

2024-2025

ANNUAL REPORT

FU-WANG CERAMIC INDUSTRY LTD.





FU-WANG CERAMIC INDUSTRY LTD.

FOR THE YEAR ENDED 30 JUNE 2025

CONTENTS

Corporate Profile	01
General Information	02
Letter of Transmittal	03
Notice of the 30 th Annual General Meeting	04
Directors' Report	05
Statement of Corporate Governance	10
Management's Discussion	16
Report on the Activities of NRC	18
Declaration on Financial Statements by CEO & CFO	20
Report of Audit Committee	21
Nomination and Remuneration Policy	22
Dividend Distribution Policy	24
Certificate of Membership of BAPLC	25
Compliance of the Corporate Governance Code	26
Corporate Governance Compliance Report	27
Independent Auditors' Report to the Shareholders	36
Statement of Financial Position	41
Statement of Comprehensive Income	42
Statement of Changes in Equity	43
Statement of Cash Flows	44
Notes to the Financial Statements	45
Schedule of Property, Plant and Equipment	77

Corporate profile

Board of Directors

Chairman	: Mr. Narayan Roy, FCA
Managing Director (Current Charge)	: Mr. Sayeed Rezaraj Ahmmad
Director	: Mr. Javed Opgenhaffen
Nominee Director	: Mrs. Hasna Opgen Haffen
	: Mr. Md. Shaheed Hossain Tanjil
	: Mr. Omar Sharif
	: Mr. Haroon Mukhtar
Independent Director	: Mr. Mohammad Hamidur Rashid, FCA

Audit Committee

Chairman	: Mr. Narayan Roy, FCA
Member	: Mr. Md. Shaheed Hossain Tanjil
Member	: Mr. Omar Sharif
Secretary	: Company Secretary of the Company

NRC Committee

Chairman	: Mr. Mohammad Hamidur Rashid, FCA
Member	: Mr. Md. Shaheed Hossain Tanjil
Member	: Mr. Omar Sharif
Secretary	: Company Secretary of the Company

Chief Executive Officer	: Mr. Rafiquzzaman Bhuiyan
Chief Financial Officer	: Mr. Ahmed Monabbi
Company Secretary	: Mr. Md. A. Halim Thakur
Head of Internal Audit & Compliance	: Mr. Md. Waresh Ali

Legal Advisor : Meah Mohd. Kausar Alam Samir
Advocate, Supreme court of Bangladesh
The Legal Edge

Banks : Southeast Bank Limited - Principal Branch
Premier Bank Limited - Gulshan-Badda Link Road Branch
AB Bank Limited - Gulshan Branch
National Bank Limited - Banani Branch

Head Office & Registered Office : Land View Commercial Center (3rd Floor), Plot # 28
Gulshan North C/A, Gulshan- 2, Dhaka-1212.

Factory : Hotapara, Gazipur
Auditors : ISLAM QUAZI SHAFIQUE & CO.
Chartered Accountants
Al-Haj Shamsuddin Mansion (4th Floor)
17 New Eskaton Road
Moghbazar, Dhaka-1000



General Information

History of the Company

Date of Incorporation	:	31 May 1995
Listed in Dhaka Stock Exchange Ltd.	:	May 1998
Listed in Chittagong Stock Exchange PLC	:	May 1998
Commercial Production	:	October 1996
ISO Certification	:	ISO-9002 Certified on 04 Nov 1998
Business Lines	:	Manufacturing & Marketing of Ceramic & Homogeneous Floor & Wall Tiles
Authorized Capital	:	Tk. 5 Billion
Paid-up Capital	:	Tk. 1,362,690,930
Number of Employees	:	346

Financial and Operational Highlights for Five Years

(Taka in Million)

	2024-25	2023-24	2022-23	2021-22	2020-21
Turnover (Net)	1,080.313	1,078.132	911.369	842.564	767.107
Gross Profit	282.611	253.091	261.006	228.880	211.997
Net Profit/(Loss) before Tax	67.481	46.857	46.743	44.276	48.388
Net Profit/(Loss) after Tax	14.332	27.091	36.001	31.466	46.364
Shareholders Equity	1,635.539	1,630.745	1,622.733	1,605.810	1,594.870
Earning per share after Tax (Taka)	0.11	0.20	0.26	0.23	0.34
Cash/Bonus Dividend	Cash 1% Other than Sponsors/Directors	Cash 2% Other than Sponsors/Directors			



To,

Shareholders
Bangladesh Securities and Exchange Commission
Dhaka Stock Exchange PLC
Chittagong Stock Exchange PLC
Registrar of Joint Stock Companies and Firms

Respected/Honorable Sir(s)

Annual Report for the year ended on 30 June 2025

The undersigned on behalf of the Board of Directors and Management of Fu-Wang Ceramic Industry Limited is pleased to present herewith the Annual Report for the year ended on 30 June 2025 along with the audited Financial Statements (Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows and Notes) for the above mentioned period of the company ended on that date.

Best regards



Md. A. Halim Thakur
Company Secretary





NOTICE OF THE **30th ANNUAL GENERAL MEETING**

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of Fu-Wang Ceramic Industry Limited will be held on Tuesday, 30 December 2025 at 10.00 am at Hybrid System at Venue: **Gulshan Shooting Club (2nd Floor)**, Gulahan Avenue, Gulahan-1, Dhaka and through link <https://fuwangcer.bdvirtualagm.com> to transact the following business:

AGENDA:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 30 June 2025 and reports of Auditors and Directors thereon.
2. To declare 1% Cash Dividend for the all shareholders other than Sponsors/Directors.
3. To retire, elect and ratify the appointment of Directors.
4. To appoint Statutory Auditors, Compliance Auditors and Scrutinize Auditors for the next term and fix their remuneration.
5. To transact any other business with the permission of the Chair.

By order of the Board

Sd/-

Md. A. Halim Thakur
Company Secretary

Dated: Dhaka,
09 December 2025

NOTES:

1. Record date for the said **AGM: 26 November 2025**.
2. The shareholders whose name would appear in the Central Depository System/Register of Members of the company on the Record Date i.e 26 November 2025 shall be eligible to attend and vote at the Annual General Meeting may appoint another member as his/her Proxy to attend and vote on his/her behalf.
3. For appointing a Proxy, Proxy Form duly stamped must be deposited at the Company's Registered Office not later than 48 hours before the time appointed for the meeting.
4. Specimen Proxy Form shall be attached with the Annual Report.
5. Members are requested to notify change of address, if any, to the Company.
6. The soft copy of the Annual Report 2024-2025 will be sent to the respective e-mail address of the shareholders mentioned in their BO Accounts with the Depository and the Annual Report 2024-2025 will be available in the Company's website at www.fuwangceramic.com

“বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন-এর বিধি মোতাবেক আসন্ন
বার্ষিক সাধারণ সভায় কোন প্রকার গিফ্ট প্রদানের ব্যবস্থা থাকবে না”



Directors' Report

For the Year Ended 30 June 2025

DEAR SHAREHOLDERS, ASSALAMUALAIKUM:

On behalf of the Board of Directors and on my own behalf I take the privilege to welcome you all at the 30th Annual General Meeting of Fu-Wang Ceramic Industry Limited and present before you a summarized performance of the Company together with the Audited Accounts and Financial Statements for the year ended 30 June 2025 and the Auditor's Report thereon.

COMPANY'S PERFORMANCE AND FINANCIAL RESULT:

The Government has relaxed a little bit the embargo on extracting clay from our leasehold mine. We are expecting that as we have fulfilled DoE's prerequisite about submission of Environmental Management Plan (EMP), GOB will resolve the issue at the earliest. However, as per Hon'ble High Court's order, we are extracting clay from our own mine.

The management has been able to consistency of the turnover as last year through hard working and adopting marketing & sales policy and able to increase gross profit by 11.66% compared to last year but net profit decreased by 47.10% compared to last year due to increase of Financial Expenses and Income Tax Expenses. The company has posted a net profit before tax amounting to Taka 6,74,81,582.00 (Six crore seventy four lac eighty one thousand five hundred and eighty two) only in the year ended 30 June 2025 which has increased by around 44.02% compared to immediate preceding year's net profit before tax amounting to Taka 4,68,57,097.00 (Four crore sixty eight lac fifty seven thousand and ninety seven) only.

পরিচালনা পর্ষদের প্রতিবেদন

সমাপ্ত অর্থবছর ৩০ জুন ২০২৫

শ্রিয় শেয়ারহোল্ডারবৃন্দ, আস্সালামু আলাইকুম:

ফু-ওয়াং সিরামিক ইভাস্ট্রি লিমিটেড-এর ৩০তম বার্ষিক সাধারণ সভায় আপনাদেরকে পরিচালনা পর্ষদের পক্ষ থেকে স্বাগত জানানোর সুযোগ পেয়ে আমি অত্যন্ত আনন্দিত বোধ করছি এবং সেই সাথে আমি ৩০ জুন ২০২৫ তারিখে সমাপ্ত বছরের উল্লেখযোগ্য কার্যক্রমের সারসংক্ষেপ, বার্ষিক নিরীক্ষিত হিসাব ও আর্থিক বিবরণী উপস্থাপন করছি।

প্রতিষ্ঠানের কার্যক্রম এবং আর্থিক ফলাফল:

আমাদের ইজারাকৃত খনি থেকে মাটি আহরণের উপর নিষেধাজ্ঞা সরকার কিছুটা শিথিল করেছেন। আমরা আশা করছি যে, যেহেতু পরিবেশ অধিদপ্তরের “পরিবেশ ব্যবস্থাপনা পরিকল্পনা” জমা দেওয়ার পূর্ববশ্যক শর্তাবলী পূরণ করেছি, বাংলাদেশ সরকার খুব শীঘ্রই বিষয়টি সমাধান করবেন। যাহোক, মাননীয় উচ্চ আদালতের আদেশ অনুযায়ী আমরা আমাদের নিজস্ব খনি থেকে মাটি আহরণ করছি।

ব্যবস্থাপনা কর্তৃপক্ষের কঠোর পরিশ্রম, দক্ষ ব্যবস্থাপনা এবং বিক্রয় নীতি গ্রহণের মাধ্যমে গত বছরের মতই বিক্রয় বজায় রাখতে সক্ষম হয়েছে এবং গত বছরের তুলনায় মোট মুনাফা ১১.৬৬% বৃদ্ধি করতে সক্ষম হয়েছে, তবে আর্থিক ব্যয় এবং আয়কর ব্যয় বৃদ্ধির কারণে গত বছরের তুলনায় নিট মুনাফা ৪৭.১০% হ্রাস পেয়েছে। ৩০ জুন ২০২৫ সমাপ্ত অর্থ বছরে কর পরিশোধের পূর্বে কোম্পানির কর পূর্ববর্তী নীট মুনাফা দাঁড়িয়েছে ৬,৭৪,৮১,৫৮২.০০ টাকা (ছয় কোটি চুয়াত্তর লক্ষ একাশি হাজার পাঁচশত বিরাশি টাকা) মাত্র যা পূর্ববর্তী বছরের কর পূর্ববর্তী নীট মুনাফা ৪,৬৮,৫৭,০৯৭.০০ টাকা (চার কোটি আটাশটি লক্ষ সাতাশ হাজার সাতানৰই টাকা) মাত্র এর তুলনায় প্রায় ৪৪.০২% বেশী।



During this year, our company achieved substantial growth in our product portfolio by introducing 51 new designs tiles, comprising 24 in wall tiles and 27 in floor categories tiles.

We have introduced Nano Crystal Polished Tiles in the brand of "**PICASSO**" in Y2024 and we are producing European standard tiles in terms of size, MOR, less water absorption and others. Therefore, it's become popular to the customers and demand is increasing.

DIVIDEND:

During the year company invested Tk. 7.40 crore in the Fixed Assets. Out of which around Tk. 47.93 lac invested from company's own source.

Considering the company's financial capability, the Board has opted recommending @1% cash dividend for the Y2024-2025 to all the shareholders other than Sponsors/ Directors to be distributed subject to approval of the shareholders at the 30th Annual General Meeting. The Sponsors/ Directors are holding 4,08,76,546 ordinary shares of Tk. 10/- each out of total 13,62,69,093 ordinary shares. The cash dividend to be payable to the public shareholders Tk. 95,39,254.00 for their holding 9,53,92,547 ordinary shares and fraction dividend Tk. 0.70 will not be considered as dividend.

RETIRE, ELECT AND RATIFICATION OF THE APPOINTMENT OF DIRECTORS:

As per article 126 of the Articles of Association Mr. Md. Shaheed Hossain Tanjil, Mr. Sayeed Rezaraj Ahmmad and Mr. Omar Sharif, Directors, will be retiring from the Board at 30th Annual General Meeting and being eligible offered themselves for re-election subject to approval of the shareholders at 30th Annual General Meeting.

এই বছরে আমাদের কোম্পানি ২৪টি ওয়াল টাইলস এবং ২৭টি ফ্লোর ক্যাটাগরি টাইলস মোট ৫১টি নতুন ডিজাইনের টাইলস সংযোজন করায় আমাদের পণ্যের পোর্টফলিও উল্লেখযোগ্যভাবে বৃদ্ধি পায়।

আমরা ২০২৪ সালে "**PICASSO**" ব্র্যান্ড নামে ন্যানো ক্রিষ্টাল পলিশড টাইলস্ প্রবর্তন করেছি এবং আমরা ইউরোপীয়ান ষ্টার্ডার্ডে বিভিন্ন সাইজের কম পানি শোষনকারী সর্বোৎকৃষ্ট মানের টাইলস উৎপাদন করছি। ফলে, গ্রাহকদের কাছে এর জনপ্রিয়তা ও চাহিদা বাড়ছে।

লভ্যাংশ:

আলোচ্য অর্থবছরের কোম্পানী ৭.৮০ কোটি টাকা স্থায়ী সম্পদ সংযোজন করেছেন। তার মধ্যে প্রায় ৪৭.৯৩ লক্ষ টাকা কোম্পানি তার নিজস্ব তহবিল থেকে বিনিয়োগ করেছেন।

কোম্পানির আর্থিক সক্ষমতা বিবেচনা করে পরিচালনা পরিষদ ২০২৪-২৫ অর্থবছরে উদ্যোগ্তা/পরিচালক ব্যতীত সকল শেয়ারহোল্ডারদের জন্য ১% নগদ লভ্যাংশ প্রদানের জন্য সুপারিশ করেন, যা আগামী ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদন সাপেক্ষে বিতরণ করা হবে। মোট ১৩,৬২,৬৯,০৯৩টি পরিশোধিত শেয়ারের মধ্যে উদ্যোগ্তা/পরিচালকদের কাছে ৪,০৮,৭৬,৫৪৬টি সাধারণ শেয়ার রয়েছে। পাবলিক শেয়ারহোল্ডারদের ধারণকৃত ৯,৫৩,৯২,৫৪৭টি সাধারণ শেয়ারের জন্য ৯৫,৩৯,২৫৪.০০ টাকার লভ্যাংশ প্রদান করা হবে এবং ভগ্নাংশ ০.৭০ টাকা লভ্যাংশ হিসেবে বিবেচিত হবে না।

অবসর গ্রহণ, মনোনয়ন ও নতুন পরিচালকবৃন্দের নিয়োগ অনুমোদন:

কোম্পানির সংঘ বিধির ১২৬ ধারা অনুযায়ী জনাব শাহিদ হোসেন তানজিল, জনাব সাইদ রেজারাজ আহমেদ এবং জনাব ওমর শরিফ, পরিচালকগণ অত্র ৩০তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং যোগ্য বিধায় প্রত্যেকেই পুনঃনির্বাচনের জন্য ইচ্ছা প্রকাশ করেছেন, যা ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদনের প্রয়োজন।

APPOINTMENT OF AUDITORS:

The existing Auditors Islam Quazi Shafique & Co., Chartered Accountants having conclusion of their three consecutive terms of auditors, so they will not be eligible for re-appointment as per BSEC Notification.

In this circumstances a shareholder of the company Mr. Md. Al Amin, BO No. 1201930074755499 proposed Ahmed Zaker & Co., Chartered Accountants to be auditors of the company and auditors also offered themselves for being appointed as Auditors of the company for the year 2025-2026 with a fee of Tk. 4,02,500/- (Four lac two thousand five hundred) only Including Tax & VAT.

Accordingly the Board of Directors in its meeting held on November 04, 2025 recommended to appoint BSEC's panel auditors Ahmed Zaker & Co., Chartered Accountants as statutory auditors of the company for the year 2025-2026 with a fee of Tk. 4,02,500/- Including Tax & VAT subject to approval of the shareholders at the 30th Annual General Meeting.

The Board also recommended to appoint Atik Khaled Chowdhury, Chartered Accountants, as compliance auditor of the company for the year 2025-2026 subject to approval of the shareholders at the 30th Annual General Meeting.

The Board also recommended to appoint Atik Khaled Chowdhury, Chartered Accountants, as scrutinize auditor of the company for the year 2025-2026 subject to approval of the shareholders at the 30th Annual General Meeting.

OTHERS:

(a) Implementation of ETP

In compliance with DoE, the Company has implemented ETP (Effluent Treatment Plant) in the factory through H.M. Enviro Care which became operational effecting March 29, 2011. Accordingly DOE has provided

নিরীক্ষক নিয়োগ:

কোম্পানীর বর্তমান নিরীক্ষক ইসলাম কাজী শফিক এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস, নিরীক্ষক হিসেবে ধারাবাহিক ভাবে তিনি বছর মেয়াদ উত্তীর্ণ করায় বিএসইসি'র নিয়মানুসারে তাদের পুনর্নিয়োগ সম্ভব নয়।

এমতাবস্থায় আমাদের একজন সম্মানিত শেয়ারহোলার জনাব মোঃ আল আমিন, বিও হিসাব নং ১২০১৯৩০০৭৪৭৫৫৪৯৯, ২০২৫-২০২৬ অর্থ বছরের জন্য নিরীক্ষক হিসেবে আহমেদ জাকের এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস নাম প্রস্তাব করেন এবং নিরীক্ষকও তাদেরকে ২০২৫-২০২৬ অর্থ বছরের জন্য ট্যাক্স ও ভ্যাটসহ ৪,০২,৫০০/- (চার লক্ষ দুই হাজার পাঁচশত টাকা) পারিশ্রমিকে নিরীক্ষক নিয়োগের প্রস্তাব করেন।

তদনুসারে নভেম্বর ০৪, ২০২৫ইঁ তারিখের পরিচালনা পর্ষদের সভায় সকলের অনুমোদন সাপেক্ষে বিএসইসি'র প্যানেলভুক্ত নিরীক্ষক আহমেদ জাকির এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস-কে ২০২৫-২০২৬ অর্থ বছরের জন্য কোম্পানীর নিরীক্ষক হিসেবে নিয়োগ সুপারিশ করেন। যা ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদন প্রয়োজন।

এছাড়াও বোর্ড আতিক খালেদ চৌধুরী, চার্টার্ড একাউন্টেন্টস-কে কোম্পানির কমপ্লায়েন্স নিরীক্ষক হিসেবে ২০২৫-২০২৬ অর্থবছরের জন্য নিয়োগের প্রস্তাব করেছেন, যা ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদনের প্রয়োজন।

এছাড়াও বোর্ড আতিক খালেদ চৌধুরী, চার্টার্ড একাউন্টেন্টস-কে কোম্পানির স্ক্রিটনাইজ অডিটর হিসেবে ২০২৫-২০২৬ অর্থবছরের জন্য নিয়োগের প্রস্তাব করেছেন, যা ৩০তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডারদের অনুমোদনের প্রয়োজন।

অন্যান্য:

ক) ইটিপি বাস্তবায়ন

পরিবেশ অধিদপ্তরের নীতিমালা অনুযায়ী বিগত ২৯ মার্চ ২০১১ সাল হতে এইচ.এম. ইনভাইরো কেয়ারের মাধ্যমে কোম্পানি ফ্যাক্টরীতে ইটিপি ব্যবস্থা চালু করেছে। সে অনুযায়ী ২১ অক্টোবর



Environmental Clearance Certificate for a period up to October 21, 2013. Against our application for renewal, DOE has renewed Environmental Clearance Certificate for the period up to 06 July 2026.

