



CORPORATE PROFILE

Board of Directors

Mr. Md. Sadeque	: Chairman and Independent Director
Mr. Arif Ahmed Chowdhury	: Managing Director
Mr. Kamal Kanti Mondal	: Director
Mr. Biplob Chakraborty	: Director
Mr. A.M. Naimur Rahman	: Independent Director

Audit Committee

Mr. Md. Sadeque	: Chairman
Mr. Biplob Chakraborty	: Member
Mr. A.M. Naimur Rahman	: Member
Mr. Md. Abdul Halim Thakur	: Secretary

Chief Financial Officer

Mr. Md. Waresh Ali

Company Secretary

Mr. Md. Abdul Halim Thakur

Head of Internal Audit

Mr. Mohendra Nath Mondol

Registered Office

FU-WANG BUILDING
House No. 55, Road No. 17
Banani C/A, Dhaka-1213

Factory

Bokran Monipur, Hotapara
Gazipur Sadar, