



GLORY FLAME HOLDINGS LIMITED

朝威控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8059)

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023**

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*This announcement, for which the directors (the “**Directors**”) of Glory Flame Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

FINANCIAL HIGHLIGHTS

For the nine months ended 30 September 2023, the operating results of the Group were as follows:

- Revenue amounted to approximately HK\$82.7 million (nine months ended 30 September 2022: approximately HK\$80.8 million), representing an increase of approximately 2.4% from the corresponding period of last year.
- Net loss amounted to approximately HK\$4.7 million, representing a decrease of HK\$5.0 million as compared to net profit of approximately HK\$0.3 million for the corresponding period of last year.
- Basic and diluted loss per share based on weighted average number of ordinary shares was approximately HK0.54 cents (nine months ended 30 September 2022: basic and diluted loss per share of approximately HK0.03 cents).
- The Board does not recommend the payment of dividend for the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

THIRD QUARTERLY RESULTS

The board (“**Board**”) of Directors is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the nine months ended 30 September 2023 (the “**Reporting Period**”), together with the unaudited comparative figures for the corresponding period in 2022, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 30 September 2023

		Nine months ended	
		30 September	
		2023	2022
		HK\$'000	HK\$'000
	<i>Notes</i>	(Unaudited)	(Unaudited)
Revenue	4	82,717	80,809
Cost of sales		(55,642)	(56,477)
Gross profit		27,075	24,332
Other income and net gains		2,370	8,430
Administrative and other operating expenses		(28,816)	(28,154)
Operating profit	5	629	4,608
Finance costs		(5,317)	(4,803)
Loss before income tax		(4,688)	(195)
Income tax credit	6	–	489
(Loss)/profit for the period		(4,688)	294
Other comprehensive loss:			
Item that may be reclassified to profit or loss		(1,104)	(2,411)
Total comprehensive loss for the period		(5,792)	(2,117)
Profit/(loss) for the period attributable to:			
Owners of the Company		(5,462)	(348)
Non-controlling interests		774	642
		(4,688)	294
Total comprehensive profit/(loss) for the period attributable to:			
Owners of the Company		(6,363)	(3,413)
Non-controlling interests		571	1,296
Total comprehensive loss for the period		(5,792)	(2,117)
		<i>HK cents</i>	<i>HK cents</i>
Basic and diluted loss per share	8	(0.54)	(0.03)

CONDENSED CONSOLIDATED STATEMENT OF CHANGE IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2023

	Attributable to owners of the Company									
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Share-based payment <i>HK\$'000</i>	Foreign currency translation reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Sub-total <i>HK\$'000</i>	Non- controlling interest <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 January 2023	10,106	268,953	15,800	2,480	(2,399)	(1,672)	(295,017)	(1,749)	924	(825)
Total comprehensive income/(loss) for the period	—	—	—	—	(901)	—	(5,462)	(6,363)	571	(5,792)
Balance at 30 September 2023 (unaudited)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>2,480</u>	<u>(3,300)</u>	<u>(1,672)</u>	<u>(300,479)</u>	<u>(8,112)</u>	<u>1,495</u>	<u>(6,617)</u>
Balance at 1 January 2022	10,106	268,953	15,800	2,480	(1,785)	(1,672)	(284,688)	9,194	(5,795)	3,399
Total comprehensive income/(loss) for the period	—	—	—	—	(3,065)	—	(348)	(3,413)	1,296	(2,117)
Balance at 30 September 2022 (unaudited)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>2,480</u>	<u>(4,850)</u>	<u>(1,672)</u>	<u>(285,036)</u>	<u>5,781</u>	<u>(4,499)</u>	<u>1,282</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the nine months ended 30 September 2023

1. GENERAL INFORMATION

Glory Flame Holdings Limited was incorporated in the Cayman Islands on 25 April 2014 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 15 August 2014.

The address of the Company’s registered office is Windward 3, Regatta Office Park, P.O. Box 1350, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in Hong Kong is Suite 821, 8th Floor, Ocean Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (collectively referred as to the “**Group**”) are engaged in provision of concrete demolition services and manufacturing and trading of prefabricated construction components.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2022 have been prepared by the Directors in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the GEM Listing Rules. HKFRSs include Hong Kong Accounting Standards and interpretations. Intra-group balances and transactions, if any, have been fully and properly eliminated. The accounting policies and basis of preparation adopted in the preparation of the financial statements for the nine months ended 30 September 2023 are consistent with those adopted in the annual financial statements of the Company for the year ended 31 December 2022.

The unaudited condensed consolidated financial statements have been prepared on the going-concern basis which assumes the continuity of normal business activity and the realization of assets and the settlement of liabilities in the normal course of business.