(b) Credit Rating of the Company

The Company has engaged WASO Credit Rating Company (BD) Limited for rating the Company. Accordingly WASO has awarded "A" for Long Term and "ST₃" for Short Term which will remain valid up to 23 December 2025.

REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:

Pursuance to the provisions of BSEC Notification No. BSEC/CMRRD/2006-158/207/Admin/80, Dated: 03 June 2018, the Board of Directors has appointed Atik Khaled Chowdhury, Chartered Accountants regarding compliance of conditions of Corporate Governance Guidelines of BSEC for the financial year 2024-2025. The Corporate Governance Compliance Audit Report is annexed herewith as Annexure-B. The report does not contain any qualification, reservation or adverse remark.

APPRECIATION:

I would like to thank all our valued shareholders, patrons, well-wishers and all employees for their continued support and sincere efforts towards the growth of the Company.

On behalf of the Board



Narayan Roy, FCA

Chairman



Sayeed Rezaraj Ahmmad

Managing Director
(Current Charge)

২০১৩ পর্যন্ত পরিবেশ অধিদপ্তর পরিবেশগত ছাড়পত্র প্রদান করেছেন। আমাদের আবেদনের পরিপ্রেক্ষিতে পরিবেশ অধিদপ্তর ০৬ জুলাই ২০২৬ পর্যন্ত উক্ত ছাড়পত্র নবায়ন করেছেন।

খ) প্রতিষ্ঠানের ক্রেডিট রেটিং

কোম্পানির ক্রেডিট রেটিং-এর জন্য 'ওয়াসো ক্রেডিট রেটিং কোম্পানী (বিডি) লিমিটেড' কে সম্পৃক্ত করা হয়। সে অনুযায়ী ওয়াসো কর্তৃক ২৩ ডিসেম্বর ২০২৫ পর্যন্ত মেয়াদের জন্য কোম্পানিকে দীর্ঘ মেয়াদী "এ" এবং স্বল্প মেয়াদী "এসটিৃ" রেটিং এ ভূষিত করেছেন।

প্রতিবেদন এবং কর্পোরেট গভর্নেন্স এর সম্মতি:

বিএসইসি'র প্রজ্ঞাপন # বিএসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/২০৭/এডমিন/৮০, তারিখ ০৩ জুন ২০১৮-অনুসারে আতিক খালেদ চৌধুরী, চার্টার্ড একাউন্টেন্টস-কে বিএসইসি'র নিয়ম অনুসারে ২০২৪-২০২৫ কমপ্লায়েন্স অডিটর হিসেবে নিযুক্ত করা হয়েছে। উক্ত কর্পোরেট গভর্নেন্স কমপ্লায়েন্স অডিট রিপোর্ট সংযুক্তি-বি তে সংযুক্ত আছে। উক্ত রিপোর্টে কোন প্রকার বিচ্যুতি, আপত্তি বা প্রতিকূল মন্তব্য নেই।

কৃতজ্ঞতা:

পরিচালক পর্যদের পক্ষ থেকে সম্মানিত শেয়ারহোল্ডারবৃন্দ ও সকল শুভানুধ্যায়ী এবং কর্মচারীবৃন্দকে তাদের অব্যাহত সমর্থন ও কোম্পানির উন্নয়নে সহায়তা দানের জন্য আন্তরিক ধন্যবাদ।

পরিচালক পর্যদের পক্ষে



নারায়ান রায়, এফসিএ

চেয়ারম্যান



সাইদ রেজারাজ আহমদ

ব্যবস্থাপনা পরিচালক
(চলতি দায়িত্ব)



Role of Chairman, Chief Executive Officer, Chief Financial Officer, Company Secretary & Head of Internal Audit & Compliance (HIAC)

Role of the Chairman

The Chairman serves as the primary link between the board and management and work with the Managing Director and Company Secretary to set the agenda of the Board Meetings. She provides leadership to the Board and ensures that the board works effectively and discharges its responsibilities.

Role of the Chief Executive Officer

The Chief Executive Officer is the key person and is responsible for running the business of the company. He is also responsible for formulating as well as implementing Board strategy and policy. The Chief Executive Officer is responsible for establishing and executing the Company's operating plan that is necessary to achieve the company's objectives. He has the overall control on the company's day to day affairs and is accountable to the board for the financial and operational performance of the company.

Role of the Chief Financial Officer

The Chief Financial Officer is responsible to develop and implement standard financial reporting, supervise and ensure proper record keeping and reporting smooth functioning of finance and accounts department. He also responsible to maintain proper books of accounts and timely and synchronization of management reporting system and to bring harmonization of intra-departmental functions.

Role of the Company Secretary

Company Secretary is responsible for advising the board through the Chairman on all governance matters. He is also responsible for ensuring proper information flow with the board and it's between the management and the non-executive directors. He is also acting as bridge between the regulators/stakeholders and the company.

Role of the Head of Internal Audit & Compliance (HIAC)

The HIAC is responsible to functioning of audit as per guidelines mentioned in the Audit Manual which may be change modified, amended, extended as and when required. The HIAC shall ensure timely completion of audits, finalization of reports and prompt submission of the to the Audit Committee.



STATEMENT OF CORPORATE GOVERNANCE

As per requirement of the Bangladesh Securities and Exchange Commission, the following information are incorporated in this report:

- i) Fu-Wang Ceramic Industry Limited (Company) is one of the pioneers in Ceramic Industry in Bangladesh. The Company was incorporated on 31 May 1995 as a private Company limited by shares and converted into a public limited Company in 1998. The Company is now a public limited Company with foreign and local shareholders and listed in DSE & CSE. Deploying advanced technologies the company is producing quality tiles of European standard with affordable price for Bangladeshi consumers for comfortable, hygienic and fashion exotic house living. Because of its excellent quality the Company has achieved the ISO 9002 Certification in 1998. Thus the Company created a revolution in respect of tiles market and among the users in Bangladesh. We have introduced super glossy floor, wall & stair tiles in the brand name is "Picasso Tiles" However, we are implementing different measures so that the company can improve turnover significantly.
- ii) The Company was engaged producing and marketing of tiles only. So there is no segment-wise product performed by the Company.
- iii) Risks and concerns.

As with all investments, investors should be aware that there are risks associated with an investment in the Company. These risks could result in loss of income or capital investment. Investors are encouraged to seek independent financial advice in this regard.

1) **Industry Risk:**

Entry of new competitors may increase the market competition and may adversely affect the profitability of the Company.

Management Perception:

Tiles business is a Distribution Intensive Business. The Company currently has 105 distributors all over the Country. It is not so easy for a new company to establish such a wide distribution network in a short period of time. Therefore it is difficult and time consuming for a new entrant to quickly establish itself in the market and grab market share from us.

Moreover, tiles business is brand-dependent business. Company's tiles are asked by the consumers by its brand name. The company is continuously concentrating on a 'pull' strategy instead of 'push'. To this end, the Company spends significant amount for promotion and advertisement to further enhance and strengthen its brand name.

2) Interest rate Risk:

Interest rate risk is concerned with borrowed funds having short term and long term maturity. Volatility of money market increased demand for loans/investments, current liquidity position, raised the rate of interest in recent time.

Management Perception:

The management of the Company is always aware of interest rate. If the interest rate increases the cost of fund will increase. On the other hand, if the interest rate decreases the Company will go for the alternative investment such as investment in shares and debentures instead of investing in FDR & NIB.

3) Exchange Rate Risk:

Exchange rate fluctuation may affect the profitability of the Company because of its foreign trade commitments from various sources of foreign exchange like export proceeds and import of raw materials.

Management Perception:

Export to foreign markets is in limited scale, as a result the Company is relatively immune to this risk also improved exchange rate between Bangladesh with other currencies. But cost of imported raw material has increased due to escalation of price. Competitors may also compete to increase their price if the raw material prices increase.

4) Market and Technology related Risk:

In the global market of 21st century, developed technology obsoletes the old service/product strategy. So the existing technology may not be efficient enough to cope up with the future trend and needs.

Management Perception:

The Company continuously upgrading its machines and technology. So the risk of obsolete technology is mitigated as the Company continuously upgrades its technology every 6-7 years.

5) Changes in Economic & Political Condition:

Changing economic conditions may affect the demand for the product offered by the Company, which may affect the turnover and eventual erosion of profitability. In this situation the whole tiles sector will be affected.

Management Perception:

Social unrest due to political reasons may cause downturn in the economic activities which will have impact on demands of tiles. But as the elected Government is in place, we can expect that political rivalry within democratic environment will not badly affect the construction sector.



6) Energy costs may rise:

Due to the adverse power situation in the country, production may be hampered due to interruption of power supply which may result in higher production wastage.

Management Perception:

The Company is self sufficient in generating power by its own generators. However, in case of gas shortfall and subsequent rationing if any, then the productivity will be reduced. In that scenario, the overall sector will be affected.

7) History of non-operation, if any:

Interruption in normal operation condition of FWCIL may affect both in market and financial results.

Management Perception:

Fu-Wang Ceramic Industry Limited was incorporated on 31st May 1995. Already it has completed 29 years of successful operation. It has no operation failure history yet and chance of non-operative in future is minimum. But due to second wave COVID-19 Pandemic we are forced to close the factory time to time from April 2021 to August 2021 for government declared nationally shutdown for control the pandemic COVID 19 and as well as considering the health risks of the workers and employees.

8) Industrial Relation:

Any political and social unrest/unstable situation may result in labor/worker unrest affecting smooth operation of the business resulting in drastic fall productivity eventual loss in financial results.

Management Perception:

Likelihood of political and social unrest/unstable situation affecting our labor/worker unrest is very low. In case of such situation, if any can be overcome by increased production in subsequent period.

iv) During the year the company's revenue increased by 0.20%, Cost of Goods Sold decreased by 3.31%, net profit decreased by 47.10% compared to last year's net profit. The details are as follows:

Particulars	30 June 2025	30 June 2024	Increase/(Decrease)	
			Amount in Tk.	Percentage
Revenue	1,080,313,529.00	1,078,132,389.00	2,181,140.00	0.20
Cost of Goods Sold	797,702,072.00	825,041,193.00	(27,339,121.00)	(3.31)
Gross Profit	282,611,457.00	253,091,196.00	29,520,261.00	11.66
Net Profit before Tax	67,481,582.00	46,857,097.00	20,624,485.00	44.02
Net Profit after Tax	14,332,372.00	27,091,421.00	(12,759,049.00)	(47.10)
Gross Profit Margin (%)	26.16	23.47	-	-
Net Profit Margin (%)	1.33	2.51	-	-



- v) Not applicable.
- vi) The Company has no transactions with any related parties in the year 2024-2025.
- vii) The Company has not issued right shares during the year 2024-2025.
- viii) During this year the Company has not issued any Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, etc.
- ix) Not applicable.
- x) No remuneration have been paid to directors including independent directors during the year 2024-2025.
- xi) The Financial Statements prepared by the Management present fairly the company's state of affairs, result of operations, cash flows and changes in equity.
- xii) Proper books of account of the Company have been maintained.
- xiii) Appropriate accounting policies have been consistently applied in the preparation of financial statements and the accounting estimates are based on reasonable and prudent judgment.
- xiv) The International Accounting Standards, as applicable in Bangladesh, have been followed in the preparation of Financial Statements.
- xv) The sound internal control system, effective implementation and monitoring process thereof are under continuous improvements.
- xvi) Company follow the rules mention in companies Act to protect the interest of the minority shareholders at every stage.
- xvii) There is no significant doubt upon the company's ability to continue as a going concern.
- xviii) There is no significant deviation from last year in operating results of the Company.
- xix) The key operating and financial data for the last five years may be seen at page 02.
- xx) Not applicable.
- xxi) Company never issued no bonus share or stock dividend has been or shall be declared as interim dividend.



xxii) During the year ended 30 June 2025, the Board of Directors held Sixteen (14) meetings and attendance of the Directors in those meetings are as follows:

SI #	Name	Position	Board Meeting Held	Meeting Attended
1	Mrs. Hasna Opigen Haffen Nominee of Al Dewan Technical Services LLC	Chairman	14	11
2	Mr. Javed Opghaffen	Director	14	08
3	Mr. Sadad Rahman Nominee of Fu-Wang Trading Ltd.	Nominee Director	14	04
4	Mr. Md. Shaheed Hossain Tanjil Nominee of JO Holdings Ltd.	Nominee Director	14	14
5	Mr. Sayeed Rezaraj Ahmmad Nominee of NJ Holdings Ltd.	Managing Director (Current Charge)	14	14
6	Mr. Omar Sharif Nominee of Opghaffen Holdings Ltd.	Nominee Director	14	05
7	Mr. Mohammad Hamidur Rashid, FCA	Independent Director	14	03
8	Mr. Narayan Roy, FCA	Independent Director	14	06
9	Mr. Haroon Mukhter Nominee of Fu-Wang Trading Ltd.	Nominee Director	14	Nil

Note: 1. Mr. Sadad Rahman died on 15 January 2025.

2. Mr. Haroon Mukhtar appointed as Nominee Director on 26 June 2025.

xxiii) At 30 June 2025 the pattern of shareholding (name wise) are given below:

Categories	Name	Shares	%
Parent/Subsidiary/Associate Companies and others	Mrs. Hasna Opigen Haffen	2,730,302	2.00
	Mr. Javed Opghaffen	2,728,550	2.00
Directors, CEO, CFO, Company Secretary, Head of Internal Audit & Others			
Chairman	Mrs. Hasna Opigen Haffen Nominee of Al Dewan Technical Services LLC	2,730,302	2.00
Director	Mr. Javed Opghaffen	2,728,550	2.00
Nominee Director	Mr. Sadad Rahman Nominee of Fu-Wang Trading Ltd.	2,958,086	2.17
Nominee Director	Mr. Md. Shaheed Hossain Tanjil Nominee of JO Holdings Ltd.	5,449,889	4.00
Managing Director (Current Charge)	Mr. Sayeed Rezaraj Ahmmad Nominee of NJ Holdings Ltd.	5,000,000	3.67
Nominee Director	Mr. Omar Sharif Nominee of Opghaffen Holdings Ltd.	3,829,871	2.81
Sponsor	Mr. Alexander Lee Nominee of Mr. Hsu Chin Hua	13,650,384	10.02
Sponsor	Mr. Hsu Chin Hua	3,712,217	2.72
Sponsor	Mr. Sui-Hong Wang	43,618	0.03
Sponsor	Mr. Sin Chung Yang	26,640	0.02
Sponsor	Mr. Chiang Chiu Chen	280,119	0.21
Sponsor	Mr. Chuan Chi Hsu	466,870	0.34
Independent Director	Mr. Mohammad Hamidur Rashid, FCA	Nil	Nil
Independent Director	Mr. Narayan Roy, FCA	Nil	Nil
Chief Executive Officer	Mr. Rafiquzzaman Bhuiyan	Nil	Nil
Chief Financial Officer	Mr. Ahmed Monabbi	Nil	Nil
Company Secretary	Mr. Md. A. Halim Thakur		
Head of Internal Audit & Compliance	Mr. Md. Waresh Ali	Nil	Nil
Share Holding 10% or more shares	-	Nil	Nil



xxiv) a) A brief resume of the directors who seek re-appointment/appointment in the ensuing Annual General Meeting.

RE-APPOINTMENT

Mr. Md. Shaheed Hossain Tanjil

Mr. Md. Shaheed Hossain Tanjil son of Mr. Md. Amir Hossain representative of JO Holdings Limited, nominee director of the board, re-appointed as director. He is a B.Sc. Engineer (Civil).

Mr. Sayeed Rezaraj Ahmmad

Mr. Sayeed Rezaraj Ahmmad son of Md. Hazrat Ali representative of NJ Holdings Ltd., nominee director of the board, re-appointed as director. He is a M.com (Masters in Commerce) having 33 years of experience in different fields of business.

Mr. Omar Sharif

Mr. Omar Sharif representative of Opgenhaffen Holdings Ltd., nominee director of the board, re-appointed as director. He is a Graduate and a businessman.

NEWLY APPOINTED

Mr. Haroon Mukhtar

Mr. Haroon Mukhtar son of Mr. Naz Mukhtar Ali, representative of Fu-Wang Trading Ltd., appointed as Nominee Director of the board in the board meeting held on 26 June 2025.

b) Mr. Narayan Roy, FCA and Mr. Mohammad Hamidur Rashid, FCA both Independent Directors do no hold any directorships in any other company.



MANAGEMENT'S DISCUSSION AND ANALYSIS ON COMPANY'S POSITION AND OPERATION

Fu-Wang Ceramic Industry Limited (FWC) is one of the leading manufacturers of high quality Floor Tiles and Glaze Wall Tiles in Bangladesh. It is engaged in producing and marketing of Floor Tile and Glaze Wall Tile of various qualities & sizes from October-1996.

Business outlook of the Company

The Company is committed to produce and supply high quality Floor and Glaze Wall tiles to reputed buyers. FWC is a manufacturing and marketing base company. Presently, FWC is selling the products to the customers through 105 dealers all over the country.

The management has been able to consistency of the turnover as last year through hard working and adopting marketing & sales policy and able to increase gross profit by 11.66% compared to last year but net profit decreased by 47.10% compared to last year due to increase of Financial Expenses and Income Tax Expenses.

The board of directors is always striving hard to increase sale as well as profitability by inducing new design of Tiles as demand of the customers and also striving to be competitive and sustainable.

Preparation of Financial Statements

The accounting policies used in preparation of the Financial Statements have been followed consistently. The Financial Statements have been prepared on an ongoing concern basis and disclosers of information made in accordance with the requirements of the Companies Act 1994, the Securities and Exchanges Rules 1987 and International Accounting Standards (IFRSs).

Changes in Accounting Policies and Estimation

There are no major changes in accounting policies and estimation used in preparation of the Financial Statements during this year.

Comparative Analysis of Financial Results

Turnover amounted to Taka 1,080.313 million in the year 2024-2025 as against Taka 1,078.132 million in the year 2023-2024 which is increased by 0.20%. The gross profit for the year was Taka 282.611 million as against Taka 253.091 million of the previous year showing increase by 11.66% and net profit is also decreased by 47.10%. The detailed performance of the company is stated in page no. 02.

Comparison with peer Industry

The company started commercial operation from October-1996. Over this period, FWC creates a brand image in the country and the company is always reforming machineries to produce high quality Floor and Glaze Wall Tiles as the demand of customers.



