集團於二零零八年十月二十九日完成收購FD(H) Investments Limited全部已發行股本，並接管其附屬公司陝西艾爾膚組織工程有限公司(下稱「陝西艾爾膚」)及其所有業務以發展本集團之新投資領域。

陝西艾爾膚分別持有三間附屬公司的51%股權，分別為陝西艾美雅生物科技有限公司、陝西艾爾膚博生生物工程股份有限公司及陝西艾爾膚角膜工程有限公司。其業務包括醫學工程、生物工程及專門從事研發醫學再生技術之組織工程。其中組織工程產品的研發，獲中國科技部納入「863計劃」重要項目之一。

組織工程皮膚「安體膚」（「安體膚」）為陝西艾爾膚之主要產品，是陝西艾爾膚與第四軍醫大學合作之成果。安體膚用途廣泛，可治療因意外或疾病導致之感染、潰瘍、灼傷、手術併發症或先天性缺憾的皮膚創傷。而且使用操作方便，免疫排斥反應低，有效減低疤痕的形成，最重要的是可免除病人因以傳統手術治療的痛楚。加上安體膚的售價大眾化，潛在市場之龐大，定可為本集團帶來可觀的收入。此產品於二零零七年十一月十三日獲中國國家食品藥品監督管理局發出醫療器械註冊證，現可進行生產銷售。該生產許可證是國家第一次授予有關組織工程的產品，而陝西艾爾膚則是第一家在國內獲得該生產許可證的企業。為了達到上述生產許可證的要求，陝西艾爾膚已對安體膚進行了3段臨床試驗，臨床案例超過300宗。現時安體膚已成功申請4項專利。安體膚的研發是得到國家及省政府在技術上及經濟上的全力支持。除安體膚外，陝西艾爾膚正在開發其他產品，包括脫細胞眼角膜、選擇性脫細胞豬皮、生物活性美容因子等，預期可於2009年完成臨床試驗。本集團預期開發新產品有助陝西艾爾膚在組織工程其他領域有多元發展。

*僅供識別

Investment In Securities and Financial Instrument

The Group has made investment in listed securities and financial instrument including convertible bonds and warrants of listed companies in Hong Kong. The investments are for the purpose of improving returns on unutilized funds of the Group.

Business Outlook

The market conditions of global economy continue to deteriorate as a result of the sub-prime mortgage crisis and the globalization in the financial markets in last year. To avoid the impact of such massive economic contraction, we proactively seek potential investment opportunities to expand our products and services to strengthen our competitiveness in the longer term and to accelerate the Group's growth so as to bring up a better return to its shareholders. The Company completed its acquisition of the entire issued share capital of FD(H) Investments Limited on 29 October 2008.

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. To cope with the future mass production, Shaanxi Aierfu Activtissue planned to construct a new factory, the design of which has been substantially agreed. With a foundation laying ceremony held on 8 January 2009, the construction is now in progress. On the other hand, Shaanxi Aierfu Activtissue is now actively training its professional production technicians as well as adding new equipments. The construction of the new factory is expected to complete in September 2009 and commence the operation in October of this year, if it is undergone smoothly. The Board expects the above acts to tap into the biopharmaceutical and biocosmetic industries and to increase the value of the Company.

To take up the new challenges ahead, the Group is well-prepared and committed to strive for better financial performance in the current climate of fear and panic on stability of financial markets globally.

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 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 material acquisitions or disposals of subsidiaries and affiliated companies during the nine months ended 31 January 2009.

證券及金融工具之投資

本集團於上市證券及金融工具（包括香港上市公司之可換股債券及認股權證）進行投資。該投資乃為提高本集團未動用之資金的回報。

業務展望

全球經濟市況由於去年的次按危機及金融市場全球化而持續轉壞。為避免受到這次經濟大幅萎縮的影響，我們積極尋求拓展我們的產品及服務的潛在投資機遇，以提高我們的長遠競爭力及加快本集團的業務增長，從而為股東帶來更佳回報。本公司於二零零八年十月二十九日完成收購FD(H) Investments Limited全部已發行股本。

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生產設施，以提高產量。陝西艾爾膚為應付將來之大量生產，故擬建設一所新廠房。該新廠房之設計大致已協定，並已於二零零九年一月八日進行奠基儀式，現已開始動工建廠。另一方面，陝西艾爾膚正積極培訓專業生產技術人員及增添新設備。若新廠房建設順利的話，望可於二零零九年九月竣工，並於本年十月正式製藥。董事會預期透過上述行動加入生物製藥及生物美容行業及增加本公司之價值。

為迎接未來之新挑戰，本集團已作好準備，在目前對全球金融市場之穩定性的恐慌中致力爭取更佳財務表現。

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豐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，截至二零零九年一月三十一日止九個月概無重大收購或出售附屬公司及聯屬公司。

CHANGE OF COMPANY NAME

The change of the Company name from “B M Intelligence International Limited (邦盟滙駿國際有限公司 which was adopted for identification purpose only)” to “China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司” was approved by the shareholders at the AGM of the Company held on 18 December 2008.

