# GLORY FLAME HOLDINGS LIMITED
# 朝威控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8059)**

## POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 20 MAY 2016 AND INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the notice of annual general meeting (the "**AGM**") dated 19 April 2016 (the "**AGM Notice**") of Glory Flame Holdings Limited (the "**Company**") and the circular of the Company dated 19 April 2016 (the "**Circular**"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE AGM**

The Board announces that, at the AGM held at Jasmine Room, 3/F, Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong on 20 May 2016 at 10:30 a.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (the "**Resolutions**").

The Board is pleased to announce that, except for Resolutions No.3(e), (f) and (g), other Resolutions were duly passed by the shareholders of the Company (the "**Shareholders**") by poll voting at the AGM. The poll results for the Resolutions are as follows:

| ORDINARY RESOLUTIONS | | Number of Votes (%) | | Total Votes |
|---|---|---|---|---|
| | | FOR | AGAINST | |
| 1. | To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 31 December 2015. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |

| ORDINARY RESOLUTIONS | | Number of Votes (%) | | Total Votes |
|---|---|---|---|---|
| | | FOR | AGAINST | |
| 2. | To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |
| 3. | (a) To re-elect Mr. Pei Wing Fu as an executive Director and the Board be authorised to fix his Director's remuneration. | 308,680,000 (100%) | 0 (0%) | 308,680,000 |
| | (b) To re-elect Ms. Pei Wing Sze Clare as an executive Director and the Board be authorised to fix her Director's remuneration. | 308,680,000 (100%) | 0 (0%) | 308,680,000 |
| | (c) To re-elect Ms. Che Xiaoyan as an executive Director and the Board be authorised to fix her Director's remuneration. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |
| | (d) To re-elect Mr. Liu Zhong Ping as an executive Director and the Board be authorised to fix his Director's remuneration. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |
| | (e) To re-elect Mr. Chong Yu Keung as an executive Director and the Board be authorised to fix his Director's remuneration. | 80,000,000 (25.305%) | 236,141,000 (74.695%) | 316,141,000 |
| | (f) To re-elect Ms. Lee Suk Fong as an independent non-executive Director and the Board be authorised to fix her Director's remuneration. | 142,200,000 (44.98%) | 173,941,000 (55.02%) | 316,141,000 |
| | (g) To re-elect Mr. Tsang Wai Wa as an independent non-executive Director and the Board be authorised to fix his Director's remuneration. | 80,000,000 (25.305%) | 236,141,000 (74.695%) | 316,141,000 |
| | (h) To re-elect Mr. Liu Ping as an independent non-executive Director and the Board be authorised to fix his Director's remuneration. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |
| 4. | To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |

| ORDINARY RESOLUTIONS | | Number of Votes (%) | | Total Votes |
|---|---|---|---|---|
| | | FOR | AGAINST | |
| 5. | To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |
| 6. | To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the Shares repurchased by the Company. | 316,141,000 (100%) | 0 (0%) | 316,141,000 |

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

The Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, was appointed as the scrutineer for the poll voting at the AGM.

**INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that according to Rules 5.05(1) and 5.05A of the GEM Listing Rules, the Board must include at least three independent non-executive Directors and it is required to appoint independent non-executive Directors representing at least one-third of the Board.

Pursuant to Rule 5.28 of the GEM Listing Rules, the Audit Committee must comprise a minimum of 3 members, and the majority of the Audit Committee members must be independent non-executive Directors.

Pursuant to Rule 5.34 of the GEM Listing Rules, the Remuneration Committee must be chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors.

Pursuant to code provision A.5.1 of the Corporate Governance Code ("the **Code**") in Appendix 15 to the GEM Listing Rules, the Nomination Committee must comprise a majority of independent non-executive Directors.

As a majority of votes were cast against Resolutions No.3(e), (f) and (g), such Resolutions were not passed as ordinary resolutions. As a result, Mr. Chong Yu Keung ("**Mr. Chong**"), Ms. Lee Suk Fong ("**Ms. Lee**") and Mr. Tsang Wai Wa ("**Mr. Tsang**") were no longer an executive Director, an independent non-executive Director and an independent non-executive Director, respectively, after the AGM. In the meantime, Ms. Lee ceased to be a member of the Audit Committee and the Nomination Committee of the Company. Mr. Tsang ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. The Board would like to express its sincere gratitude to the contributions of Mr. Chong, Ms. Lee and Mr. Tsang to the Company during their tenure of office.

Immediately after the AGM, the compositions of the Board and the Nomination Committee, Remuneration Committee and Audit Committee of the Company are as follows:

**The Board:**

**Executive Director and Chairman of the Board**
Mr. Pei Wing Fu

**Executive Director and Compliance Officer**
Ms. Pei Wing Sze Clare

**Executive Director and Vice Chairman of the Board**
Ms. Che Xiaoyan

**Executive Director**
Mr. Liu Zhong Ping

**Non-executive Director**
Mr. Zheng Si Rong

**Independent Non-executive Director**
Mr. Liu Ping

**The Audit Committee:**
Mr. Liu Ping

**The Remuneration Committee:**
Ms. Pei Wing Sze Clare

**The Nomination Committee:**
Mr. Pei Wing Fu *(Chairman)*
Mr. Liu Ping

The Company has made endeavors however more time is required to identify suitable candidates to be additional independent non-executive Directors in order to comply with the GEM Listing Rules and the Code. The Company will continue with such endeavors and will comply with the GEM Listing Rules and the Code as soon as possible.

*Notes:*

(a) The total number of shares of the Company in issue as at the date of the AGM: 710,000,000 shares of HK$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.

(b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: nil.

(c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 710,000,000 shares.

By Order of the Board
**Glory Flame Holdings Limited**
**Pei Wing Fu**
*Chairman*

Hong Kong, 20 May 2016

*As at the date of this announcement, the executive Directors are Mr. Pei Wing Fu, Ms. Pei Wing Sze Clare, Ms. Che Xiaoyan and Mr. Liu Zhong Ping; the non-executive Director is Mr. Zheng Si Rong; and the independent non-executive Directors is Mr. Liu Ping.*

*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 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.*

*This announcement will remain on the "Latest Company Announcements" page of the website of the Stock Exchange at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.drillcut.com.hk.*