Risks and concerns issues and mitigation plan

The details of risks and concerns as well as mitigation plan of the company have been explained in Statement of Corporate Governance under the heading "Risks and Concerns".

Future Plan

The Company are producing and marketing the best quality of different type of floor and glaze wall tiles as the demand of customers. The management is always responsive to the changing business scenario and conceiving means and measures to address the situations appropriately to be sustainable in the foreseeable future.

Sayeed Rezaraj Ahmmad

Managing Director (Current Charge)





REPORT ON THE ACTIVITIES OF NOMINATION AND REMUNERATION COMMITTEE (NRC)

For the year 2024-2025

The Board of **Fu-Wang Ceramic Industry Limited** formed a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board. The NRC Committee assists the Board of Directors in framing criteria or policy for appointment and remuneration for the directors and Top-Level executives of the Company.

The Committee comprised of:

Mr. Mohammad Hamidur Rashid, FCA, Independent Director	: Chairman
Mr. Md. Shaheed Hossain Tanjil, Nominee Director	: Member
Mr. Omar Sharif, Nominee Director	: Member
Mr. Md. A. Halim Thakur, Company Secretary	: Secretary

Role and responsibilities of Nomination and Remuneration Committee

The role and responsibilities of the NRC are clearly stated in the Corporate Governance Guideline issued by Bangladesh Securities and Exchange Commission. The roles of the Committee are to oversee:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to remuneration of the directors and top level executives with consideration that remuneration is reasonable and sufficient to attract, retain and motivate suitable directors and top level executives;
- Devising a policy on Board's diversity of age, gender, experience, ethnicity, educational background and nationality;
- Identifying persons qualified to be directors and be appointed in top level executive positions;
- Framing the criteria for evaluation of performance of independent directors and the Board;
- Identifying the company's needs for employees at different levels and determine their selection, transfer and promotion criteria;
- Developing, recommending and reviewing annually the company's human resources and training policies.



Activities

The NRC held one meeting during this year and all the members were present in the meeting. The Committee also initiated the following activities during the year:

- Reviewed the appointment of director of the company.
- Reviewed the recommendation of directors who shall resign by rotation and eligible for re-election as per provisions of Articles of Association of the company.
- Reviewed the company's human resources and training requirements.
- Reviewed and recommend annually company's human resources and training policies.
- Reviewed the remuneration policy of the company in related to the yearly increment policy.
- Reviewed the board meeting attendance fee for the board of directors.
- Reviewed the report of NRC.

Mohammad Hamidur Rashid, FCA

Chairman

Nomination and Remuneration Committee





Annexure - A

FU-WANG



富王磁磚

FU-WANG CERAMIC INDUSTRY LTD.

Date: 20 October 2025

ANNEXURE-A

The Board of Directors
Fu-Wang Ceramic Industry Limited
Pearl Trade Centre (2nd Floor)
Cha 90/3, Progati Sarani, North Badda
Dhaka-1212

Subject: Declaration on Financial Statements for the year ended on 30 June 2025.

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the commission's notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance 1969, we do hereby declare that:

1. The Financial Statements of Fu-Wang Ceramic Industry Limited for the year ended on 30 June 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh and any departure there from has been adequately disclosed;
2. The estimates and judgments related to financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
3. The form and substance of transactions and the company's state of affairs have been reasonably and fairly presented in its financial statements;
4. To ensure above, the Company has taken proper and adequate care in installing a system of Internal control and maintenance of accounting records;
5. Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
6. The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exist no materials uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:-

- (i) We have reviewed financial statements for the year ended 30th June 2025 and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These financial statements collectively present true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

(Rafiquzzaman Bhuiyan)
Chief Executive Officer

(Ahmed Monabbi)
Chief Financial Officer



AUDIT COMMITTEE REPORT For the Year 2024-2025

The Audit Committee on behalf of the Board strives to ensure effective implementation of the processes set out in the business plans and policies. Its aim is to ensure that high standards of corporate reporting, control and compliance are achieved through which business effectiveness enhances in these areas and reduces the risks of the business.

Composition of Audit Committee:

Mr. Narayan Roy, FCA, Independent Director	- Chairman
Mr. Md. Shaheed Hossain Tanjil, Nominee Director	- Member
Mr. Omar Sharif, Nominee Director	- Member
The Company Secretary of the Company is the Secretary of the Audit Committee.	

Major responsibility of the Audit Committee:

- To review the quarterly, half yearly and Annual Financial Statements of the Company and determined whether they are complete and consistent with accounting standards set by the regulatory authority;
- To recommend the statutory annual audited financial statements to the Board of Directors for approval;
- To review the efficiency and effectiveness of internal audit function;
- To review the existing risk management procedures for ensuring an effective internal check and control system;
- To review the performance of the external auditors and make recommendations to the Board regarding their appointment and fees;
- To review the findings of the internal and external auditors; and
- To review the work of the internal Audit Department and made suggestions for improvement.

The audit committee held four meeting during the year and all the members were present in the meeting.

Activities during the year:

- The financial statements for the year ended 30 June 2025 were reviewed by the committee and subsequently recommended to the Board for consideration and approval;
- Reviewed the Auditors Certification on Corporate Governance compliance for the year ended 30 June 2025.
- The Committee reviewed relevant quarterly Financial Statements during the year under review and recommended to the Board for their approval.
- The committee reviewed the internal audit report findings and made suggestions for improvement;
- The Committee reviewed the financial reporting process, the system of internal control, management of financial and operational risks and suggestions made to improve operational system and procedures and their implementation.
- The Committee reviewed and analyzed the Management's discussion.
- The Committee overseen the determination of audit fees.

On behalf of the Audit Committee

Narayan Roy, FCA

Chairman of the Audit Committee



Nomination and Remuneration Policy

INTRODUCTION

The Nomination and Remuneration Policy (**"The Policy" or "NRC Policy"**) has been stated in compliance with the Corporate Governance Code 2018, circulated by the Bangladesh Securities and Exchange Commission (BSEC) in conjunction with the Companies Act 1994.

The policy shall provide directions and guidelines to the Nomination and Remuneration committee on nomination criteria for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as formal process of considering remuneration of directors, top level executive; It may also provide a framework for identification of persons who are qualified to become Directors and who may be appointed in Senior Management and recommend to the Board for their appointment.

The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

OBJECTIVES

The objectives of the Policy are summarized as follows:

1. The key objective is to enable the company to attract, retain and motivate high quality members for the Board and executives.
2. It will enable the company to provide a well-balanced compensation package, taking into consideration shareholder interests, industry practices and relevant Bangladeshi Corporate Regulations.
3. The Policy will ensure that the interests of Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
4. It will ensure that remuneration to Executives involves a balance between fixed pay and incentive (by way of increment/bonus/promotion/any other form) reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF NRC

The NRC while recommending for appointment of any directors including independent directors/Top level executive/ Key Management personnel, shall ensure compliance with the Companies Act 1994, Corporate Governance Code and Memorandum and Articles of Association and other relevant laws, rules and regulations as applicable.

The NRC shall also assist the Board of Directors in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;

NRC shall oversee, among others, the following matters and make report with recommendation to the Board:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
- b. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

2. Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
3. Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
4. Formulating the criteria for evaluation of performance of independent directors and the Board;
5. Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
6. Developing, recommending and reviewing annually the company's Human Resources and training policies;

Criteria for Remuneration

All the Directors (excluding CEO) are paid sitting fees in compliance with the prescribed limit, as mentioned under Companies Act, 1994.

The level and composition of remuneration will be reasonable and sufficient to attract, retain and motivate employees of the quality required to run the company successfully.

Remuneration may also involve a mix of fixed and variable pay based on performance.

The remuneration of Key Management Personnel and other employees of the organization are in line with the internal policies and procedures established/approved by the Company.





Dividend Distribution Policy

INTRODUCTION

In pursuance to the Directive No. BSEC/CMRRCD/2021-386/03 dated 14 January, 2021 of the Bangladesh Securities and Exchange Commission (BSEC); Fu-Wang Ceramic Industry Ltd. developed the Dividend Distribution Policy. This policy defines the amount of Cash and/or Stock (Bonus) dividend which may be distributed to the shareholders as Dividend from the after-tax profit or can be retained in the business. The highlights of the policy are given below:

ENTITLEMENT OF DIVIDEND

Shareholders whose names appear in the Register of Members of the Company or in the Depository Register (CDBL) on the Record Date shall be entitled for Dividend approved at the respective year's AGM.

PROCESS OF DISTRIBUTION OF CASH DIVIDEND

The cash dividend shall be paid directly to the shareholders' bank account through Bangladesh Electronic Funds Transfer Network (BEFTN) within 30 (thirty) days from the date of approval by the shareholders in the AGM and the date of Board approval in the case of an interim dividend, subject to compliance with BSEC or Bangladesh Bank or other regulatory authority circulars/directives from time to time.

Payable amount of declared cash dividend for the concerned year/period shall be kept in a separate bank account as per circular of BSEC or other regulatory authority from time to time.

PROCEDURE OF STOCK DIVIDEND DISTRIBUTION

The stock dividend declared for the concerned year/period shall be credited to the respective shareholders' BO account within 30 (thirty) days of approval; subject to regulatory clearance.

The bonus dividend shall be transferred to the suspense BO accounts if respective BO account is not available or found inactive. The sale proceeds of fractional bonus dividend shall be paid off as per circular of BSEC or other regulatory authority.

PROCESS FOR SETTLING UNCLAIMED DIVIDENDS

Unclaimed or undistributed or unsettled cash/stock dividends shall be settled as per instructions of BSEC or other regulatory authority.

TAX ISSUES

Tax on dividends will be applied at source as per applicable tax laws.

SUBMISSION OF DIVIDEND DISTRIBUTION COMPLIANCE REPORT

In compliance with the Dhaka Stock Exchange (Listing) Regulation-2015 and Chittagong Stock Exchange (Listing) Regulation-2015 and other regulatory requirements, the Company has to submit a Dividend Distribution Compliance Report to BSEC, DSE, and CSE within 7 days from the date of completion of dividend distribution of the respective year; as per circular of BSEC.

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES



This is to certify that

FU-WANG CERAMIC INDUSTRY LIMITED

*is an Ordinary Member of Bangladesh Association of Publicly Listed Companies
and is entitled to all the rights and privileges pertaining thereto.*

This certificate remains current until 31st December, 2025

Ref. No:

CM-2025/262

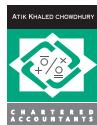
Date of Issue : November 11, 2025


Secretary General





Annexure - B



ATIK KHALED CHOWDHURY
Chartered Accountants



Report to the Shareholders of FU-WANG CERAMIC INDUSTRY LIMITED on Compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by **FU-WANG CERAMIC INDUSTRY LIMITED** for the year ended on 30 June 2025. This Code relates to the Notification No. BSEC/CMRRD/2006-158/207/Admin/80, dated; 03 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission.
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code.
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities law and other relevant law, and
- (d) The Governance of the Company is satisfactory.

Atik Khaled Chowdhury
Chartered Accountants

Dated: Dhaka
26 October 2025



Annexure - C

CORPORATE GOVERNANCE COMPLIANCE REPORT

Status of Compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission, pursuant to the Notification No. BSEC/CMRRD/2006-158/207/Admin/80, dated; 03 June 2018 issued under section 2CC of the Bangladesh Securities and Exchange Ordinance, 1969:

(Report under condition no. 9)

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1 (1)	The total number of members of Board of Directors shall not be less than 5 (five) and more than 20 (twenty).	✓		
1 (2)	Independent Directors			
1 (2) (a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company's Board, whichever is higher shall be independent directors, any fraction shall be considered to the next integer whole number for calculating number of independent director(s).	✓		
	Provided that board shall appoint at least 1 (One) female Independent Director.			Under process
1 (2) (b)	Without contravention of any provision of any other laws, for the purpose of this clause an independent director" means a director.	✓		
1 (2) (b) (i)	The independent director does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company.	✓		
1 (2) (b) (ii)	The independent director is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company:	✓		
1 (2) (b) (iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1 (2) (b) (iv)	The independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1 (2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
1 (2) (b) (vi)	The independent director is not a shareholder, director or officer of any member or TREC holder of stock exchange or any intermediary of the capital market;	✓		
1 (2) (b) (vii)	The independent director is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		
1 (2) (b) (viii)	The independent director shall not be an independent director in more than 5 (five) listed companies;	✓		
1 (2) (b) (ix)	The independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	✓		
	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIR) report of Bangladesh Bank for non-payment of any loan or advance or obligation to a bank Financial institution.	✓		
1 (2) (b) (x)	The independent director has not been convicted for a criminal offence involving moral turpitude.	✓		
1 (2) (c)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).			
	Provided that the Board shall appoint the independent director, subject to prior consent of the Commission after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company.	✓		will be complained



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (2) (d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	✓		
1 (2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	✓		
1 (3)	Qualification of Independent Director			
1 (3) (a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
1 (3) (b)	Independent Director shall have following qualifications:			
1 (3) (b) (i)	Business Leader who is or was a promoter of director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or	✓		
1 (3) (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk. 100.00 million or of a listed company; or	✓		
1 (3) (b) (iii)	Former or existing official of government of statutory of autonomous or regulatory body the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law.	✓		
	Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service.	✓		
1 (3) (b) (iv)	University Teacher who has educational background in Economics or commerce or Business Studies or Law; or	✓		
1 (3) (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	✓		
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1 (3) (d)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.			N/A
1 (4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1 (4) (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1 (4) (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1 (4) (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1 (4) (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect on of themselves from, non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such Incident
1 (5)	The Directors' Report to the Shareholders			
1 (5) (i)	Industry outlook and possible future developments in the industry;	✓		
1 (5) (ii)	Segment-wise or product-wise performance;	✓		
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1 (5) (iv)	A discussion on Cost of Goods sold. Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1 (5) (v)	Discussion on continuity of any Extra-Ordinary activities and their implications (gain or loss);	✓		
1 (5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1 (5) (vii)	A statement of Utilization of proceeds from public issues, rights issues and/or through any others instruments;			N/A
1 (5) (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			N/A
1 (5) (ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		
1 (5) (x)	A statement of remuneration paid to the directors including independent directors;	✓		
1 (5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1 (5) (xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1 (5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1 (5) (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1 (5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1 (5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1 (5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed;	✓		
1 (5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓		
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
1 (5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓		
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1 (5) (xxiii)	A report on the pattern of shareholding:			
1 (5) (xxiii) a)	Parent or Subsidiary or Associated Companies and other related parties (name wise details);	✓		
1 (5) (xxiii) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	✓		
1 (5) (xxiii) c)	Executives; and	✓		
1 (5) (xxiii) d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details);	✓		
1 (5) (xxiv)	Disclosure on Appointment/Re-appointment of Director:			
1 (5) (xxiv) a)	A brief resume of the director;	✓		
1 (5) (xxiv) b)	Nature of his or her expertise in specific functional areas; and	✓		
1 (5) (xxiv) c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		
1 (5) (xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1 (5) (xxv) a)	Accounting policies and estimation for preparation of financial statements;	✓		
1 (5) (xxv) b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		



**Annual
REPORT
2024-2025**

Condition No	Title			Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
				Complied	Not Complied	
1 (5)	(xxv)	c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1 (5)	(xxv)	d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1 (5)	(xxv)	e)	Briefly explain the financial and economic scenario of the country and the globe;	✓		
1 (5)	(xxv)	f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1 (5)	(xxv)	g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1 (5)	(xxvi)		Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	✓		
1 (5)	(xxvii)		The report as well as certificate regarding compliance of conditions of this Code as required under condition No.9 shall be disclosed as per Annexure-B and Annexure-C .	✓		
1 (5)	(xxviii)		The Directors report to the shareholder's does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	✓		
1 (6)	Meetings of the Board of Directors					
			The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1 (7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer					
1 (7)	(a)		The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		
1 (7)	(b)		The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading relationship with environment, employees, customers and suppliers; and independency.	✓		
2	Governance of Board of Directors of Subsidiary Company:					
2	(a)		Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2	(b)		At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;			N/A
2	(c)		The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			N/A
2	(d)		The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			N/A
2	(e)		The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):					
3 (1)	Appointment					
3 (1)	(a)		The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3 (1)	(b)		The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3 (1)	(c)		The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
	Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately.	✓		
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the board as well as immediate dissemination to the Commission and stock exchange(s).	✓		
3 (2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3 (3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3 (3) (a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3 (3) (a) (i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3 (3) (a) (ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3 (3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3 (3) (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee			
	For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4 (i)	Audit Committee; and	✓		
4 (ii)	Nomination and Remuneration Committee.	✓		
5	Audit Committee			
5 (1)	Responsibility to the Board of Directors			
5 (1) (a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5 (1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5 (1) (c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5 (2)	Constitution of the Audit Committee			
5 (2) (a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5 (2) (b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5 (2) (c)	All members of the audit committee should be 'financially literate' and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5 (2) (d)	When the term of service of any Committee member expires or there is any circumstance causing any committee members to unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (Sixty) days from the date of vacancy in the committee to ensure continuity of the performance of work of the Audit Committee;	✓		



**Annual
REPORT
2024-2025**

Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (2) (e)	The company secretary shall act as the secretary of the Committee;	✓		
5 (2) (f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5 (3) Chairperson of the Audit Committee				
5 (3) (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5 (3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		
5 (3) (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM).			will be complained
5 (4) Meeting of the Audit Committee				
5 (4) (a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5 (4) (b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5 (5) Role of Audit Committee				
The Audit Committee shall:				
5 (5) (a)	Oversee the financial reporting process;	✓		
5 (5) (b)	Monitor choice of accounting policies and principles;	✓		
5 (5) (c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5 (5) (d)	Oversee hiring and performance of external auditors;	✓		
5 (5) (e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5 (5) (f)	Review along with the management, annual financial statements before submission to the Board for approval;	✓		
5 (5) (g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5 (5) (h)	Review the adequacy of internal audit function;	✓		
5 (5) (i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5 (5) (j)	Review statement of all related party transactions submitted by the management;			No Transaction
5 (5) (k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors;			No such Incident
5 (5) (l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		
5 (5) (m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission.			N/A
5 (6) Reporting of the Audit Committee				
5 (6) (a) Reporting to the Board of Directors				
5 (6) (a) (i)	The Audit Committee shall report on its activities to the Board.	✓		
5 (6) (a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			No such Incident
5 (6) (a) (ii) (a)	report on conflicts of interests;			No such Incident
5 (6) (a) (ii) (b)	suspected or presumed fraud or irregularity material defect identified in the internal audit and compliance process or in the financial statements;			No such Incident
5 (6) (a) (ii) (c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			No such Incident



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
5 (6)	(a) (ii) (d) any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			No such Incident
5 (6)	Reporting to the Authorities			No such Incident
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			
5 (7)	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6	Nomination and Remuneration Committee (NRC)			
6 (1)	Responsibility to the Board of Directors			
6 (1)	(a) The company shall have a Nomination and Remuneration Committee (NRC) as sub-committee of the Board;	✓		
6 (1)	(b) The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6 (1)	(c) The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓		
6 (2)	Constitution of the NRC			
6 (2)	(a) The Committee shall comprise of at least three members including an independent director;	✓		
6 (2)	(b) At least 02 (two) members of the Committee shall be non-executive directors.	✓		
6 (2)	(c) Members of the Committee shall be nominated and appointed by the Board;	✓		
6 (2)	(d) The Board shall have authority to remove and appoint any member of the Committee;	✓		
6 (2)	(e) In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the Board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such Incident
6 (2)	(f) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	✓		
6 (2)	(g) The company secretary shall act as the secretary of the Committee;	✓		
6 (2)	(h) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6 (2)	(i) No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6 (3)	Chairperson of the NRC			
6 (3)	(a) The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6 (3)	(b) In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such Incident
6 (3)	(c) The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the Shareholders.			will be complaied
6 (4)	Meeting of the NRC			
6 (4)	(a) The NRC shall conduct at least one meeting in a financial year;	✓		
6 (4)	(b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;			No such Incident



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
6 (4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6 (4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6 (5) Role of the NRC				
6 (5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6 (5) (b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		
6 (5) (b) (i)	formulation the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors top level executive, considering the following:	✓		
6 (5) (b) (i) (a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
6 (5) (b) (i) (b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
6 (5) (b) (i) (c)	remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
6 (5) (b) (ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6 (5) (b) (iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6 (5) (b) (iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6 (5) (b) (v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		
6 (5) (b) (vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
6 (5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7 External or Statutory Auditors				
7 (1) The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-				
7 (1) (i)	appraisal or valuation services or fairness opinions;	✓		
7 (1) (ii)	financial information systems design and implementation;	✓		
7 (1) (iii)	book-keeping or other services related to the accounting records or financial statements;	✓		
7 (1) (iv)	broker-dealer services;	✓		
7 (1) (v)	actuarial services;	✓		
7 (1) (vi)	internal audit services or special audit services;	✓		
7 (1) (vii)	any service that the Audit Committee determines;	✓		
7 (1) (viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7 (1) (ix)	any other service that creates conflict of interest.	✓		
7 (2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company.	✓		
7 (3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		



Condition No	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
8	Maintaining a website by the Company			
8 (1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8 (2)	The company shall keep the website functional from the date of listing.	✓		
8 (3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance			
9 (1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9 (2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9 (3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		





INDEPENDENT AUDITOR'S REPORT
To the Shareholders of
Fu-Wang Ceramic Industry Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of **Fu-Wang Ceramic Industry Ltd.** which comprise the Statement of Financial Position as at June 30, 2025 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended June 30, 2025, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2025 and its financial performance and its cash flows for the year then ended June 30, 2025 in accordance with International Financial Reporting Standards (IFRSs).