As at 30 September 2023, the Group had net current liabilities of HK\$8.0 million (As at 31 December 2022: net current assets of HK\$12.0 million). The Directors considered the following in evaluating the Group’s ability to continue as a going concern:

- Total cash and cash equivalents of HK\$37.2 million were held by the Group;
- Bond payables of HK\$5.0 million and HK\$0.8 million are maturing in July 2024 and August 2024, respectively.

- The loans of HK\$29.3 million due to a director are maturing in March 2025.
- The Group has obtained a banking facility of RMB2.0 million from a bank to meet our working capital needs in the PRC operations.
- The Group has been taking continuous measures to tighten cost control over the general expense in a bid to attain positive cash flow operations.

Following the evaluation of the above, and also considering the Group’s various alternate funding options available to it should the need arise, including raising capital to settle a portion of existing debt, and sale of assets, the Directors are of the view that the Group will be able to meet its debts as and when they fall due and accordingly the Directors have prepared the unaudited condensed consolidated financial statements on a going concern basis.

The financial statements for the nine months ended 30 September 2023 have not been audited by the Company’s independent auditors, but have been reviewed by the Company’s audit committee.

The financial statements for the nine months ended 30 September 2023 are presented in Hong Kong dollars (“**HK\$**”), which is the same functional currency of the Company.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group’s condensed consolidated financial statements:

HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies (amendments)
HKAS 8	Definition of Accounting Estimates (amendments)
HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction (amendments)
Amendments to HKAS 12	International tax Reform – Pillar Two Model Rules

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

The Group has not applied any new and amendments to HKFRS that have been issued but not yet effective for the current accounting period.

3. ESTIMATES

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2022.

4. REVENUE

The Group's revenue is analysed as follows:

	Nine months ended	
	30 September	
	2023	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Revenue from contracts with customers		
Provision of concrete demolition services	49,821	51,898
Manufacturing and trading of prefabricated construction components	32,896	28,911
	<u>82,717</u>	<u>80,809</u>

5. OPERATING PROFIT/(LOSS)

An analysis of the amounts presented as operating items charged/(credited) in the financial information is given below:

	Nine months ended 30 September	
	2023	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Staff cost, including directors' remuneration	27,656	29,525
Depreciation of property, plant and equipment	2,875	3,349
Depreciation of right-of-use assets	4,114	3,563
Gain on disposal of property, plant and equipment	(35)	(60)
Impairment loss on trade receivables	1,817	797
Reversal of impairment loss on trade and other receivables	(248)	(5,932)
Government grant income	(860)	(1,289)
	<u>27,656</u>	<u>29,525</u>

6. INCOME TAX CREDIT

	Nine months ended 30 September	
	2023	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Hong Kong profits tax		
— Provision for the year	—	—
— Over-provision in prior years	—	(489)
	<u>—</u>	<u>(489)</u>
PRC Enterprise income tax	—	—
	<u>—</u>	<u>(489)</u>

No provision for Hong Kong Profit Tax has been made as the Group does not generate any assessable profit for the Reporting Period (2022: Nil).

Provision for taxation for subsidiaries that are subject to Enterprise Income tax in the PRC is calculated at the appropriate current rates of taxation ruling in the PRC.

7. DIVIDEND

The Board does not recommend the payment of dividend for the nine months ended 30 September 2023 (2022: Nil).

8. LOSS PER SHARE

(a) Basic

The calculations of basic loss per share for the nine months ended 30 September 2023 and 2022 are based on the followings:

	Nine months ended	
	30 September	
	2023	2022
	(unaudited)	(unaudited)
Loss:		
Loss for the period attributable to owners of the Company (HK\$'000)	<u><u>(5,462)</u></u>	<u><u>(348)</u></u>
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (in thousand)	<u><u>1,010,605</u></u>	<u><u>1,010,605</u></u>

The calculation of the basic loss per share attributable to owners of the Company was based on (i) the profit/(loss) for the period attributable to owners of the Company and (ii) the weighted average number of ordinary shares issued during the period as stated above.

(b) Diluted

The diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares in issue during the nine months ended 30 September 2023 and 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The principal activity of the Company is investment holding. For the nine months ended 30 September 2023 (the “**Reporting Period**”), the Group mainly engaged in provision of concrete demolition services and manufacturing and trading of prefabricated construction components.

