

AXIOM III, Inc.  
Form SC 13D  
November 26, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

(Rule 13d-1)

**AXIOM III, INC.**  
(Name of Issuer)

**Common Stock, \$.001 par value**  
(Title of Class of Securities)

**05460D103**  
(CUSIP Number)

**Mon Hung Lew, Shareholder  
Suite 1606-7, 16F, Great Eagle Centre  
23 Harbour Road  
Hong Kong SAR of the People's Republic of China  
Tel: (011) 852-2207-9839**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**November 9, 2007**  
(Date of Event Which Requires Filing of This Statement)

**Copies To:**  
Harold H. Martin, Esq.  
Martin & Pritchett, P.A.  
17115 Kenton Drive, Suite 202A  
Cornelius, North Carolina 28031  
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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

- 1 NAMES OF REPORTING PERSONS  
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
**Mon Hung Lew**
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)
  - (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
**Hong Kong SAR of the People's Republic of China**
  - 7 SOLE VOTING POWER  
**-0-**
  - 8 SHARED VOTING POWER  
**-0-**
  - 9 SOLE DISPOSITIVE POWER  
**17,407,550**
  - 10 SHARED DISPOSITIVE POWER  
**-0-**
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
**17,407,550**
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**34.8%**
- 14 TYPE OF REPORTING PERSON  
**IN**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

- 1 NAMES OF REPORTING PERSONS  
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
**Profit Gain Management Limited**
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)
  - (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
**OO**
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
**British Virgin Islands**
  - 7 SOLE VOTING POWER  
**-0-**
  - 8 SHARED VOTING POWER  
**-0-**
  - 9 SOLE DISPOSITIVE POWER  
**17,407,550**
  - 10 SHARED DISPOSITIVE POWER  
**-0-**
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**17,407,550**
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
**34.8%**
- 14 TYPE OF REPORTING PERSON  
**HC**

Item 1. Security and Issuer.

This Statement relates to shares of common stock, \$.001 par value (the “Common Stock”), of Axiom III, Inc., a Nevada corporation (the “Issuer”). At present, there are 50,000,000 issued and outstanding shares of Common Stock, and a total of 50,000,000 authorized shares of Common Stock.

The Reporting Persons are Mon Hung Lew, a citizen and resident of the Hong Kong SAR of the People’s Republic of China (hereinafter, “Mr. Lew”), who is the CEO, CFO and Sole Owner of Profit Gain Management Limited, a corporation organized and existing under the laws of the British Virgin Islands (“Profit Gain”). Profit Gain is also the other Reporting Person. The Reporting Persons are each the beneficial owners of 17,405,550 shares of Common Stock.

The Issuer’s principal executive offices are located at Suite 1606-7, 16/F, Great Eagle Centre, 23 Harbour Road, Hong Kong SAR of the People’s Republic of China.

Item 2. Identity and Background.

- a. The names of the Reporting Persons are Mr. Lew and Profit Gain.
- b. The business address of Mr. Lew is Suite 1606-7, 16/F, Great Eagle Center, 23 Harbour Road, Hong Kong SAR of the People’s Republic of China. The registered office of Profit Gain is also Room 1606-7, 16/F, Great Eagle Center, 23 Harbour Road, Hong Kong SAR of the People’s Republic of China.
- c. Mr. Lew’s principal business is acting as a private investor. Mr. Lew is also the CEO, CFO and Sole Owner of Profit Gain. Profit Gain’s principal business is that of a holding company for investments made by Mr. Lew.
- d. During the past five years, neither Mr. Lew nor Profit Gain has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- e. During the past five years, neither Mr. Lew nor Profit Gain has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding either of them was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- f. Profit Gain is a company organized and existing under the laws of the British Virgin Islands.

Item 3. Source and Amount of Funds or Other Consideration.

Pursuant to a Share Exchange Agreement, dated October 10, 2007 (the “Agreement”), between and among Axiom III, Inc., a Nevada corporation (“AXIO”), Duane Bennett, the Chief Executive Officer and sole Director of AXIO (“Bennett”), Eastern Concept Development Ltd., a corporation organized and existing under the laws of the Hong Kong Special Administrative Region of the People’s Republic of China (“Eastern Concept”), Mr. Benny Lee, the sole shareholder of Eastern Concept (“Eastern Concept Shareholder”), Foshan Wanzhi Electron S&T Co., Ltd., a corporation organized under the laws of the People’s Republic of China (“Foshan”), and Jun Chen, the representative of the shareholders of Foshan (“Foshan Shareholders”), the Eastern Concept Shareholder exchanged all of the share capital of Eastern Concept for 35,351,667 shares of Common Stock of AXIO, or 70.7% of the total 50,000,000 issued and outstanding shares of common stock of AXIO after giving effect to the share exchange. As additional consideration, the Eastern Concept Shareholder agreed to pay \$262,500 to the North East Nominee Trust, which was the majority shareholder of AXIO. Bennett is the trustee of the North East Nominee Trust, whose corpus is held for the benefit of his children. The Agreement was attached as exhibit 2.1 to a Form 8-K filed with the Commission on October 24, 2007, and is

incorporated by reference hereby.

Subsequently, Eastern Concept Corporate Consulting (Shenzhen) Limited, a company organized and existing under the laws of the People's Republic of China and a wholly owned subsidiary of Eastern Concept ("Eastern Concept Consulting"), entered into a Share Exchange Agreement, dated November 6, 2007, with the shareholders of Foshan pursuant to which the shareholders of Foshan agreed to exchange 100% of the share capital of Foshan for a purchase price of approximately \$1.3 million. The share exchange transaction was consummated on November 9, 2007, and, as a result, Foshan became a wholly owned subsidiary of Eastern Concept Consulting. The Share Exchange Agreement was attached as exhibit 2.2 to a Form 8-K filed with the Commission on November 9, 2007, and is incorporated by reference hereby.