Basis for Qualified Opinion

- 1 As referred to note no. 16.00 "Unclaimed Dividend Account" shown amount Tk. 7,875,142/- in the financial statement where Unclaimed above 03 (Three) years amount Tk. 5,439,778 which have to transfer to Capital Market Stabilization Fund (CMSF) as per BSEC directive No. BSEC/CMRRC/2021-386/03 dated: January 14, 2021. But the management of the company did not settle that amount during the period of our audit which is violation of said guidelines.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matters

We draw attention on the following matters in respect of which our opinion is not Qualified:

- 1 We didn't find the last year audited financial statements of Gratuity Fund and Workers' Profit Participation & Welfare Fund.
- 2 As referred to note no. 18.00 "Provision for Income Tax" Shown amount Tk. 79,871,492/- in the financial statements where no Tax Assessment status were disclosed in the financial statements that will be disclosed in the next quarter of the following reporting period.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the financial statement section of our report, including in relation to those matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the financial statement. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Revenue recognition

At year end the Company reported total turnover amount Tk. 1,080,313,529/- (Net off SD & VAT). Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. Within a number of the Company's markets, the estimation of discounts, incentives and rebates recognized based on sales made during the year is material and considered to be complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives and rebates. There is also a risk that revenue may be overstated due to fraud through manipulation of the discounts, incentives and rebates recognized resulting from the pressure local management may feel to achieve performance targets.

How our audit addresses the key audit matter

We have tested the design and operating effectiveness of key controls focusing on the following:

- Calculation of discounts, incentives and rebates;
- Segregation of duties in invoice creation and modification; and
- Timing of revenue recognition.

Our substantive procedures in relation to the revenue recognition comprises the following:

- Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period;
- Within a number of the Company's markets, comparing current year rebate accruals to the prior year and, where relevant, completing further inquiries and testing.
- Agreeing a sample of claims and rebate accruals to supporting documentation;
- Critically assessing manual journals posted to revenue to identify unusual or irregular items; and
- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.

Impairment of property, plant and equipment

Property, Plant and equipment represent about 34.86% of total assets of the company which is thus a material items to the financial statements, Property, Plant and Equipment. Determining the level of impairment involves forecasting and discounting future cash flows and estimation of recoverable amounts which are inherently uncertain. This is one of the key judgmental areas that our audit has concentrated on.

How our audit addresses the key audit matter

Our audit procedures included, among others, considering the impairment risk associated with the following different types of assets:

- Assets within branch which continue to trade - we critically assessed and challenged the Company's impairment model. This included consideration of the discounted cash flow forecasts on branch-by-branch basis and assessing the cash flow forecasts against the historical performance of those branch and against the Company's budgets. We assessed the appropriateness of the discount rate including bench marked it against similar national retailers. We also recalculated the impairment model to assess the sensitivity of the key assumptions including growth rate and discount rate;
- Fixtures and fittings within which had either been closed or were identified by the Company for closure - We critically assessed the Company's identification of assets that were obsolete, using our experience of the Company and review of historical experience, whether such assets have any recoverable value;
- Buildings which had been identified as surplus to requirements, or where development plans had been aborted, we considered whether such assets had been written off or impaired where necessary



down to their recoverable amounts. We critically challenged the Company's assumptions in relation to recoverable amounts with reference to external third-party valuations obtained by the Company. We considered the qualifications and independence of the valuers and the movement in market values of property in relevant locations; and

- we have also considered the adequacy of the Company's disclosures about the degree of estimation involved in determining the amount of impairment and the sensitivity to key assumptions involved.

Inventory Valuation

The company had inventory of BDT 3,432,813,821/- at 30 June 2025, held in factory and across multiple product lines. Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgement in determining the appropriate values for slow-moving or obsolete items. This is one of the key judgmental areas that our audit has concentrated on.

How our audit addresses the key audit matter

We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by:

- Evaluating the design and implementation of key inventory controls operating across the company, including those at a sample of warehouses;
- Attending inventory counts and reconciling the count results to the inventory listings to test the completeness of data;
- Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete;
- Reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year; and
- Challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow moving/obsolete stock are valid and complete.

Long-Term Loan & Short-term loan

At reporting date, the position of Long-Term Loan Net of Current Maturity, short-term Loan outstanding and Current Maturity of Long-Term Loan was BDT 2,747,302,341 and 1,274,982,947 for the Company. Here, total liabilities Tk. 6,642,883,486 are represented by loans for the Company. Evidently, the Company is using loan to operate the business and also, to acquire non-current assets. Loan, therefore, has been considered as key judgmental audit areas that our audit has concentrated on.

How our audit addresses the key audit matter

We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the loans. Our audit procedures included, among others, the followings:

- Understanding and reviewing the nature or types of loans;
- Reviewing the board meeting minutes on arrangements of the loans;
- Obtaining the repayment schedules, loan statements and facility offer letters to review terms, debt covenants, interest rates and other conditions associated with the loans;
- Recalculating the interest related to loans;
- Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards.

Our procedures above did not identify any issues with regard to loans.

Capital work in Progress

At reporting date, the position of Capital work in progress was BDT 1,314,986,833 for the Company. Evidently, the Company is using Capital work in progress to operate the business and also, to extending wealth maximization of the company. Capital work in progress, therefore, has been considered as key judgmental audit areas that our audit has concentrated on.

How our audit addresses the key audit matter

We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the loans. Our audit procedures included, among others, the followings:

- Understanding and reviewing the nature or types of Capital work in progress;
- Reviewing the board meeting minutes on making decision of extending non-current assets;
- Obtaining the work order, work progress certificate, Time schedule to complete the work and also to transfer to Property, Plant & Equipment and Partial Payment procedures to parties;
- Finally, assessing the appropriateness and presentation of disclosures against relevant accounting standards.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises all of the information in the annual report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as



fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act-1994, the Securities and Exchange Rules-2020 and Financial Reporting Act-2015, we also report that:

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- (ii) in our opinion, proper books of account as required by law have not been kept by the Company so far as it appeared from our examination of those books;
- (iii) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and
- (iv) the expenditure incurred and payments made were for the purposes of the company's business.

Quazi Shafiqul Islam, FCA

Enrolment No. 0165

Islam Quazi Shafique & Co.
Chartered Accountants



Fu-Wang Ceramic Industry Limited

Statement of Financial Position

As at June 30, 2025

Particulars	Notes	Amount in Taka	
		June 30, 2025	June 30, 2024
ASSETS			
Non-current Assets		4,368,910,646	3,727,173,933
Property, Plant and Equipment	3.00	3,053,923,813	2,173,280,179
Capital Work in Progress	4.00	1,314,986,833	1,553,893,754
Current Assets		4,391,078,303	3,739,249,476
Inventories	5.00	3,432,813,821	2,880,340,193
Trade and Other Receivables	6.00	97,861,707	94,365,927
Advance, Deposit and Prepayments	7.00	545,183,789	469,174,625
Cash and Cash Equivalents	8.00	315,218,985	295,368,731
Total Assets		8,759,988,949	7,466,423,409
EQUITY AND LIABILITIES			
Shareholders' Equity		1,635,538,709	1,630,745,600
Share Capital	9.02	1,362,690,930	1,362,690,930
Share Premium	10.00	76,062,352	76,062,352
Retained Earnings	11.00	196,785,427	191,992,318
Non-current Liabilities		2,895,989,601	2,562,721,796
Long Term Loan Net off Current Maturity	12.00	2,747,302,341	2,439,152,340
Deferred Tax	13.00	148,687,260	123,569,457
Current Liabilities		4,228,460,639	3,272,956,012
Current Maturity of Long Term Loan		1,274,982,947	604,077,097
Short Term Bank Loans and Others	14.00	2,620,598,198	2,335,715,401
Trade and Other Payables	15.00	68,449,003	61,102,662
Unclaimed Dividend Account	16.00	7,875,142	7,183,695
Liabilities for Expenses	17.00	46,237,174	61,881,662
Liabilities for Goods		130,446,682	151,155,410
Provision for Income Tax	18.00	79,871,492	51,840,086
Total Liability		7,124,450,240	5,835,677,808
Total Equity and Liabilities		8,759,988,949	7,466,423,409
Net Asset Value (NAV) per Share	19.00	12.00	11.97

The accompanying notes form an integral part of this financial statements are to be read in conjunction therewith.

Sayeed Rezaraj Ahmad
Managing Director (Current Charge)

Md. Shaheed Hossain Tanjil
Nominee Director

Ahmed Monabi
Chief Financial Officer

Md. Abdul Halim Thakur
Company Secretary

Signed in terms of our separate report of even date.

Quazi Shafiqul Islam, FCA
Enrolment No. 0165
Islam Quazi Shafique & Co.
Chartered Accountants





Fu-Wang Ceramic Industry Limited

Statement of Profit or Loss and Other Comprehensive Income

For the year ended June 30, 2025

Particulars	Notes	Amount in Taka	
		2024-2025	2023-2024
Turnover (Net off SD & VAT)	20.00	1,080,313,529	1,078,132,389
Cost of Goods Sold	21.00	(797,702,072)	(825,041,193)
Gross Profit		282,611,457	253,091,196
Administrative Expenses	22.00	(26,724,557)	(26,988,959)
Selling and Distribution Expenses	23.00	(28,271,197)	(39,519,255)
Other Income	24.00	1,565,746	1,654,646
Provision for Gratuity		(3,500,000)	(3,500,000)
		(56,930,008)	(68,353,568)
Operating Profit		225,681,449	184,737,628
Net Profit before Financing & Tax	25.00	28,815,331	17,546,769
		254,496,780	202,284,397
Finance Expenses	26.00	(183,641,119)	(153,084,445)
Net Profit before Tax and WPPF		70,855,661	49,199,952
Contribution to WPPF and Welfare Fund		(3,374,079)	(2,342,855)
Net Profit before Tax		67,481,582	46,857,097
Income Tax Expenses	27.00	(53,149,209)	(19,765,675)
Total Profit or Loss and Other Comprehensive Income		14,332,372	27,091,421
Earning Per Share (EPS)	28.00	0.11	0.20

The accompanying notes form an integral part of this financial statements are to be read in conjunction therewith.

Sayeed Rezaraj Ahmmad
Managing Director (Current Charge)

Md. Shaheed Hossain Tanjil
Nominee Director

Ahmed Monabbi
Chief Financial Officer

Md. Abdul Halim Thakur
Company Secretary

Signed in terms of our separate report of even date.

Quazi Shafiqul Islam, FCA
Enrolment No. 0165
Islam Quazi Shafique & Co.
Chartered Accountants

Place: Dhaka

Dated: November 04, 2025
DVC: 2511040165AS373272



Fu-Wang Ceramic Industry Limited

Statement of Changes in Equity
For the year ended June 30, 2025

Particulars	Share Capital	Share Premium	Retained Earnings	Total
Balance as at July 01, 2024	1,362,690,930	76,062,352	191,992,318	1,630,745,600
Dividend	-	-	(9,539,263)	(9,539,263)
Total Profit or Loss and Other Comprehensive Income	-	-	14,332,372	14,332,372
Balance as at June 30, 2025	1,362,690,930	76,062,352	196,785,427	1,635,538,709

Statement of Changes in Equity

For the year ended June 30, 2024

Balance as at July 01, 2023	1,362,690,930	76,062,352	183,979,406	1,622,732,688
Dividend	-	-	(19,078,509)	(19,078,509)
Total Profit or Loss and Other Comprehensive Income	-	-	27,091,421	27,091,421
Balance as at June 30, 2024	1,362,690,930	76,062,352	191,992,318	1,630,745,600

Sayeed Rezaraj Ahmad
Managing Director (Current Charge)

Md. Shaheed Hossain Tanjil
Nominee Director

Ahmed Monabbi
Chief Financial Officer

Md. Abdul Halim Thakur
Company Secretary



Fu-Wang Ceramic Industry Limited

Statement of Cash Flows

For the year ended on June 30, 2025

Particulars	Notes	Amount in Taka	
		2024-2025	2023-2024
Cash Flows From Operating Activities			
Collections from Turnover and others	31.00	1,078,390,512	1,071,993,431
Payment to Creditors, Suppliers, Employees and Others	32.00	(1,372,799,860)	(1,030,229,334)
Cash generated from operations		(294,409,348)	41,764,097
Income Tax Paid		(35,526,541)	(55,557,431)
Net cash (used in) / from operating activities	30.00	(329,935,889)	(13,793,334)
Cash Flows From Investing Activities			
Acquisition of Property, Plant and Equipment		(74,020,653)	(883,541,786)
Sales of property, plant and equipment		-	-
Capital Work in Progress		(676,451,241)	3,048,866,842
Interest income from FDR		28,808,314	17,524,687
Net cash (used in) / from investing activities		(721,663,580)	2,182,849,744
Cash Flows From Financing Activities			
Short Term Loan		284,882,797	(4,199,411,980)
Long Term Loan Received/(Paid)		979,055,852	2,229,587,842
Financial Expenses		(183,641,119)	(153,084,445)
Dividend Refund/(Paid)		(8,847,807)	(18,180,414)
Net cash (used in) / from financing activities		1,071,449,722	(2,141,088,996)
Net Inflows of Cash and Cash Equivalents			
Add: Opening Cash and Cash Equivalents		19,850,254	27,967,414
Closing Cash and Cash Equivalents		315,218,985	295,368,731
Net operating cash flows per share (NOCFPS)	29.00	(2.42)	(0.10)

The accompanying notes form an integral part of this financial statements are to be read in conjunction therewith.

Sayeed Rezaraj Ahmad
Managing Director (Current Charge)

Md. Shaheed Hossain Tanjil
Nominee Director

Ahmed Monabbi
Chief Financial Officer

Md. Abdul Halim Thakur
Company Secretary





FU-WANG CERAMIC INDUSTRY LIMITED

Notes to the Financial Statements
As at and for the year ended 30 June 2025

1.0 Corporate Information and Nature of Business Activities:

1.1 Corporate Information

The Company was incorporated on 31 May 1995 as a private company limited by shares and by a resolution passed on 28 February 1998 it was converted into a Public Limited Company. The company is now a public limited company with foreign and local shareholders. The company is engaged in manufacturing and marketing of various types and sizes of Floor Tiles and Glazed Wall Tiles in its factory facilities at Hotapara, Gazipur. The industry has utilized its 65% yearly production capacity of 40 million Sft. (Homogenous and Glazed). Production capacity has been calculated at 100% efficiency based on 3 shifts of 8 hours in a day.

The principal place of business is the registered office at Pearl Trade Centre (2nd Floor), Cha 90/3, Progati Sharani, North Badda, Dhaka-1212, Bangladesh and the factories are located at Bokran Monipur, Hotapara, Gazipur.

1.2 Nature of Business Activities

The company owns and operates two industrial units for manufacturing of various types and sizes of floor tiles and glazed wall tiles and sales thereof.

1.3 Number of Employees

On the payroll of the company, there were 25 officers 321 staff and workers /technicians apart from many casual/contract technicians/workers.

		Amount in Taka
346	Staff/Officers/Employees drew yearly salary and allowances of Tk. 36,000 or more	52,491,506
Nil	Staff/Officers/Technicians and many other casual workers drew yearly salary/wages and allowances less than Tk. 36,000	Nil
<u>346</u>		<u>52,491,506</u>

2.0 Significant Accounting Policies and Basis of Preparation of Financial Statements:

2.1 Statement of Compliance

The financial statements have been prepared and disclosures of information made in accordance with the requirements of the Companies Act 1994, The Securities and Exchange Rules 2020, and International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.



The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements:

SL. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Not Applicable
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	12	Income Taxes	Complied
7	16	Property, Plant & Equipment	Complied
8	17	Leases	Not Applicable
9	19	Employee Benefits	Complied
10	20	Accounting for Government Grants and Disclosure of Government Assistance	Not Applicable
11	21	The Effects of Changes in Foreign Exchange Rates	Complied
12	23	Borrowing Cost	Complied
13	24	Related Party Disclosures	Complied
14	26	Accounting and Reporting by Retirement Benefit Plans	Complied
15	27	Separate Financial Statements	Not Applicable
16	28	Investments in Associates and joint ventures	Not Applicable
17	29	Financial Reporting in Hyper Inflationary Economics	Not Applicable
18	31	Interest in Joint Ventures	Not Applicable
19	32	Financial Instruments: Presentation	Complied
20	33	Earnings per Share	Complied
21	34	Interim Financial Reporting	Not Applicable
22	36	Impairment of Assets	Complied
23	37	Provisions, Contingent Liabilities and Contingent Assets	Complied
24	38	Intangible Assets	Not Applicable
25	39	Financial Instruments: Recognition and Measurement	Not Applicable
26	41	Agriculture	Not Applicable

SL. No.	IFRS No.	IFRS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Complied
2	2	Share-based Payment	Not Applicable
3	3	Business Combinations	Not Applicable
4	4	Insurance Contracts	Not Applicable
5	5	Non-current Assets Held for Sale and Discontinued Operations	Not Applicable
6	6	Exploration for and Evaluation of Mineral Resources	Not Applicable
7	7	Financial Instruments: Disclosures	Complied
8	9	Financial Instruments	Complied
9	8	Operating Segments	Not Applicable

SL. No.	IFRS No.	IFRS Title	Compliance Status
10	10	Consolidated Financial Statements	Not Applicable
11	11	Joint Arrangements	Not Applicable
12	12	Disclosure of Interests in other Entities	Not Applicable
13	13	Fair Value Measurement	Complied
14	14	Regulatory Deferral Accounts	Not Applicable
15	15	Revenue from Contracts with Customers	Complied
16	16	Leases	Not Applicable
17	17	Insurance Contracts	Not Applicable
18	18	Presentation and Disclosure in Financial Statements	Complied

2.2 Basis of Preparation

The financial statements have been prepared based on the accrual basis of accounting following going concern assumption and prepared under the historical cost convention.