更改公司名稱

本公司之名稱從「B M Intelligence International Limited (邦盟滙駿國際有限公司 (僅為識別用途而採納))」更改為「China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司」之事項已於二零零八年十二月十八日舉行之本公司股東特別大會獲股東批准。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 January 2009, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under the section 352 of the SFO, or which were required, pursuant to the Model 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:-

董事及主要行政人員之權益

於二零零九年一月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或視作擁有之權益及淡倉），或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉，或根據本公司採納之上市公司董事進行證券交易之標準守則（「標準守則」）而須知會本公司及聯交所之權益及淡倉如下：—

Interests in shares and underlying shares of the Company

Name of directors	Capacity	Type of interest	Aggregate long position in the shares and underlying shares 股份及相關股份 總計之好倉	Approximate percentage of the issued share capital 已發行股本 概約百分比
董事姓名	身份	權益類別		
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	Personal 個人	30,000,000	1.32%

於本公司股份及相關股份之權益

Save as disclosed above, as at 31 January 2009, none of the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零零九年一月三十一日，董事或本公司主要行政人員或彼等各自之聯繫人（定義見創業板上規規則）概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊，或根據創業板上規規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 January 2009, 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:

主要股東之權益

於二零零九年一月三十一日，除上文所披露董事或本公司主要行政人員之權益及淡倉外，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益及淡倉，或直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上（按本公司根據證券及期貨條例第336條存置之登記冊所記錄者）之人士或公司如下：

Long positions in shares 股份之好倉		Aggregate long position in the shares and underlying shares 股份及相關股份 總計之好倉	Approximate percentage of the issued share capital 已發行股本 概約百分比
Name of shareholder 股東姓名	Capacity 身份		
One Express Group Limited (Note 1) One Express Group Limited (附註1)	Corporate 公司	515,200,000	22.59%
PME Group Limited (Note 2) PME Group Limited (附註2)	Corporate 公司	526,250,000	23.07%
All Favour Holdings Limited (Note 3) All Favour Holdings Limited (附註3)	Corporate 公司	4,000,000,000	175.37%
Lo Wah Wai (Note 4) 盧華威 (附註4)	Beneficial owner 實益擁有人	140,000,000	6.14%
Ip Yu Chak (Note 5) 葉汝澤 (附註5)	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.
- By virtue of PME Group Limited's 100% interest in CR Investment Group Limited, and CR Investment Group Limited's 100% interest in each of One Express Group Limited and Express Advantage Limited, PME Group Limited is deemed to be interested in totaling 526,250,000 shares in the Company directly held by through its various controlled corporations.
- 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是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為One Express Group Limited持有之股份中擁有權益。
- 由於必美宜集團有限公司持有CR Investment Group Limited之100%權益,而CR Investment Group Limited各持有One Express Group Limited及Express Advantage Limited之100%權益,故必美宜集團有限公司被視為經其多家控股公司直接持有本公司總共526,250,000股股份之權益。
- 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女士被視為為All Favour Holdings Limited持有之股份中擁有權益。

- 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 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 January 2009, 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 nine months ended or at any time during the nine months ended 31 January 2009.

COMPETING INTERESTS

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

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") on 4 July 2001 with written terms of reference for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Audit Committee currently comprises 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 the Group's unaudited quarterly results for the nine months ended 31 January 2009.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the nine months ended 31 January 2009, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By Order of the Board
China Bio-Med Regeneration Technology Limited
Wong Sai Hung, Oscar
Chairman

Hong Kong, 9 March 2009

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 of the Company is Mr. Wong Sai Hung, Oscar; the independent non-executive directors of the Company are Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung.

This report will remain on the "Latest Company Announcement" page of the GEM website for at least 7 days and the Company's website at www.bmregeneration.com from the date of this report.

- 可認購合共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。

除上文所披露者外，董事或本公司主要行政人員並不知悉任何人士或公司於二零零九年一月三十一日有權行使或控制行使本公司股東大會5%或以上的投票權，以及可於實際情況下指揮或影響本公司之管理層。

關連交易

本公司或其附屬公司概無訂立於截至二零零九年一月三十一日止九個月結束時或於期內任何時間仍有效，而本公司董事直接或間接於當中擁有重大權益之重要合約。

競爭權益

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

審核委員會

本公司已於二零零一年七月四日成立審核委員會（「審核委員會」），並就審閱及監督本集團之財務申報程序及內部監控而訂立書面職權範圍。審核委員會現時由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。審核委員會已審閱本集團截至二零零九年一月三十一日止九個月之未經審核季度業績。

購買、出售或贖回證券

截至二零零九年一月三十一日止九個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命
中國生物醫學再生科技有限公司
主席
黃世雄

香港，二零零九年三月九日

於本報告日期，本公司之執行董事為楊秀嫻女士、余秀麗女士及田家柏先生；本公司之非執行董事為黃世雄先生；本公司之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。

本報告將由其刊發日期起至少一連七日載於創業板網站內「最新公司公告」網頁及本公司網站www.bmregeneration.com。



www.bmregeneration.com