Eastern Concept is a holding company, with audited and pro forma financials presented in the 8-K that was filed on October 24, 2007, whose sole purpose was to effect the reverse merger with AXIO and later consummate an acquisition of the share capital of Foshan from its shareholders for approximately \$1.3 million. Foshan is principally engaged in providing smart card payment systems and related value-added services mainly in the Guangdong Province of the People's Republic of China. Foshan is a "non-bank" card issuer/operator with support from the municipal government and approval from the People's Bank of China to collect deposits as prepayment stored in the chip embedded in the cards that it issues.

The amount of funds or other consideration that were paid by Mr. Lew to acquire the shares reported herein by the Reporting Persons was RMB5,100,000. The source of these funds was the personal resources of Mr. Lew, and the shares were acquired directly from Benny Lee, Chairman, CEO, CFO and Secretary of the Issuer in a private transaction.

Item 4. Purpose of Transaction.

The purpose of the transactions were to consummate a reverse merger of Foshan into the Issuer. The transaction was structured as a two step acquisition on the advice of Chinese counsel in light of applicable foreign ownership rules. Accordingly, pursuant to the Agreement, the Eastern Concept Shareholder exchanged 100% of the share capital of Eastern Concept for 35,351,667 shares of common stock of AXIO, thus causing Eastern Concept to become a wholly owned subsidiary of AXIO. Its sole asset was approximately \$1.3 million in cash which was to be used to acquire Foshan. A so-called Super 8-K was filed with the Commission within four business days of the closing of this first step share exchange. In the second step, pursuant to a Share Exchange Agreement, a subsidiary of Eastern Concept acquired all of the outstanding share capital of Foshan for a purchase price of \$1.3 million. Again, a so-called Super 8-K was filed with the Commission within four days of the closing of the second step acquisition of Foshan.

In addition, pursuant to the terms and conditions of the Agreement:

- The parties to the Agreement agreed that AXIO shall not consummate a reverse stock split or any similar reclassification or combination of its common stock for a period of one year from October 1, 2007.
- Bennett and the Northeast Nominee Trust agreed to execute and deliver to Eastern Concept a Leak-Out Agreement which limits the ability of Bennett and the Northeast Nominee Trust to sell any portion of the 1,000,000 share block of AXIO common stock retained by Bennett as part of the transaction for a period of one year from the date thereof in excess of 10,000 shares per day.
- On the Closing Date, the Registrant paid and satisfied all of its “liabilities” as such term is defined by U.S. GAAP as of the closing.

As a result of the exchange of a majority of AXIO’s common stock for all of the share capital of Eastern Concept, the Eastern Concept Shareholder and his designee acquired majority control of the outstanding common stock of AXIO and appointed their candidate to the Board of Directors at closing. Bennett continued to serve until the ten day period required by Rule 14f-1 expired, and then he resigned. As a result, Benny Lee was appointed as a Director, Chief Executive Officer, Chief Financial Officer and Secretary of the Issuer.

Other than as heretofore described, neither Mr. Lew nor Profit Gain has any plans or proposals which relate to or would result in any of the matters set forth in Items 4(a) through (j) of this Schedule.

Item 5. Interest in Securities of the Issuer.

a. At present, Mr. Lew and Profit Gain beneficially own 17,407,550 shares of common stock. Mr. Lew and Profit Gain disclaim any membership in a group within the meaning of Section 13(d)(3) of the Act.

b. The following table indicates the number of shares as to which Mr. Lew has sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. Profit Gain takes the position that Profit Gain, by itself, does not have any voting power or dispositive power with respect to the Common Stock, although it is the record owner and a beneficial owner of the Common Stock. Accordingly, it is not listed in the following table.

SOLE VOTING POWER		
Name of Person	Number of Shares	Percent Outstanding
Mr. Lew	-0-	0%

**SHARED VOTING POWER**

<b>Name of Person</b>	<b>Number of Shares</b>	<b>Percent Outstanding</b>
Mr. Lew	-0-	0%

**SOLE DISPOSITIVE POWER**

<b>Name of Person</b>	<b>Number of Shares</b>	<b>Percent Outstanding</b>
Mr. Lew	17,407,550	34.8%

**SHARED DISPOSITIVE POWER**

<b>Name of Person</b>	<b>Number of Shares</b>	<b>Percent Outstanding</b>
Mr. Lew	-0-	0%

- c. Not applicable.
- d. None.
- e. Not applicable.



Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Refer to the discussion under Item 4, above, with respect to any contracts, arrangements, understandings or relationships among Mr. Lew and Profit Gain and between such persons and any person with respect to any securities of the Issuer. Mr. Lew and Profit Gain represent that no such contracts, arrangements, understandings or relationships currently exist except as disclosed therein. However, pursuant to a Proxy, dated October 26, 2007, Profit Gain appointed East Sincere Management Limited, a corporation organized and existing under the laws of the British Virgin Islands (“East Sincere”), as its proxy to vote all 17,407,550 shares owned by Profit Gain at any special or annual meeting that may be called, such power to be unlimited and to be exercisable in East Sincere’s sole discretion, for a period of six months from its date. A copy of the Proxy is filed herewith and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 10 – Proxy, dated October 26, 2007.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MON HUNG LEW

By: /s/ **Mon Hung Lew**

Name: Mon Hung Lew

Date: November 19, 2007

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PROFIT GAIN MANAGEMENT LIMITED.

By **/s/ Mon Hung Lew**

Name: Mon Hung Lew

Title: Chief Executive Officer

Date: November 19, 2007