2.3 Basis of Reporting

The financial statements are prepared and presented for external users by the enterprise in accordance with identified reporting framework. Presentation has been made in compliance with the standards for reporting, IFRS-18 Presentation and Disclosure in Financial Statements.

i. Reporting Period

Financial statements of the company cover one financial year from July 01, 2024 to June 30, 2025.

ii. Going Concern

There is no significant doubt upon the company's ability to continue as a going concern.

2.4 Components of the Financial Statements

According to the IFRS-18 *"Presentation and Disclosure in Financial Statements"* the complete set of Financial Statements includes the following components:

- i) Statement of Financial Position as at June 30, 2025;
- ii) Statement of Profit or Loss and Comprehensive Income for the year ended June 30, 2025;
- iii) Statement of Changes in Equity for the year ended June 30, 2025;
- iv) Statement of Cash Flows for the year ended June 30, 2025; and
- v) Notes, comprising summary of significant accounting policies and other explanatory information.

2.5 Accounting Estimates

Preparation of the financial statements requires Management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities, income and expenses. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual result could differ from estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions of the accounting estimates are recognized in the period in which the estimates are revised.



Significant areas requiring the use of Management estimates in these financial statements relate to the useful life of depreciable assets and valuation of inventories. However, assumptions and judgments made by Management in the application of accounting policies that have significant effect on the financial statements are not expected to result in material adjustment to the carrying amounts of assets and liabilities in the next year.

2.6 Risk and Uncertainty for Use of Estimates

The preparation of financial statements in conformity with Bangladesh Accounting Standards requires Management to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and disclosure requirements for contingent assets and liabilities during and the date of the financial statements. These financial statements contained information about the assumptions it made about the future and other major sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amount of assets, liabilities, income and expenses within the next financial year. In accordance with the guidelines as prescribed by IAS-37 "*Provisions, Contingent Liabilities and Contingent Assets*", provisions are recognized in the following situations:

- i) When the company has an obligation as a result of past events;
- ii) When it is provable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- iii) Reliable estimate can be made of the amount of the obligation.

2.7 Consistency

In accordance with the IFRS framework for the presentation of financial statements together with IRFS-18, the Company applies the accounting disclosure principles consistently from one period to the next. Where selecting and applying new accounting policies, changes in accounting policies applied, correction of errors, the amounts involved are accounted for and disclosed retrospectively in accordance with the requirement.

2.8 Recognition of Property, Plant and Equipment and Depreciation

Property, plant and equipment are stated at their cost less accumulated depreciation in accordance with IAS-16 "*Property, Plant and Equipment*". Cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction periods. No depreciation is charged on land and land development. Depreciation on all other fixed assets is computed using the diminishing balance method in amounts sufficient to write off depreciable assets over their estimated useful economic lives. Expenditure of maintenance and repairs are expensed; major replacements, renewals and betterments are capitalized.

The annual depreciation rates applicable to the principal categories are:

Category of fixed assets	Rate of Depreciation
Factory building and other construction	2.5%
Plant and machinery	5%
Office equipment	10%
Furniture and fixtures	10%
Motor vehicles	10%
Gas Generator & Gas line	10%
Electrical Installation	10%
Deep Tube Well & Pump	10%
Sign Board	20%
Telephone & PABX Installation	10%
Electric Equipment	10%
Soft Furniture Fixture	25%
Labor Shed	20%
Bicycle	10%
Crockery & Cutlery	10%
Gas Cylinder	10%
Oxygen Cylinder	2.5%
Effluent Treatment Plant (ETP) Construction	10%
Electric Substation & Construction	10%

2.9 Lease:

IFRS-16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. During the year the company has no such type of agreement/issues which may raise to recognize the IFRS -16 "Leases" in the Financial Statements.

2.10 Retirement and Disposals

An asset is recognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the assets and is recognized as gain or loss from disposal of asset under the head other income/(loss) in the comprehensive income statement.



2.11 Inventories

Inventories comprise of raw materials, stock in transit, finished goods, packing materials and stores & spares. They are stated at the lower of cost or net realizable value in accordance with IAS-2 "*Inventories*" after making due allowance for any obsolete or slow-moving items. The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make the sale.

2.12 Trade and Other Receivables

Trade and other receivable are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction cost. Subsequent to initial recognition trade and other receivables are measured at amortized cost using the effective interest method less any bad debt provision.

2.13 Advance, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to profit and loss account.

2.14 Cash and Cash Equivalents

According to IAS-7 "*Statement of Cash Flows*", cash comprises cash in hand and demand deposit and, cash equivalents are short term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. IAS-1 "*Presentation of Financial Statements*" also provides that cash and cash equivalents are those which have no restriction in use considering the provision of IAS-7. Cash in hand and bank balances have been considered as cash and cash equivalents.

2.15 Share Capital

Share capital represents paid up capital of the company which is contributed by the shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings. In the event of a winding up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

2.16 Trade creditors and Other Liabilities

Liabilities are recognized for amounts to be paid in the future for goods and services received, whether or not billed by the supplier.

2.17 Revenue from contracts with customers

The core principle of IFRS-15 is that an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This core principle is delivered in a five-step model framework as follows;

- a. Identify the contract(s) with a customer;
- b. Identify the performance obligations in the contract;
- c. Determine the transaction price;
- d. Allocate the transaction price to the performance obligations in the contract; and
- e. Recognize revenue when (or as) the entity satisfies a performance obligation.

Moreover, the entity assesses whether it transfers control over time by following prescribed criteria for satisfying performance obligation. If none of the criteria is met then the entity recognizes revenue at point of time at which it transfers control of the goods to the customer.

Revenue is measured net of value added tax, trade discount, returns and allowances (if any). In case of cash delivery, revenue is recognized when delivery is made and cash is received by the Company.

2.18 Foreign Currency Translation

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS-21 as *"The Effects of Changes in Foreign Currency Rates"*.

2.19 Borrowing Costs

In compliance with the requirements of IAS-23 *"Borrowing Costs"* borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets is substantially ready for their intended use or sale.

Borrowing costs are recognized as expenses in the period in which they incurred and capitalized the same that incurred before commencement of commercial operation.

2.20 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with IAS-7, *"Cash Flows Statement"* and the cash flows from operating activities has been presented under direct method as required by the Securities and Exchange Rules, 1987 and considering the provisions that *"Enterprises are Encouraged to Report Cash Flow from Operating Activities Using Direct Method."*

2.21 Transaction with Related Parties

As per IAS-24 *"Related Party Disclosures"* parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over



the other party in making financial and operating decisions. The company has no transactions with any related parties in the year 2024-2025 except board meeting fees.

2.22 Responsibility for the Preparation and Presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation of financial statements under Section 183 of the Companies Act, 1994 and as per the provision of "The framework for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

2.23 Finance Income and Expenses

Finance income comprises interest income from Fixed Deposit Receipt (FDR) and Short Notice Deposit (SND). Interest income is recognized in profit or loss as it accrues, using the effective interest rate method.

Finance expense comprises interest expense on overdraft, Cash Credit (CC), Specific Time Loan (STL), term loan, short term borrowings. All finance expenses are recognized in the statement of comprehensive income.

2.24 Income Tax Expenses

Taxation is provided in accordance with fiscal regulations applicable. The company is publicly traded company as per the Income Tax Ordinance, 1984. The company qualifies for being treated as a "Publicly Traded Company for" which the rate for tax at 22.50% has been applied for while making provision for income tax.

2.25 Proposed Dividend

This is not considered as "Liability" in accordance with the provisions of the IAS 10 *"Contingencies and Events Occurring after the Balance Sheet Date"*. IAS 10 (original version) provides that *"Dividend proposed or declared after the balance sheet Date but before Approval of the financial statements should be either adjusted for or disclosed"*.

2.26 Earning Per Share (EPS)

The company calculates Earnings per Share (EPS) in accordance with IAS-33 *Earnings Per Share* which has been shown on the face of Statement of Profit or Loss and Other Comprehensive Income and the computation of EPS is stated in Note -28.

i. Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest to extra ordinary items, the net profit for the year has been considered as fully attributable to the ordinary shareholders.

ii. Basic Earnings per Share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year.

iii. Diluted Earnings per Share

No diluted EPS is required to be calculated for the year as there was no scope for dilution during the year under review.

2.27 Assets of the Company

As all assets of the company shown in the financial statement that are within the scope of IAS-36 are in physical existence and valued no more than their recoverable amount following International Accounting Standards disclosures with regard to “*Impairment of Assets*” as per IAS-36 have not been considered necessary.

2.28 Employee Benefit Obligations

The Company operates gratuity and group insurance for its permanent employees.

2.29 Events after the Balance Sheet Date

In compliance with the requirements of IAS 10: Events after the balance sheet date are those events that occur between the balance sheet and the date when the financial statements are authorized for issue. All material events occurring after the balance sheet date have been considered in these financial statements (Note-35).

2.30 Board Meeting and Board Members

There were 9 members in the Board of Directors of the company and 14 board meetings were held in the year under review.

2.31 Miscellaneous Expenses

Miscellaneous expenses do not include any item exceeding 1% of total revenue.

2.32 Directors Remuneration

During the year the company has not been paid any remuneration or any other facility to the key management personnel.

2.33 Audit Fee

Approved as per decision in the last Annual General Meeting of the company held on 31 December, 2024; the auditor's remuneration of Tk. 350,000 (Excluding VAT) has been provided for in the accounts which is the only sum to be paid to auditors as remuneration furthermore audit fee to be paid to auditor as tax consultancy fee if require.

2.34 Comparative Figures

Comparative figure and account titles in the financial statements have been re-arranged and classified, where necessary, to conform with changes in presentation in the current period.

2.35 General

- i) The financial statements are presented in Bangladeshi Taka which is the company's functional currency. Figures appearing in these financial statements have been rounded off to the nearest Taka.
- ii) The expenses, irrespective of capital or revenue nature, accrued/due but not paid have been provided for in the financial statements of the company.
- iii) Figures of previous year have been re-arranged whenever necessary to conform to current year's presentation.



**Annual
REPORT
2024-2025**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
3.00 Property, Plant and Equipment: Tk. 3,053,923,813			
a) Cost :			
Opening Balance		3,133,893,517	2,250,351,731
Add: Addition during the year		989,378,815	883,541,786
Less: Disposal/Adjustment during the year		-	-
Sub Total (a)		4,123,272,332	3,133,893,517
b) Accumulated Depreciation			
Opening Balance		960,613,338	888,525,664
Add: Charged during the year		108,735,180	72,087,674
Less: Disposal/Adjustment during the year		-	-
Sub Total (b)		1,069,348,518	960,613,338
Written down value (a-b)		3,053,923,813	2,173,280,179
*An elaborate schedule of PPE is shown in annexure -A.			
4.00 Capital Work in Progress: Tk. 1,314,986,833			
Opening Balance		1,553,893,754	4,602,760,596
Add: Addition during the year		676,451,241	137,695,298
Less: Adjust during the year		2,230,344,995	4,740,455,894
Closing Balance		915,358,162	3,186,562,140
5.00 Inventories: Tk. 3,432,813,821			
Stock Raw Materials (Note : 5.01)		2,478,454,420	1,941,464,973
Work-in-process		504,483,532	503,831,810
Finished Tiles (Note : 5.02)		211,084,937	173,920,427
Packing Materials (Note : 5.03)		7,136,805	27,616,586
Stores and Spares (Note : 21.01.01)		231,654,128	233,506,396
Total		3,432,813,821	2,880,340,193
5.01 Stock of Raw Materials: Tk. 2,478,454,420			
A. Local Raw Material		Qty in Ton	
White Clay		706.69	3,109,418
Red Clay		483.01	2,192,852
Sand		89.45	317,547
S. Silicate		16.05	441,458
Lime Stone		160.80	643,204
Sub -Total (A)		1,456.00	6,704,478
B. Imported Raw Material		Qty in Ton	
Adhesive/CMC		6.86	5,212,618
STPP/Diluting Agent		62.05	21,158,368
Engobe and Glazes		721.46	233,258,517
Frit		10.52	1,643,290
Printing Glaze/Prepared		1,631.39	627,221,803
Pigment/Emulsion		2.87	10,054,302
Composed Glaze		158.48	15,887,343

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
	Qty in Ton		
Soda Feldsper	19,957.76	445,606,813	144,239,541
Potash Feldsper	3,391.65	32,248,147	26,716,165
Clay Non Plastic	3,334.74	33,670,374	7,904,504
Clay Plastic	63,062.52	645,456,723	419,083,337
Kaolin/Ball Clay	668.09	44,316,958	38,712,715
Aluminium Ball Stone	1,634.25	356,014,685	217,518,665
Sub-Total (B)	94,642.63	2,471,749,942	1,933,340,571
Total (A+B)	96,098.63	2,478,454,420	1,941,464,973

5.02 Finished Tiles: Tk. 211,084,937

	Qty SFT		
Glazed Special Floor Tiles	8	176	2,230,108
Glazed Floor Tiles	138,077	4,948,814	6,796,623
Glazed Wall Tiles	654,068	25,434,217	74,920,250
Ceramic Wall Tiles Picasso	131,467	7,369,227	7,674,538
Glazed Wall luxury Tiles	2,873	99,929	241,401
Glazed Digital Wall Special Tiles(L)	15	449	449
Glazed Digital Wall Tiles	1,713,527	70,586,103	17,614,864
Homogeneous Floor Tiles(Stair)	59,669	3,080,247	-
Homogeneous Tiles	492,969	19,524,264	14,859,499
Mirror Glaze Floor Tiles	344,536	16,947,183	17,367,212
Mirror Polish Floor Tiles	824,430	58,239,242	27,802,656
Homogeneous Tiles(Porcelain)	45,390	2,020,548	2,987,340
Homogeneous Tiles(Parking)	71,654	2,834,536	1,425,488
Total	4,478,683	211,084,937	173,920,427

5.03 Packing Materials: Tk. 7,136,805

Carton	Qty PCs		
A 20x30	59,810	1,046,280	5,766,349
B 20x30	9,033	124,060	152,694
A 25x33	-	-	-
B 25x33	6,272	94,382	94,382
A 31x31	15,231	238,445	441,810
B 31x31	1,876	24,427	53,286
A 31x44	-	-	-
B 31x44	-	-	-
A 25x40	1,909	33,399	78,729
B 25x40	5,687	95,933	127,441
A30.3X44.5	53,466	1,260,304	1,787,241
B30.3X44.5	19,589	409,431	590,295
A 30x60	2,856	110,839	1,010,625
B 30x60	28	984	142,378
A 30x50	4,452	133,318	133,318
B 30x50	5,298	124,503	124,503
A 26x30.5	10,587	261,599	709,013



Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
5.03	Packing Materials: Tk. 7,136,805		
	Carton	Qty PCs	
	B 26x30.5	3,441	31,983
	A 30.5x30.5	8,107	129,766
	B 30.5x30.5	30,626	366,213
	A 40.5x40.5	16,054	465,555
	B 40.5x40.5	6,645	200,876
	A 60.5x60.5	15,069	436,977
	B 60.5x60.5	2,797	75,166
	A 50x50	21,338	725,492
	B 50x50	4,491	143,712
	A 30x60	577	15,870
	B 30x60	5,049	133,571
	Gum Tape	666,817	453,720
	Total	977,105	7,136,805
			27,616,586
6.00	Trade and Other Receivables: TK. 97,861,707		
	Dhaka City Dealers	45,426,113	45,160,617
	Sylhet Division Dealers	5,615,418	5,463,368
	Chittagong City Dealers	5,268,514	4,633,588
	Other Division's Dealer	19,836,112	19,478,618
	Other Receivables	6.01	21,715,550
	Total		97,861,707
			94,365,927
6.01	Other Receivables: Tk. 21,715,550		
	Rent receivable from Hua-Thai Ceramic Industry Ltd.	16,516,399	15,454,783
	Interest Receivables on FDR	5,199,151	4,174,954
	Total	21,715,550	19,629,737
* The details have been shown in Annexure:B			
Ageing and Classification of trade receivable as per Schedule XI, Part I, Para 4 of the Companies Act, 1994			
Ageing of Accounts Receivable			
	Due within 6 Months	67,767,191	65,967,653
	Due above 6 Months	24,895,365	24,223,320
	Total	92,662,556	90,190,973
Particulars			
	Receivables considered good and in respect of which the company is fully secured.	38,565,410	34,006,888
	Receivables considered good for which the company holds no security other than the debtor's personal security	54,097,146	56,184,085
	Receivables considered doubtful or bad.	-	-
	Receivable due by directors or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
	Receivables due by companies under the same management		
	The maximum amount due by directors or other officers of the company at any time during the period/year.	-	-
	Total	92,662,556	90,190,973



Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

7.00 Advances, Deposit and Prepayments: Tk. 545,183,789

Advances	Note: 7.01	422,023,625	387,318,321
Deposits & Pre-Payments	Note: 7.02	123,160,165	81,856,304
Total		545,183,789	469,174,625

7.01 Advances: Tk. 422,023,625

VAT Current Account and Supplementary Duty		64,436,866	65,096,470
Advance Income Tax	7.01.01	350,645,019	315,118,478
Advance for Appeal Fee		383,219	383,219
Advance against Purchasing and others		2,622,654	2,473,487
Advance for Hatirpool Sales Center		2,046,100	2,356,900
Advance for Tribunal		1,889,767	1,889,767
Total		422,023,625	387,318,321

7.01.01 Advance Income Tax: Tk. 350,645,019

Opening Balance		315,118,478	259,561,047
Add: Addition during the year		35,526,541	55,557,431
		350,645,019	315,118,478
Less: Adjustment made during the year		-	-
Closing Balance		350,645,019	315,118,478

7.02 Deposits & Pre-Payments: Tk. 123,160,165

T & T Board for Telephone		127,000	127,000
Eacm Business International for 4 Gas Cylinders		20,000	20,000
Titas gas T & D (gas connection-factory)		33,479,588	33,479,588
DESA for 1 Meter of 200 KVA Substation		300,000	300,000
Nitrogen Gas Cylinder		50,000	50,000
VAT Deposit against Appeal		1,934,719	1,934,719
Linde Bangladesh Limited		44,000	44,000
Gazipur Palli Bidyut Samity		3,107,880	3,107,880
Sub-Total		39,063,187	39,063,187
Pre-Payments		84,096,978	42,793,117
Total		123,160,165	81,856,304