Concrete demolition services

Concrete demolition is one of the areas of the construction industry in Hong Kong. The Group’s concrete demolition services were mainly concerned with the removal of pieces or section of concrete from concrete structures by applying a variety of methods, such as core drilling, sawing, bursting and crushing. Concrete demolition services are usually performed by subcontractors in (i) general building works, especially for alteration and redevelopment projects; and (ii) civil engineering works. Concrete demolition work can be applied in various situations, such as the construction of underground utilities, creation of openings for elevator, door, and window installation, redevelopment of buildings, roads, tunnels and underground facilities, removal of concrete during building construction and the preparation of road surfaces.

The customers of the Group’s concrete demolition services mainly include main contractors and subcontractors of different types of construction and civil engineering projects in Hong Kong. Such customers can generally be categorized into public sector projects’ customers and private sector projects’ customers. Public sector projects refer to projects of which the main contractors are employed by Government departments or statutory bodies in Hong Kong, while private sector projects refer to projects that are not public sector projects.

	Nine months ended	
	30 September	
	2023	2022
	<i>HK\$’000</i>	<i>HK\$’000</i>
Revenue from		
— private sector project	24,340	37,103
— public sector project	25,481	14,795
	<u>49,821</u>	<u>51,898</u>

Prefabricated construction

Prefabricated construction is a new kind of architecture with the construction process that is splitting the traditional building products into precast reinforced concrete member produced in the factory and transported to the construction site for assembling into a whole building. Precast concrete contributes to green building practices as it can be very durable and energy-efficient. Prefabricated Construction also reduces construction waste and debris on construction site as the precast concrete components are factory-made and employed by exact-batching technologies.

Prefabricated Constructions are becoming more popular in many developing countries, due to compressed project timelines, more affordable pricing, greener construction technology and the ability to service remote locations. Growth in urbanization and industrialization drive the demand in affordable urban housing that was built in a shorter construction time. The Group established its own production facilities and construction project team in Huizhou, the PRC for production, research and development of precast concrete components and glass fiber reinforced cement components, product installation guidance and sales which mainly serviced the construction projects in Greater Bay area of China. The Group was also looking at this opportunity to develop the overseas market, particularly the countries along the Belt and Road for prefabricated construction business.

PROSPECT

China and Hong Kong governments continue to champion major infrastructure projects to boost their economy's productive potential and drive the post-Covid economic recovery. Despite a looming economic recession in major markets stemming from soaring energy prices and rising interest rates, the prospects for growth in the construction industry in China and Hong Kong continue to improve. The Company is optimistic for the future growth prospect of its businesses. The Company will continue to adhere to our core philosophy of "Building a Green World" and the ideology of "Green Building and Green Life" with quality, innovation and effectiveness and achieve the expansion of the Group's business with a view to optimizing stakeholders' interests and maximizing their value.

FINANCIAL REVIEW

Revenue

Revenue increased by approximately HK\$1.9 million or 2.4% from approximately HK\$80.8 million for the nine months ended 30 September 2022 (“**PE2022**”) to approximately HK\$82.7 million for the Reporting Period. An analysis of revenue was shown as follows:

	For the nine months ended	
	30 September	
	2023	2022
	HK\$'000	HK\$'000
Revenue from		
Concrete demolition services	49,821	51,898
Prefabricated construction	<u>32,896</u>	<u>28,911</u>
	<u>82,717</u>	<u>80,809</u>

Concrete demolition services

Revenue attributable to concrete demolition services decreased by HK\$2.1 million from HK\$51.9 million for PE2022 to HK\$49.8 million for the Reporting Period. The decrease was primary due to a decrease of HK\$12.8 million in revenue from private sector projects, but offset by an increase of HK\$10.7 million in revenue from public sector projects.

Prefabricated construction

Revenue attributable to prefabricated construction increased by HK\$4.0 million from HK\$28.9 million for PE2022 to HK\$32.9 million for the Reporting Period. Such increase was in large part due to the low comparison based resulting from imposing a lockdown restriction in some regions of Guangdong Province, China in the first quarter of 2022.

Gross Profit and Gross Profit Margin

Gross profit increased by HK\$2.8 million or 11.5% from approximately HK\$24.3 million for PE2022 to approximately HK\$27.1 million for the Reporting Period.

Gross profit margin increased from 30.1% for PE2022 to 32.7% for the Reporting Period.

Other Income and Net Gains

Other income and net gains decreased by approximately HK\$6.0 million from approximately HK\$8.4 million for PE2022 to approximately HK\$2.4 million for the Reporting Period, primary due to a gain on reversal of impairment loss of approximately HK\$5.9 million in respect of trade and other receivables during PE2022, due to certain long outstanding trade and other receivables were recovered that had been fully impaired in 2019.