**Annual
REPORT
2024-2025**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

Disclosure as per Schedule XI, Part I, Para 6 of the Companies Act, 1994

Particulars		
Advances, deposits & prepayments considered good and in respect of which the company is fully secured.	545,183,789	469,174,625
Advances, deposits & prepayments considered good for which the company holds no security other than the debtor's personal security.	-	-
Advances, deposits & prepayments considered doubtful or bad.	-	-
Advances, deposits & prepayments due by directors or other officers of the company or any of them either severally or jointly with any other person or Advance, deposits & prepayment due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
Advances, deposits & prepayments due by companies under the same management.	-	-
The maximum amount due by directors or other officers of the company at any time during the period/year.	-	-
Total	545,183,789	469,174,625

8.00 Cash and Cash Equivalents: Tk. 315,218,985

Cash in Hand	Note: 8.01	79,370	196,344
Cash at Banks	Note: 8.02	15,415,020	15,785,349
Investment in Fixed Deposit Receipt (FDR)	Note: 8.03	299,724,595	279,387,038
Total		315,218,985	295,368,731

8.01 Cash in Hand: Tk. 79,370

At Head Office	36,535	120,092
At Factory	42,835	76,252
	79,370	196,344



Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

8.02 Cash at Banks: Tk. 15,415,020

Bank Name	Branch	A/C No.	Amount in Tk.	Amount in Tk.
Pubali Bank Ltd.	Gulshan	CA-17877	1,475,635	1,700,480
Pubali Bank Ltd.	Principal	STD-974	7,623	8,640
Standard Bank Ltd.	Gulshan	STD-286	6,816	318,193
Standard Bank Ltd.	Gulshan	CD-399	-	-
Southeast Bank Ltd.	Principal	CD-8058	703,778	387,038
Southeast Bank Ltd.	Principal	STD-2127	-	-
Premier Bank Ltd.	Gulshan	CD-15652	1,965	2,655
Premier Bank Ltd.	Dhanmondi	CD-14192	1,965	-
Premier Bank Ltd.	Gulshan-Badda link Rd.	CD-352	1,347,645	798,962
Commercial Bank of Ceylon	Dhaka	CD-4818	4,156	7,146
NCC Bank Ltd.	Gulshan	CD-21006	9,326	10,304
Dutch Bangla Bank Ltd.	Badda	CD-14685	2,473,535	1,309,264
Modhumati Bank Ltd	Gulshan	CD-421	63,145	64,065
Janata Bank Ltd	Banani	CD-11781	3,196	4,231
Exim Bank Ltd	Gulshan	CD-8402	-	-
Rupali Bank Ltd	Motijheel Corporate	CD-8466	6,855	7,545
Agrani Bank Ltd.	Gulshan Corporate	CD-10156	6,388	7,216
BRAC Bank Ltd.	Graphic Bld.	CD- 6001	138,970	664,808
SBAC Bank Ltd.	Gulshan	CD-4269	3,195	3,885
AB Bank Ltd	Gulshan	CD-7000	88,500	91,789
AB Bank Ltd	Gulshan	STD-7430	13,593	16,560
NRB Bank Ltd	Hotapara	CD-70560	1,136,548	3,030,995
NRB Bank Ltd	Pragati Sarani	CA-11722	7,918,964	7,251,451
NRBC Bank Ltd	Gulshan	CD-923	3,567	4,372
National Bank Ltd	Banani	CD-831	(345)	95,350
Trust Bank Ltd.	Gulshan	CD- 1126	-	400
			15,415,020	15,785,349

8.03 Investment in Fixed Deposit Receipt (FDR): Tk. 299,724,595

Premier Bank Ltd.

AB Bank Ltd.

Total

191,355,195	179,387,038
108,369,400	100,000,000
299,724,595	279,387,038

Investment in FDR to Premier Bank amounting Tk. 1700 Lac are liened against overall credit facilities of Tk. 4500 Lac from Premier Bank Limited.



**Annual
REPORT
2024-2025**

Notes	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
9.00 Share Capital			
9.01 Authorized Capital: Tk. 5,000,000,000		5,000,000,000	5,000,000,000

500,000,000 nos. of ordinary shares of taka 10 each

9.02 Issued, Subscribed and Fully Paid-Up Capital: Tk. 1,362,690,930

136,269,093 ordinary shares @ of Tk. 10 each issued for cash

Date	No. of Shares	Particulars	
Including IPO	25,000,000	Ordinary of Tk. 10 each fully paid- up	
15.12.01 to 5.01.10	8,000,000	Ordinary of Tk. 10 each issued as bonus shares	80,000,000
15.12.10	3,300,000	Ordinary of Tk. 10 each issued as bonus shares	33,000,000
08.03.11	16,500,000	Ordinary of Tk. 10 each issued as right shares	165,000,000
30.12.10	10,770,540	Ordinary of Tk. 10 each against loan conversion as private placement	107,705,400
04.01.12	6,357,054	Ordinary of Tk. 10 each issued as bonus shares	63,570,540
08.01.13	6,992,759	Ordinary of Tk. 10 each issued as bonus shares	69,927,590
21.01.14	7,692,035	Ordinary of Tk. 10 each issued as bonus shares	76,920,350
25.01.15	8,461,238	Ordinary of Tk. 10 each issued as bonus shares	84,612,380
13.01.16	9,307,362	Ordinary of Tk. 10 each issued as bonus shares	93,073,620
21.12.16	10,238,098	Ordinary of Tk. 10 each issued as bonus shares	102,380,980
20.12.17	11,261,908	Ordinary of Tk. 10 each issued as bonus shares	112,619,080
26.12.18	12,388,099	Ordinary of Tk. 10 each issued as bonus shares	123,880,990
Total	136,269,093	share @ Tk.10 each	1,362,690,930
			1,362,690,930
			1,362,690,930

9.03 Composition of the Shareholders:

Sl. No.	Particulars	June 30, 2025		June 30, 2024			
		No. of Shares	Value of Shares	% of Shareholder	No. of Shares	Value of Shares	% of Shareholder
1	Directors/ Sponsors	40,876,546	408,765,460	30.00%	40,876,546	408,765,460	30.00%
2	Institutions	7,113,246	71,132,460	5.22%	7,862,727	78,627,270	5.77%
3	Foreigners	543,018	5,430,180	0.40%	543,018	5,430,180	0.40%
4	General Public	87,736,283	877,362,830	64.38%	86,986,802	869,868,020	63.83%
Total		136,269,093	1,362,690,930	100%	136,269,093	1,362,690,930	100%



Note	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

10.00 Share Premium: Tk. 76,062,352

Opening Balance	76,062,352	76,062,352
Less: Bonus share issued	-	-
Closing Balance	76,062,352	76,062,352

In 2011, total amount of Tk. 110,596,499 was received as share premium in respect of right shares issued to shareholders and private placement. The cost of issue was set off against share premium.

11.00 Retained Earnings: Tk. 196,785,427

Opening Balance	191,992,318	183,979,406
Dividend	(9,539,263)	(19,078,509)
Add: Profit after Tax for the year	14,332,372	27,091,421
Profit Available for Appropriation	196,785,427	191,992,318
Less: Appropriations:		
Utilized for Bonus Share	-	-
Closing Balance (carried-forward)	196,785,427	191,992,318

12.00 Long Term Loan Net off Current Maturity: Tk. 2,747,302,341

Opening Balance	3,043,229,437	813,641,594
Addition	569,550,958	2,323,137,071
Bank interest	111,418,296	90,604,963
Interest on Capital Assets	432,404,054	-
	4,156,602,744	3,227,383,628
Repayment Made During the Year	(134,317,456)	(184,154,191)
	4,022,285,288	3,043,229,437
Current Portion of Long Term Loan	(1,274,982,947)	(604,077,097)
Closing Balance	2,747,302,341	2,439,152,340

Nature of Security of Loans:

Particulars	Details
Name of Bank/Financial Institute	Southeast Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 62,595,609
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	60 months
Expiry Date	Wednesday, October 22, 2025
Renewal Status	N/A
Securities	N/A
Purpose	Capital Machinery



Note	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

Particulars	Details
Name of Bank/Financial Institute	Southeast Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 39,961,748
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	60 months
Expiry Date	Tuesday, May 5, 2026
Renewal Status	N/A
Securities	N/A
Purpose	Capital Machinery

Particulars	Details
Name of Bank/Financial Institute	Southeast Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 154,814,607
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	60 months
Expiry Date	Tuesday, August 19, 2025
Renewal Status	N/A
Securities	N/A
Purpose	Capital Machinery

Particulars	Details
Name of Bank/Financial Institute	Premier Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 537,120,319
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	36 months
Expiry Date	Thursday, December 30, 2027
Renewal Status	N/A
Securities	N/A
Purpose	Capital Machinery, Steel Building & Construction



Note	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

Particulars	Details
Name of Bank/Financial Institute	Premier Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 6,964,853
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	6 months
Expiry Date	Monday, June 30, 2025
Purpose	Capital Machinery

Particulars	Details
Name of Bank/Financial Institute	Premier Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 38,719,800
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	2 months
Expiry Date	Friday, February 28, 2025
Purpose	Capital Machinery

Particulars	Details
Name of Bank/Financial Institute	National Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 2,312,330,372
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	60 months
Expiry Date	Saturday, June 30, 2029
Purpose	Capital Machinery, Steel Building, Foundation, Construction, etc.

Particulars	Details
Name of Bank/Financial Institute	National Bank Ltd.
Type of Facility	Term Loan
Limit	BDT 530,831,158
Repayment	Monthly
Interest Rate	15.00%
Period of Loan	60 months
Expiry Date	Tuesday, October 23, 2029
Purpose	Capital Machinery & Steel Building



Note	Particulars	Amount in Taka		
		June 30, 2025	June 30, 2024	
13.00 Deferred Tax : Tk. 148,687,260				
Deferred Tax for Temporary Difference in PPE				
Opening Balance		123,569,457	110,387,783	
Add: Charged During the year	Note: 13.01	25,117,803	13,181,674	
		148,687,260	123,569,457	
Less: Adjustment During the year		-	-	
Closing Balance		148,687,260	123,569,457	
13.01 Deferred Tax Liability : Tk. 25,117,803				
Taxable Temporary Difference on PPE		672,731,330	563,160,301	
Closing Provision for Gratuity as per F/S		11,899,062	13,962,715	
Taxable Temporary Difference		660,832,268	549,197,586	
Applicable Tax Rate		22.50%	22.50%	
difference		148,687,260	123,569,457	
Opening Deferred Tax liability on Temporary difference		123,569,457	110,387,783	
Deferred Tax Expense/ (Income) for the year		25,117,803	13,181,674	
14.00 Short Term Bank Loans and Others : Tk. 2,620,598,198				
Southeast Bank Ltd. (OD #73300001693)		258,290,883	255,852,347	
Premier Bank Ltd. (OD #0168781000000022)		235,872,703	212,721,000	
Southeast Bank Ltd. (STL)		186,729,847	183,388,966	
Premier Bank Ltd. (STL)		114,715,346	102,810,856	
AB Bank Ltd. (STL)		1,824,989,418	1,580,942,232	
Total		2,620,598,198	2,335,715,401	
15.00 Trade and Other Payables : Tk. 68,449,003				
Trade Creditors		4,072,465	4,244,907	
Security deposit received		11,160,950	10,910,950	
Workers' Profit Participation and Welfare Fund	Note: 15.01	52,039,224	44,770,441	
Advance Received from Sun Power Ceramic Ind. Ltd.*		1,176,364	1,176,364	
Total		68,449,003	61,102,662	

*In the year 2006-2007 Audited Financial Statements presented an amount of Tk. 5,250,000 which was shown under the head of Creditors (Note No.-18) as liability to Sun Power Ceramic Industry Ltd. (SPCIL). Actually, it was the balance of Sundry Creditors. Although transaction with SPCIL in the year 2007-2008, but an amount of Tk. 1,176,364 taken from an unsigned statement for the period ended February 2008 of previous management though there was no record in the Company's books of accounts. But inadvertently recorded Tk. 6,426,364 against SPCIL as due from said company by adding the previous error amount of Tk. 5,250,000.

Therefore from the year 2008-2009, the then auditors amended this amount in the Financial Statements reflecting Tk. 1,176,364 that referred in this paragraph.



Note	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024

15.01 Workers' Profit Participation and Welfare Fund: Tk. 52,039,224

Opening Balance	44,770,441	39,173,478
Add: Addition During the Year	3,374,079	2,342,855
	48,144,520	41,516,332
Less: Adjustment During the Year	(1,124,571)	(1,121,831)
	47,019,949	40,394,501
Add: Interest charged during the year	5,019,275	4,375,939
Closing Balance	52,039,224	44,770,441

16.00 Unclaimed Dividend Account : Tk. 7,875,142

Opening Balance	7,183,695	6,285,600
Add: Addition during the year	701,960	902,063
	7,885,656	7,187,663
Less: Dividend paid during the year	(10,513)	(3,968)
Closing Balance	7,875,142	7,183,695

Ageing of Unclaimed Dividend

Below 3 Years	2,435,364	2,748,653
Above 3 years	5,439,778	4,435,042
Total	7,875,142	7,183,695

Year wise Unclaimed Dividend

Year 2019-2020	4,431,781	4,435,042
Year 2020-2021	1,007,997	1,007,997
Year 2021-2022	838,593	838,593
Year 2022-2023	894,811	902,063
Year 2023-2024	701,960	-
Total	7,875,142	7,183,695

17.00 Liabilities for Expenses : Tk. 46,237,174

Electricity & Gas	23,569,202	37,928,010
Audit Fees	402,500	402,500
Provision for Gratuity	11,899,062	13,962,715
Tax and VAT Payable	2,732,852	2,649,280
Salary & Wages	3,112,840	3,073,560
Board Meeting Fees	373,750	540,500
Regulatory Fees (DSE, CSE, CDBL, BSEC)	1,145,076	1,145,076
Telephone, Telex and Fax	1,678	1,826
Legal and Other Professional Fees	68,500	72,300
Provision for Bad Debts	2,931,714	2,105,894
Total	46,237,174	61,881,662

Note: 17.01



Note	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
17.01 Provision for Gratuity: Tk. 11,899,062			
	Opening Balance	13,962,715	12,254,511
	Add: Addition During the Year	3,500,000	3,500,000
		17,462,715	15,754,511
	Less: Paid During the Year	(5,563,653)	(1,791,796)
	Closing Balance	11,899,062	13,962,715
18.00 Provision for Income Tax : Tk. 79,871,492			
	Opening Balance	51,840,086	45,256,083
	Add: Addition During the Year	28,031,406	6,584,003
27.01		79,871,492	51,840,086
	Less: Adjustment During the Year	-	-
	Closing Balance	79,871,492	51,840,086
19.00 Net Asset Value (NAV) Per Share: Tk. 12.00			
	Total Assets	8,759,988,949	7,466,423,409
	Total Outside Liabilities	(7,124,450,240)	(5,835,677,808)
	Net Assets	1,635,538,709	1,630,745,600
	Number of ordinary Share	136,269,093	136,269,093
	Net Asset Value (NAV) Per Share	12.00	11.97

Note	Particulars	Amount in Taka	
		2024-2025	2023-2024
20.00	Turnover : Tk. 1,080,313,529		
	Local Sales	1,428,714,642	1,425,830,084
	Less: Total SD & VAT	348,401,113	347,697,695
	Total Turnover (Net off SD and VAT)	1,080,313,529	1,078,132,389
21.00	Cost of Goods Sold: Tk. 797,702,072		
	Opening Raw Materials	1,941,464,973	1,482,315,083
	Raw Material Purchased During the Year	772,610,011	757,936,141
	Raw Materials Available for Use	2,714,074,984	2,240,251,224
	Closing Raw Materials	(2,478,454,420)	(1,941,464,973)
	Raw Materials Consumed	235,620,564	298,786,251
	Direct Expenses	439,976,451	453,931,251
	Prime Cost	675,597,015	752,717,502
	Factory Overheads	160,346,959	122,904,484
	Total Manufactured Cost	835,943,974	875,621,986
	Movement of work-in-process	(651,722)	(4,221,576)
	Opening Finished Goods	173,920,427	128,037,997
	Cost of Goods Available for Sales	1,009,212,679	999,438,407
	Closing Finished Goods	(211,084,937)	(173,920,427)
	Sample	(425,671)	(476,786)
	Cost of Goods Sold	797,702,072	825,041,193
21.01	Direct Expenses: Tk. 439,976,451		
	Wages	34,225,441	33,502,138
	Electricity and Gas	398,244,379	413,488,138
	Spare Parts	7,506,630	6,940,976
	Total	439,976,451	453,931,251
21.01.01	Spare Parts : Tk. 7,506,630		
	Opening Balance	233,506,396	215,674,098
	Add: Purchase During the Year	5,654,362	24,773,274
	Less: Closing Balance	239,160,758	240,447,372
	Consumption During the Year	(231,654,128)	(233,506,396)
		7,506,630	6,940,976
21.02	Factory Overheads: Tk. 160,346,959		
	Supplies for factory repair and maintenance	1,168,021	1,186,968
	Bonus to staff and workers	3,506,825	3,376,457
	Medical treatment expenses	95,625	84,821
	Maternity benefits	134,288	-
	Packing materials	42,802,356	43,288,044
	Oil and lubricants	4,001,441	3,893,776
	Uniform allowance	457,500	234,000
	Conveyance on public transport	143,250	134,948
	Printing and stationary	147,745	147,851
	Fooding expenses (biscuit, tea, etc.)	200,439	192,108
	Daily labor wages	636,214	637,305
	Carriage inward	426,535	432,652
	Insurance premium (fire)	1,523,786	1,546,755
	Group life insurance	1,456,505	1,241,799
	Depreciation	103,646,429	66,507,000
	Total	160,346,959	122,904,484



Note	Particulars	Amount in Taka	
		2024-2025	2023-2024
21.02.01	Packing Materials: Tk. 42,802,356		
	Opening Balance	27,616,586	22,867,598
	Add: Purchase During the Year	22,322,575	48,037,032
		49,939,161	70,904,630
	Less: Closing Balance	(7,136,805)	(27,616,586)
	Packaging Materials Used	42,802,356	43,288,044
22.00	Administrative Expenses: Tk. 26,724,557		
	Salary and Allowances	13,466,258	12,736,474
	Bonus to Staff	1,292,982	1,259,359
	Conveyance on public transport	304,427	310,798
	Printing and Stationery	368,803	359,400
	Postage and Telegram	49,264	89,418
	Telephone, Telex and Fax	110,697	79,457
	Electricity, Gas and WASA	627,277	602,513
	Audit Fees	402,500	402,500
	Meeting Fees (Board meeting honorarium)	373,750	540,500
	Maintenance of Vehicles	115,664	136,124
	Rent, Rates and Taxes	308,040	334,453
	Legal and Other Professional Fees	1,842,577	2,143,578
	Fooding expenses (biscuit, tea, etc.)	86,921	97,895
	Travelling Expenses on public transport	578,663	562,597
	Insurance Premium	-	24,421
	Fuel for Transport	322,581	364,722
	Maintenance of Office	98,747	87,350
	AGM Expenses	168,000	103,987
	Group life insurance	292,835	400,000
	Bad Debt	825,820	772,739
	Depreciation	5,088,751	5,580,674
	Total	26,724,557	26,988,959
23.00	Selling and Distribution Expenses: Tk. 28,271,197		
	Advertisements	154,956	143,187
	Carriage Outward	4,782,358	6,802,326
	Sample	425,671	476,786
	Business Promotion and Development Expenses	147,220	139,443
	Commission to Dealers	18,105,512	27,727,731
	Electricity Expenses of Sales Centre (Hatirpool)	580,211	589,598
	Office Maintenance of Sales Centre (Hatirpool)	173,434	65,984
	Rent for Sales Center (Hatirpool)	3,901,835	3,574,200
	Total	28,271,197	39,519,255
24.00	Other Income: Tk. 1,565,746		
	Rental Income	1,061,616	1,061,616
	Scrap sales	504,130	593,030
	Total	1,565,746	1,654,646

Note	Particulars	Amount in Taka	
		2024-2025	2023-2024
25.00	Finance Income: Tk. 28,815,331		
	Interest income from bank account (SND)	7,017	22,082
	Interest income from FDR	28,808,314	17,524,687
	Total	28,815,331	17,546,769
26.00	Finance Expenses: Tk. 183,641,119		
	Bank Charges and Commission	945,274	1,421,237
	Interest expenses against loan	177,363,884	138,954,812
	Interest charged on WPPF	5,019,275	4,375,939
	Foreign exchange loss	312,687	8,332,456
	Total	183,641,119	153,084,445
27.00	Income Tax Expenses : Tk. 53,149,209		
	Current Tax	Note: 27.01	28,031,406
	Deferred Tax	Note: 13.01	25,117,803
	Total Tax Expenses		53,149,209
			19,765,675
27.01	Current Tax Expenses: Tk. 28,031,406		
	A) Income Tax on Regular rate		
	Profit Before Tax	67,481,582	46,857,097
	Accounting Depreciation	108,735,180	72,087,674
	Provision for Gratuity	3,500,000	3,500,000
		112,235,180	75,587,674
	Tax Depreciation as per Third Schedule	(218,217,809)	(132,469,494)
	Gratuity Paid	(5,563,653)	(1,791,796)
		(223,781,462)	(134,261,290)
	Taxable Income	(44,064,700)	(11,816,519)
	Income Tax on profit before Tax @ 22.50%	(9,914,557)	(2,658,717)
	B) Income tax deducted at source		
	Advance Income Tax (AIT)	28,031,406	3,706,302
		28,031,406	3,706,302
	C) Minimum tax on gross receipt		
	Gross receipt from business income	1,080,313,529	1,078,132,389
	Minimum tax rate @ 1.00%	1.00%	0.60%
		10,803,135	6,468,794
	Gross receipt from others source	30,381,077	19,201,415
	Minimum tax rate @ 1.00%	1.00%	0.60%
		303,811	115,208
	Total minimum tax on gross receipt	11,106,946	6,584,003
	Income tax expense (Higher of A, B, C)	28,031,406	6,584,003
28.00	Earning Per Share (EPS) : Tk. 0.11		
	Earnings attributable to the ordinary shareholders	14,332,372	27,091,421
	Number of ordinary shares used to compute EPS	136,269,093	136,269,093
	Earnings per Share (EPS)	0.11	0.20



Note	Particulars	Amount in Taka	
		2024-2025	2023-2024
29.00 Net Operating Cash Flows Per Share (NOCFPS): Tk. -2.42			
Net cash generated from operating activities	(329,935,880)	(13,793,334)	
No. of Share outstanding	136,269,093	136,269,093	
Net Operating Cash Flows Per Share (NOCFPS)	(2.42)	(0.10)	
30.00 Reconciliation of Net Income with Cash Flows from Operating Activities: Tk. -329,935,889			
Profit before income tax	67,481,582	46,857,097	
Adjustment for:			
Depreciation charged	108,735,180	72,087,674	
Financial Expenses	183,641,119	153,084,445	
Interest income from FDR	(28,808,314)	(17,524,687)	
Change in working capital:			
(Increase)/Decrease in Account Receivables	(3,495,780)	(7,815,686)	
(Increase)/Decrease in inventories	(552,473,629)	(531,835,183)	
(Increase)/Decrease in Advances, Deposits and Pre-payments	(40,482,624)	209,779,646	
Increase/(Decrease) in Trade and other payables	7,346,341	7,110,584	
Increase/(Decrease) Liabilities for Expenses	(15,644,496)	1,060,048	
Increase/(Decrease) Liabilities for Goods	(20,708,728)	108,960,160	
Cash generated from operations	(294,409,348)	41,764,097	
Income Tax Paid	(35,526,541)	(55,557,431)	
Net cash (used in) / from operating activities	(329,935,889)	(13,793,334)	
31.00 Collections from Turnover and Others: Tk. 1,078,390,512			
Sales revenue	1,080,313,529	1,078,132,389	
(Increase)/Decrease in Trade and Other Receivables	(3,495,780)	(7,815,686)	
Other income	1,565,746	1,654,646	
Interest income from bank account (SND)	7,017	22,082	
	1,078,390,512	1,071,993,431	
32.00 Payment to Creditors, Suppliers, Employees and Others: Tk. -1,372,799,860			
Cost of goods sold	(797,702,072)	(825,041,194)	
Administrative expenses	(26,724,557)	(26,988,958)	
Selling and Distribution Expenses	(28,271,197)	(39,519,255)	
Provision for Gratuity	(3,500,000)	(3,500,000)	
Contribution to WPPF	(3,374,079)	(2,342,855)	
Depreciation	108,735,180	72,087,674	
(Increase)/Decrease in Inventories	(552,473,629)	(531,835,183)	
(Increase)/Decrease in Advances, Deposits and Pre-payments	(40,482,624)	209,779,646	
Increase/(Decrease) in Trade and other payables	7,346,341	7,110,584	
Increase/(Decrease) Liabilities for Expenses	(15,644,496)	1,060,048	
Increase/(Decrease) Liabilities for Goods	(20,708,728)	108,960,160	
	(1,372,799,860)	(1,030,229,334)	



Note	Particulars	Amount in Taka	
		2024-2025	2023-2024

33.00 Related party disclosures

The party is related to the company if the party cast significant influence over the subject matters and also holding the controlling power of the management affairs of the company and any transaction made during the year with the party related therewith each term as related party transaction as per IAS: 24 "Related Party Disclosure". During the year under audit related party transactions were made that which has influenced the company's business. The details of related party transactions during the year along with the relationship is illustrated below in accordance of IAS 24:

Name of the Directors	Relationship with the Company	Nature of Transaction	June 30, 2025	June 30, 2024
Mrs. Hasna Opgen Haffen	Chairman	Board Meeting Fees	63.250	92.000
Mr. Sayeed Rezaraj Ahmmad	Managing Director (Current Charge)	Board Meeting Fees	80.500	92.000
Mr. Javed Opgenhaffen	Director	Board Meeting Fees	46.000	92.000
Mr. Md. Shaheed Hossain Tanjil	Nominee Director	Board Meeting Fees	80.500	80.500
Mr. Omar Sharif	Nominee Director	Board Meeting Fees	28.750	28.750
Mr. Haroon Mukhtar	Nominee Director	Board Meeting Fees	0	0
Mr. Narayan Roy, FCA	Independent Director	Board Meeting Fees	34.500	34.500
Mr. Mohammad Hamidur Rashid, FCA	Independent Director	Board Meeting Fees	17.250	28.750

Credit Facility

No credit facility availed by the company under any contract other than bank/financial institution credit facility and trade credit which are in the ordinary course of the business.

Capital Expenditure Commitment

- No capital expenditure contracted or incurred provided for as at 30 June, 2025.
- There was no material capital expenditure authorized by the Board or contracted for as at 30 June, 2025.

Claim acknowledgement

There was no claim against the company not acknowledged as debt as on June 30, 2025.

34.00 Disclosure of Managerial Remuneration

34.01 Total amount of remuneration paid to directors during the year is as follows:

Particulars			June 30, 2025	June 30, 2024
Name	Designation	Nature of Transaction		
			-	-
			-	-
			-	-
			-	-
Total			-	-
No directors entitled/get/received any payment other than Board meeting Attendance fees.				



Note	Particulars	Amount in Taka	
		2024-2025	2023-2024

34.02 Total amount of remuneration paid to the Chief Executive Officer of the company in the accounting year is as follows:

Name	Designation	June 30, 2025	June 30, 2024
Mr. Rafiquzzaman Bhuiyan	Chief Executive Officer	7,912,499	6,537,669

34.03 Aggregate amount of remuneration paid to all directors and officers during the financial year is as follows:

Particulars	Nature of payment	June 30, 2025	June 30, 2024
Directors	Board Meeting Fees	373,750	540,500
Directors	Remuneration	-	-
Officer's & Executives	Salary, Bonus & Others Allowances	25,469,587	24,994,379

35.00 Events After the Reporting Period:

According to IAS-10, Events after the reporting period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorised for issues. The Board of directors recommended 1% cash Dividend to all of the shareholders other than sponsors for the financial year 2024-2025 at the board meeting held on November 04, 2025. This dividend is subject to final approval by the shareholders at the forthcoming Annual General Meeting (AGM) of the company.

36.00 Disclosure as per requirement of Schedule XI, Part II para 8 of the Companies Act, 1994:

Disclosure as per requirement of Schedule XI, Part II, para 8 of company Act 1994:

Particulars	Local purchase	Import	Total	Consumed	% of Consumed
Raw Materials	2,782,269	769,827,742	772,610,011	235,620,564	30%
Packing Materials	22,322,575	-	22,322,575	42,802,356	192%
Spare Parts	-	5,654,362	5,654,362	7,506,630	133%
Capital Machinery	2,841,000	48,332,333	51,173,333	51,173,333	100%

37.00 Employee position of the company as at 30 June, 2025:

Salary (Monthly)	Factory	Head Office	Sales & Marketing	Total Employees
Below BDT 8,000	319	-	-	319
Above BDT 8,000	10	9	8	27

38.00 Production Capacity and Utilization

Major Products	Production Capacity	Actual Production	Capacity Utilization (%)
Raw Materials & Chemical (In SFT)	40,000,000	26,140,307	65%

Note	Particulars	Amount in Taka	
		2024-2025	2023-2024

39.00 Disclosure as per requirement of Schedule XI, Part II, Para 3 of the Companies Act 1994

Requirements under condition No.	Compliance status of Disclosure Schedule XI, Part II, Para 3 Part II, Para 3
3(i)(a) The turnover	Complied
3(i)(b) Commission paid to selling agents	Complied
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Not Applicable
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	Not Applicable
3(i)(l) Charge for income tax and other taxation on profits	Complied
3(i)(m) Reserved for repayment of share capital and repayment of loans	Not Applicable
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up.	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Not Applicable
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies or commitments.	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required.	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	Complied

40.00 Disclosers under para 6 of Schedule XI, Part II of the Companies Act. 1994

- During the period amount paid to Auditor by the Company as;

Name of the Firm	Purpose	2024-2025	2023-2024
Islam Quazi Shafique & Co. Chartered Accountants	Audit Fee	402,500	402,500



41.00 Financial risk management

41.01 Introduction

"The Company's activities expose it to a variety of financial risks: credit risk, market risk (including interest rate risk and foreign currency risk), and liquidity risk. The Company's risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to economically hedge certain risk exposures.

Financial risk management is carried out by accounts and finance department under policies approved by the Board of Directors. Company finance identifies, evaluates, and hedges financial risks in close co-operation with the Company's operating units. The 'Finance Policy' provides principles for specific areas, such as credit risk, interest rate risk, foreign currency risk, use of derivative financial instruments, and investment of excess liquidity.

This note presents information about the Company's exposure to each of the risks arising from financial instruments and the Company's objectives, policies, and processes for measuring and managing risk. Further quantitative disclosures are included throughout these consolidated financial statements."

41.02 Carrying amounts of financial instruments by category

The following table shows the carrying amounts of financial instruments by category at the end of June 30, 2025:

Maturity analysis

Particulars	Current	>30 days	>90 days	>1 year	Total
Loans and receivables:					
Cash and Cash Equivalents	315,218,985	-	-	-	315,218,985
Trade and Other Receivables	65,762,452	4,525,639	2,678,251	24,895,365	97,861,707
Advances, Deposits and Prepayments	165,883,835	26,587,115	40,125,736	312,587,103	545,183,789
Balance at June 30, 2025	546,865,272	31,112,754	42,803,987	337,482,468	958,264,481

Financial liabilities measured at amortized cost:

Short Term Bank Loans and Others

Long Term Loan Net off Current Maturity	106,248,579	212,497,158	956,237,210	2,747,302,341	4,022,285,288
Short Term Bank Loans and Others	393,089,730	436,766,366.27	1,790,742,102	-	2,620,598,198
Trade Payables	4,912,587	6,623,687	3,697,141	53,215,588	68,449,003
Liabilities for Expenses	2,768,371	31,569,741	-	11,899,062	46,237,174
Balance at June 30, 2025	507,019,267	687,456,952	2,750,676,453	2,812,416,991	6,757,569,663

41.03 Credit risks:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to financial instruments fails to meet its contractual obligations, and arises principally from cash and cash equivalents, time deposits, and trade accounts receivable.

The credit risk with Accounts Receivable (see note 06) is limited, as the Company has numerous clients located in various geographical regions. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. For risk control, the customers are categorized as follows (risk companies): governmental organizations, listed public limited companies, and other customers. Credit limits are established for each customer, whereby the credit limit represents the maximum open amount without requiring payments in advance or letters of credit; these limits are reviewed regularly (credit check).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the Statement of Financial Position. There are no commitments that could increase this exposure to more than the carrying amounts.

41.04 Market risks

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, and other prices will affect the Company's result or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return on risk.

41.05 Interest rate risk

At the reporting date, the Company had the following interest-bearing financial instruments: cash and cash equivalents, time deposits, rent deposits, and bank liabilities. All cash and cash equivalents mature or reprise in the short-term, no longer than three months.

Borrowings mainly bear interest at fixed rates. Cash and cash equivalents and borrowings issued at variable rates expose the Company to cash flow interest rate risk.

The Company does not account for any fixed-rate borrowings at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

The Company Finance manages the interest rate risk to reduce the volatility of the financial result as a consequence of interest rate movements. For the decision whether new borrowings shall be arranged at a variable or fixed interest rate, the Company Finance focuses on an internal long-term benchmark interest rate and considers the amount of cash and cash equivalents held at a variable interest rate. Currently, the interest rate exposure is not hedged.

41.06 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Company Finance manages the Company's liquidity to ensure sufficient liquidity to meet all liabilities when due, under both normal and stressed conditions, without facing unacceptable losses or risking damage to the Company's reputation. Excess liquidity can be invested in instruments such as time deposits, government, and corporate bonds, shares of publicly listed companies, and capital protected instruments.

The following are the contractual maturities of financial liabilities, including interest payments:

BDT	Carrying Amount	Between 1 and 90 days	Between 91 and 360 days	Between 1 and 2 years	Over 2 years
Non-derivative financial liabilities					
Long Term Loan Net off Current Maturity	4,022,285,288	318,745,737	445,187,020	2,323,137,071	935,215,461
Short Term Bank Loans and Others	2,620,598,198	655,149,549	1,965,448,648	-	-
Trade Payables	68,449,003	11,536,274	3,697,141	12,018,143	41,197,445
Liabilities for Expenses	46,237,174	34,338,112	-	11,899,062	-
Balance at June 30, 2025	6,757,569,663	1,019,769,673	2,414,332,809	2,347,054,276	976,412,906

42.00 Contingent Liability (as per last year):

A There was a demand of Tk. 10,931,183 (Taka Ten million nine hundred thirty-one thousand one hundred eighty-three) only made by the Deputy Commissioner of Customs, Excise and VAT, Gazipur Division, for payment of VAT in excess of the amount paid by the Company during the financial years 1997-1998, 1998-1999 and 1999-2000. The demand was made vide his memo No-4/MUSA/FILE/1/95/3531 dated 30-09-2001. The company preferred appeal against the aforesaid demand before the learned Commissioner, Appeal. The learned Commissioner, Appeal in his award dated 03-09-2002 quashed Tk. 6,693,314 out of total demand of Tk. 10,931,183 while for the balance demand of Tk. 4,237,869 "remand" was ordered for a decision. Subsequently the company on 10-10-2005 preferred appeal with Appellate Tribunal against the demand of Tk. 4,237,869. Against the verdict of the learned Appellate Tribunal, the Company filed a writ petition before the Hon'ble High Court and the law suit is still pending. The liability is therefore, contingent upon disposal of the suit and further legal courses, if any, at all arises.



- B There is a further demand of Tk. 79,039,872.30 by the Custom Authority for payment of VAT and supplementary duty in excess of the amount paid by the company during the period from 01-10-1998 to 31-07-2001. The management filed civil suit # 53/2002 before the learned 2nd Sub-Judge Court, Dhaka challenging the basis of the demand. The management stated in the plaint that the papers on the basis of which the demand was created did not belong to the company and prayed for a decree to that effect. The suit is yet to be disposed off by the learned Court. This liability is therefore contingent upon "Verdict" of the Court and disposal of appeals, if any, at all arises.
- C There is a further demand of Tk. 129,978,478.00 by the Commissioner of LTU-VAT vide Nothi No. 4/LTU (Mushok) 02/Ceramic/Demand/Division/04/1996 dated July 17, 2007 against Unit - 1 of the Company arising out of audit covering the period from November 1997 through April 2003. The Company filed a writ petition before the Hon'ble High Court challenging the said demand. The Hon'ble High Court was pleased to issue rule nishi and stay order against the said demand and the law suit is still pending. The liability is therefore, contingent upon disposal of the suit and further legal courses, if any, at all arises.
- D There is a further demand of Tk. 33,300,749.17 by the Commissioner of LTU- VAT vide Nothi No. 4/LTU(Mushok)2/Ceramic/Division/05/1993 dated July 17, 2007 against Unit - 2 of the Company arising out of audit covering the period from October 2000 through April 2003. The Company filed a writ petition before the Hon'ble High Court challenging the said demand. The Hon'ble High Court was pleased to issue rule nishi and stay order against the said demand and the law suit is still pending. The liability is therefore, contingent upon disposal of the suit and further legal courses, if any, at all arises.
- E There is a further demand of Tk. 861,438.00 & penalty amount of Tk. 600,000.00 by the Preventive Team vide Nothi No. 4/Mushak/8(110) Fuwang/Aniom/Bichar/2008/1466 dated September 10, 2008 against Unit-1. The Preventive Team claimed stock difference between physical & register. The Company filed Appellate Tribunal against such claimed.
- F There is a further demand of Tk. 77,007,568.00 by the Directorate of VAT Audit Intelligence & Investigation (DIT) vide Nothi No. 4/Mushak/8(118) Fuwang/Aniom/Bichar/2008/271 dated February 15, 2009 against Unit-1 of the Company arising out of audit covering the period from May 2003 to November 2007. The Company filed a writ petition before the Hon'ble High Court challenging the said demand. The Hon'ble High Court was pleased to issue rule nishi and stay order against the said demand and the law suit is still pending. The liability is therefore, contingent upon disposal of the suit and further legal courses, if any, at all arises. Further development that NBR filed appeal being C.P. No. 1258/2009 against stay order which was dismissed on December 02, 2012. Now stay will continue.
- G There is a further demand of Tk. 58,199,865.00 by the Directorate of VAT Audit Intelligence & Investigation (DIT) vide Nothi No. 4/Mushak/8(119) Fuwang/Aniom/Bichar/2008/291 dated February 16, 2009 against Unit-2 of the Company arising out of audit covering the period from May 2003 to November 2007. The Company filed a writ petition before the Hon'ble High Court challenging the said demand. The Hon'ble High Court was pleased to issue rule nishi and stay order against the said demand and the law suit is still pending. The liability is therefore, contingent upon disposal of the suit and further legal courses, if any, at all arises.