Administrative and Other Operating Expenses

General and administrative expenses increased by approximately HK\$0.6 million from approximately HK\$28.2 million for PE2022 to approximately HK\$28.8 million for the Reporting Period. The increase was primary due to an increase of approximately HK\$1.0 million in impairment loss on trade receivables.

Loss Attributable to Owners of the Company

As a result of the foregoing, net loss attributable to the owners of the Company increased by approximately HK\$5.1 million from approximately HK\$0.4 million for PE2022 to approximately HK\$5.5 million for the Reporting Period.

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporation

As at 30 September 2023, interests or short positions of the Directors, chief executives of the Company in the shares (the “Shares”), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long Position in the Shares and underlying Shares

As at 30 September 2023, none of the Directors or chief executive nor their associates had any long position in any Shares and underlying Shares.

(ii) Interests in debentures of the Company

Name of Chief Executive	Capacity/ Nature of interest	Type/Class of debentures	Amount of Bonds held/interest in
Lai Xiaoliang	Beneficial owner	Fixed rate bond (<i>Note</i>)	HK\$5,800,000

Note: the fixed rate bonds are freely transferrable and not convertible to the Shares of the Company

(iii) As at 30 September 2023, none of the Directors or chief executive nor their associates had any short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares

Save as disclosed below, as at 30 September 2023 and so far as is known to the Directors, no person other than certain Directors or chief executive of the Company had any interests or short positions in the Shares and underlying shares of the Company which were required to be recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Name of Shareholder	Capacity/ Nature of interest	Number of Shares held/ interested in	Long/Short position	Approximate percentage of shareholdings
Zhou Jin	Beneficial owner	284,000,000	Long	28.15%
Huang Cheng	Beneficial owner	188,620,000	Long	18.66%
Zhu Zhou	Beneficial owner	129,000,000	Long	12.76%

COMPETING INTERESTS

Having made specific enquiry to all Directors, all of them have confirmed that neither themselves nor their respective close associates (as defined in the GEM Listing Rules) had held any position or had interest in any businesses or companies that were or might be competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the Reporting Period.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

CORPORATE GOVERNANCE CODE

The Corporate Governance Code (the “**Code**”) in Appendix 15 to the GEM Listing Rules sets out the principles of good corporate governance, code provisions and recommended best practices. Issuers are expected to comply with the code provisions or devise their own code on corporate governance on the terms they consider appropriate provided that considered reasons are given. Throughout the Reporting Period, the Company had complied with the applicable code provisions of the Code with exception of the deviations as explained below:

The Code provision C.1.8 stipulates that the Company should arrange appropriate insurance cover in respect of legal action against the Directors. The Company does not have insurance cover in this respect because the Board believes that the Director’s risk of being sued or getting involved in litigation in their capacity as Directors is relatively low. The Board will review the need for taking out this sort of insurance from time to time.

The Code provision F.2.2 stipulates that the chairman of the Board should attend the annual general meeting. The chairman of the Company, Mr. Liu Yingjie, was unable to attend the annual general meeting held on 8 June 2023 due to business commitment. The Board elected Mr. Li Kar Fai, Peter, to chair the annual general meeting.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group had adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares of the Company (the “**Code of Conduct**”). Having made specific enquiries to the Directors, all the Directors have confirmed that they have complied with the required standards set out in the Code of Conduct during the Reporting Period.

DIVIDEND

The Board does not recommend payment of a dividend to shareholders of the Company for the Reporting Period (nine months ended 30 September 2022: Nil).

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 2 August 2014 (the “**Share Option Scheme**”). The Share Option Scheme will be valid and effective for a period of 10 years from the date of adoption. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share options were granted, exercised, lapsed or cancelled during the Reporting Period.

AUDIT COMMITTEE

The Company established an audit committee on 2 August 2014 (the “**Audit Committee**”) with its written terms of reference in compliance with paragraphs D.3.3 and D.3.7 of the Corporate Governance Code in Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the Group’s financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. As at the date of this announcement, the Audit Committee consists of three members, namely, Mr. Li Kar Fai, Peter (Chairman of Audit Committee), Mr. Chan Chi Pan and Mr. Cao Hongmin.

The Audit Committee has reviewed this announcement and the unaudited consolidated financial statements of the Group for the Reporting Period.

By order of the Board
Glory Flame Holdings Limited
Cheung Wai Kee
Company Secretary

Hong Kong, 10 November 2023

As at the date of this announcement, the executive Director is Mr. Liu Yingjie; and the independent non-executive Directors are Mr. Cao Hongmin, Mr. Chan Chi Pan and Mr. Li Kar Fai, Peter.