Fu-Wang Ceramic Industry Limited
 Schedule of Property, Plant and Equipment
 As at June 30, 2025

Annexure-A

Particulars	Cost			Depreciation							
	Balance as at July 01, 2024	Addition during the year	Interest on Capital Asset	Adjustment during the year	Total as at June 30, 2025	Dep. Rate	Balance as at July 01, 2024	Charged during the year	Adjustment during the year	Total as at June 30, 2025	Written down value as on June 30, 2025
Freehold Land and Land Development	85,718,267	1,650,000			87,368,267	-	-	-	-	-	87,768,267
Factory Building and Other Construction	277,568,101	9,979,673	457,679,081		745,226,855	2.5%	71,416,248	5,327,504		76,743,751	668,483,104
Plant and Machinery	2,318,315,611	51,173,333	457,679,081		2,827,168,025	5%	654,581,568	84,307,829		738,889,397	2,088,278,628
Gas Generator and Gas Line	147,715,016	6,300,000			154,015,016	10%	88,881,197	5,935,163		94,816,360	59,198,656
Electrical Installation	18,768,942	-			18,768,942	10%	6,426,623	1,234,232		7,660,835	11,108,087
Deep Tube Well and Pump	8,906,802	-			8,906,802	10%	3,459,900	544,690		4,004,390	4,902,212
Sign Board	2,640,301	-			2,640,301	20%	2,395,339	48,992		2,444,331	195,970
Telephone and PABX Installation	1,057,947	-			1,057,947	10%	960,114	9,783		969,898	88,049
Furniture and Fixture	36,327,501	28,800			36,356,301	10%	18,418,736	1,791,468		20,210,204	16,146,097
Motor Vehicle	106,098,886	40,000			106,138,886	10%	44,798,042	6,133,832		50,931,874	55,207,012
Electric Equipment	22,307,553	3,025,347			25,332,700	10%	14,690,849	985,956		15,676,805	9,655,895
Office Equipment	25,295,416	1,823,500			27,118,916	10%	11,945,683	1,422,512		13,368,195	13,750,721
Soft Furniture and Fixture	227,438	-			227,438	25%	227,347	23		227,370	68
Factory Building (No. 2)	14,469,813	-			14,469,813	2.5%	7,171,136	182,467		7,353,603	7,116,210
Labor Shed (Fac)	75,403	-			75,403	20%	75,251	30		75,281	122
Bicycle	15,220	-			15,220	10%	13,085	213		13,299	1,921
Crockery and Cutleries	115,683	-			115,683	10%	106,702	898		107,600	8,083
Gas Cylinder	220,000	-			220,000	10%	197,733	2,227		199,960	20,040
Oxygen Cylinder	46,531	-			46,531	2.5%	22,987	589		23,575	22,956
Effluent Treatment Plant (ETP) Construction	1,962,268	-			1,962,268	10%	1,490,362	47,191		1,537,553	424,715
Office Building	12,801,686	-			12,801,686	2.5%	6,006,961	169,868		6,176,829	6,624,857
Electric Substation Construction	3,346,969	-			3,346,969	10%	2,409,994	93,697		2,503,692	843,277
Sub-Total	3,084,001,154	74,020,653	915,358,162	-	4,073,379,969	935,695,857	108,239,165	-	1,043,935,021	3,029,444,947	
Raw Material Processing Plant											
Factory Building	9,553,900	-			-	9,553,900	2.5%	4,620,318	123,340	-	4,743,658
Plant and Machinery	27,750,685	-			-	27,750,685	5%	20,297,163	372,676	-	20,669,839
Sub-Total	37,304,585	-	-	-	37,304,585	24,917,481	496,016	-	25,413,497	11,391,088	
Land (Rent to Hua Thai Industry Ltd.)											
Grand Total	3,133,893,517	74,020,653	915,358,162	-	4,123,272,332	960,613,338	108,735,180	-	1,069,348,518	3,053,923,813	

Annual
REPORT
 2024-2025



Taka
 Production
 Administration
 103,646,429
 5,088,751
108,735,180

Depreciation has been charged to:



**Annual
REPORT
2024-2025**

Fu-Wang Ceramic Industry Limited
Schedule of Property, Plant and Equipment
As at June 30, 2024

Annexure-A

Particulars	Cost			Depreciation			Written down value as on June 30, 2024				
	Balance as at July 01, 2023	Addition during the year	Interest on Capital Asset	Adjustment during the year	Total as at June 30, 2024	Dep. Rate		Balance as at July 01, 2023	Charged during the year	Adjustment during the year	Total as at June 30, 2024
Freehold Land and Land Development	85,718,267	-	-	-	85,718,267	-	-	-	-	-	85,718,267
Factory Building and Other Construction	264,278,035	13,290,066	-	-	277,568,101	2.5%	66,373,321	5,042,526	-	-	71,416,248
Plant and Machinery	1,460,596,841	857,718,770	-	-	2,318,315,611	5%	607,390,284	47,191,285	-	-	654,581,568
Gas Generator and Gas Line	147,465,151	249,865	-	-	147,715,016	10%	82,355,028	6,526,169	-	-	88,881,197
Electrical Installation	12,518,942	6,250,000	-	-	18,768,942	10%	5,692,621	734,002	-	-	6,426,623
Deep Tube Well and Pump	8,906,802	-	-	-	8,906,802	10%	2,854,688	605,211	-	-	3,459,900
Sign Board	2,640,301	-	-	-	2,640,301	20%	2,334,098	61,241	-	-	2,395,339
Telephone and PABX Installation	1,057,947	-	-	-	1,057,947	10%	949,244	10,870	-	-	960,114
Furniture and Fixture	36,141,146	186,355	-	-	36,327,501	10%	16,435,496	1,983,240	-	-	18,418,736
Motor Vehicle	103,508,886	2,590,000	-	-	106,098,886	10%	38,099,583	6,698,459	-	-	44,798,042
Electric Equipment	220,032,353	275,000	-	-	22,307,353	10%	13,846,329	844,520	-	-	14,690,849
Office Equipment	22,313,686	2,981,730	-	-	25,295,416	10%	10,597,019	1,348,664	-	-	11,945,683
Soft Furniture and Fixture	227,438	-	-	-	227,438	25%	227,316	30	-	-	227,347
Factory Building (No. 2)	14,469,813	-	-	-	14,469,813	2.5%	6,983,991	187,146	-	-	7,171,136
Labor Shed (Fac)	75,403	-	-	-	75,403	20%	75,213	38	-	-	75,251
Bicycle	15,220	-	-	-	15,220	10%	12,848	237	-	-	13,085
Crockery and Cutlery	115,683	-	-	-	115,683	10%	105,704	998	-	-	106,701,90
Gas Cylinder	220,000	-	-	-	220,000	10%	195,259	2,474	-	-	197,733
Oxygen Cylinder	46,531	-	-	-	46,531	2.5%	22,383	604	-	-	22,987
Effluent Treatment Plant (ETP) Construction	1,962,268	-	-	-	1,962,268	10%	1,437,928	52,434	-	-	1,490,362
Office Building	12,801,686	-	-	-	12,801,686	2.5%	5,832,737	174,224	-	-	6,006,961
Electric Substation Construction	3,346,969	-	-	-	3,346,969	10%	2,305,886	104,108	-	-	2,409,994
Sub-Total	3,084,007,154	883,541,786	-	-	3,084,001,154	-	864,126,976	71,568,881	-	-	935,695,857
Raw Material Processing Plant											2,148,305,297
Factory Building	9,553,900	-	-	-	9,553,900	2.5%	4,493,816	126,502	-	-	4,620,318
Plant and Machinery	27,750,685	-	-	-	27,750,685	5%	19,904,872	392,291	-	-	20,297,163
Sub-Total	37,304,585	-	-	-	37,304,585	-	24,398,688	518,793	-	-	24,917,481
Land (Rent to Hua Thai Industry Ltd.)	12,587,778	-	-	-	12,587,778	-	-	-	-	-	12,587,778
Grand Total	2,250,351,731	883,541,786	-	-	3,133,893,517	-	888,525,664	72,087,674	-	-	960,613,338

Depreciation has been charged to:

Taka
Production
Administration
66,507,000
5,580,674
72,087,674



Fu-Wang Ceramic Industry Limited

Schedule of Accounts Receivable

As at June 30, 2025

Annexure-B

SL	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
01	A Rahman Enterprise	172,365	371,246
02	AI Madina Tiles Corner	80,377	144,081
03	AI Siam Traders	24,218	24,218
04	Alam Trading	3,561,458	3,684,937
05	ALIF TILES & SANITARY (JAMALPUR)	135,456	243,250
06	Akkas Tiles Gallery	33,652	45,948
07	AKOTA TRADERS	25,639	48,944
08	Anando Tiles & Sanitary	34,051	218,746
09	ANSAR ENTERPRISE	382,279	220,130
10	Arif Thai & Tiles House, Narayanganj	669,807	-
11	Azad Tiles Agency	2,241,884	3,066,593
12	Azmol Enterprise	676	676
13	Babul Traders	245,873	280,565
14	Bakerganj Builders	116,585	130,010
15	Bagerhat Sanitary & Tiles Corner	311,286	462
16	Barguna Builders	45,687	31,142
17	Bengal Sanitary Hardware	12,414	49,277
18	Bhuiya Tiles & Sanitary	656,777	654,945
19	Bikrampur Mosaic & Tiles	22,655	150,223
20	Bismillah Traders	1,457,135	1,662,553
21	Biswas & Roy Trader	454,608	45,212
22	Buildtech Corporation	4,620,809	4,816,654
23	Chandpur Tiles & Sanitary, Cumilla	86,522	-
24	Chaiti Tiles Agency- Jatrabari	462,460	156,322
25	City Marble (Chuadanga)	709,316	115,263
26	City Marble (Rajshahi)	858,466	1,626,772
27	Dhaka Tiles & Sanitary	438,888	1,183,287
28	Dihan Tiles House	520,214	598,824
29	F M Tiles & Sanitary	37,921	44,197
30	Fashion Mosaic	47,251	42,558
31	Fahima Enterprise	3,181,396	3,998,600
32	Faiza Enterprise	524,867	1,745,986
33	Famous Tiles & Sanitary	26,877	31,570
34	Feni Tiles, Feni	328,928	147,666
35	Fifty-Nine Tiles & Sanitary, Cumilla	111,585	74,244
36	Forhad Enterprise	156,884	283,696
37	Gausheyz Ventures	2,287	53,293
38	Gazi Sanitary	4,483	4,483
39	Gazi Tiles & Sanitary, Hajiganj	636,626	-
40	Greho Sajja	945,248	1,027,728
41	HASIB BUILDERS	792,435	78,256
42	Helal & Brothers	414,724	922,188
43	Holy Makka Tiles & Sanitary	458,705	1,130,541



**Annual
REPORT
2024-2025**

SL	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
44	HOME TILES	301,941	114,512
45	Ideal Tiles & Sanitary- Hajiganj	118,768	146,023
46	I.T.M ENTERPRISE	17,158	33,265
47	Jahid Enterprise	4,396	4,396
48	Jamal Enterprise	786,903	825,446
49	Jamalpur Tiles & Sanitary	179,854	456,770
50	Jewel Sanitary & Tiles	58,507	-
51	JUBAYER ENTERPRISE	36,961	59,443
52	K B Sanitary & Tiles	137,301	370,070
53	Kakoli Tiles	122,507	216,411
54	Kaligonj Builders	375,862	682,883
55	Kazi Enterprise	92,587	105,000
56	Khadiza Enterprise	205,144	530,803
57	KOROTOA PAPER DEPO	47,558	87,268
58	Kurigram Tiles Corner	999,199	535,643
59	Maa Babar Doa Tiles & Sanitary (Ashulia)	65,853	75,632
60	Ma Sanitary & Tiles Center	637,421	165,413
61	Maa Hardware & Tiles	87,121	177,189
62	Mahbub Enterprise, Jatrabari	413,341	-
63	Mahfuza Agency / Nilufar Trade International	365,144	1,164,433
64	Marble Center	413,124	557,649
65	Maruf Tiles & Sanitary	65,870	75,393
66	Master Tiles & Ceramic	82,987	80,956
67	Mia Tiles House, Ghatarchor	1,567,248	-
68	Mitali Stone Pvt. Ltd., (D.S.)	335,750	-
69	M M Corporation	117,518	85,948
70	Model Business Center	123,653	308,308
71	Modina Tiles & Sanitary- Keraniganj	32,671	29,312
72	MOHAMMADIA TILES	528,030	262,144
73	Moinia Tiles Galary	75,869	94,201
74	Molla Tiles Zone	230,343	357,237
75	Mostofa Tiles & Sanitary Store	135,711	3,260
76	Motin Hardware	309,240	48,971
77	Mridha Tiles Gallery- Gazipur	648,562	126,643
78	Muhin Trading (Satkhira)	386,436	123,652
79	M R S Tiles & Sanitary	137,558	226,331
80	Natioanl Tiles Trades	950,667	45,663
81	New Fashion Agency	1,196,968	1,489,199
82	New Mecca Tiles Agency	215,668	539,468
83	NEW MODINA ENTERPRISE	674,358	351,266
84	New Nadia Tiles Center, Kustia	72,515	-
85	New Prince Tiles House	3,405,722	3,263,244
86	NIRMAN TILES & SANITARY	128,643	323,597
87	Nodia Tiles Center	1,328,332	1,628,322
88	Noor Corporation	112,696	116,410
89	Nur Tiles	212,544	873,426
90	Obidul Tiles Agency, (D.S.)	782,672	-
91	Oni Enterprise	6,393,277	6,833,254
92	PATHOR BITAN	3,385,694	3,494,718



SL	Particulars	Amount in Taka	
		June 30, 2025	June 30, 2024
93	Partho Tiles & Sanitary	832,924	303,124
94	Prince Marble & Tiles	1,660,977	2,398,565
95	Prottasha Enterprise	112,430	-
96	Rahman Trading	397,173	81,255
97	Redhoy Marble Company	244,443	166,543
98	Remu Iron Store	1,887,257	1,791,498
99	R R Trading	623,566	614,006
100	S.A Enterprise, Panchagar	288,165	189,170
101	S. A. Tiles Gallery, Mirpur	572,821	-
102	S S Enterprise (Manikganj)	122,859	115,287
103	S.M. Ceramic & Mosaic Center	7,738	7,738
104	S.T. Corporation	591,362	-
105	Saikat Tiles Center	465,887	2,813,434
106	Samir Tiles & Sanitary, Cumilla	491,924	-
107	Sanitary Paradise	1,033,644	1,266,214
108	Sanjida Tiles	428,765	1,323,653
109	Sawban Ceramic & Sanitary	140,255	489,518
110	Shamim Tiles & Sanitary (Patuakhali)	433,881	158,318
111	Shilpi Traders	446,590	149,588
112	Shovon Intertrading	381,099	96,332
113	Siam Traders (Patuakhali)	22,365	33,129
114	Sinthya Enterprise & Tiles Center	1,039,944	197,772
115	Sharif Enterprise	124,019	133,652
116	Sherpur Tiles & Sanitary Center	4,719	4,719
117	Simi Tiles Gallery	3,125,218	2,266,541
118	Satata Tiles	218,191	159,189
119	Satata Enterprise, Savar	265,834	-
120	Sneha Enterprise	85,368	111,452
121	Sonargaon Tiles Company	175,887	282,049
122	Sufi Enterprise	16,522	18,584
123	Super Mosaic - Ctg	946,014	58,663
124	Sweet Home Tiles & Sanitary (Noakhali)	261,259	125,110
125	Tiles Corner- Thakurgaon	460,505	64,853
126	Tiles Mela	13,902	13,902
127	Tiles Museum	736,516	1,540,861
128	Tilottama Tiles & Sanitary, B.Baria	75,219	-
129	Taranga Tiles & Sanitary	1,049,292	975,096
130	Unique Ceramic Agency	157,258	202,865
131	Unique Tiles & Sanitary, Sylhet	586,620	120,775
132	Uttara Tiles & Sanitary	49,454	133,724
133	Zakir Agency - Tangail	412,665	84,553
134	Hua Thai Ceramic Industry Limited	16,516,399	15,454,783
Total		92,662,556	90,190,973

Note: Receivable shown amount except interest receivable on FDR.





FU-WANG CERAMIC INDUSTRY LIMITED

**Head Office: Land View Commercial Center (3rd Floor)
Plot # 28, Gulshan North C/A, Gulshan- 2, Dhaka-1212.**

PROXY FORM

I/We of
..... being the member of Fu-Wang Ceramic
Industry Limited, do hereby appoint Mr./Mrs. as
my/our proxy to attend and vote for me/us on my/our behalf at the 30th Annual General Meeting
of the Company to be held on 30 December 2025 at 10.00 am at Hybrid System at **Venue:**
Gulshan Shooting Club (2nd Floor), Gulahan Avenue, Gulahan-1, Dhaka and through link
<https://fuwangcer.bdvirtualagm.com> and any adjournment thereof. As witness my hand this
..... day of 2025.

Signature of Shareholder(s)

Folio #

Or

BO #

Number of Shares held.....

Signature of Proxy

Folio #

On

BO #

Revenue
Stamp
Tk. 100/-

Note: According to the Articles of Association of the company proxy can be given only to the person who is a member (Shareholder) of the Company. The proxy form should reach the company not later than 48 hours before the time fixed for the meeting.



FU-WANG CERAMIC INDUSTRY LIMITED

Head Office: Land View Commercial Center (3rd Floor)
Plot # 28, Gulshan North C/A, Gulshan- 2, Dhaka-1212.

ATTENDANCE SLIP

I hereby record my attendance at the 30th Annual General Meeting of the Company to be held on 30 December 2025 at 10.00 am at Hybrid System at **Venue: Gulshan Shooting Club (2nd Floor), Gulahan Avenue, Gulahan-1, Dhaka** and through link <https://fuwangcer.bdvirtualagm.com>.

Name of Shareholder												
Number of Shares												
Folio No.												
BO ID No.												
Name of the Proxy (if any)												

Signature of Shareholder/Proxy

Signature verified by

Note: Please present this Slip at the Reception Desk. Children and non-Shareholders will not be allowed at the meeting.



Annual
REPORT
2024-2025





FU-WANG CERAMIC INDUSTRY LTD.

Land View Commercial Center (3rd Floor), Plot # 28, Gulshan North C/A, Gulshan- 2, Dhaka-1212.

Tel: +8802-41080135, +8802-41080136 Website: www.fuwangceramic.com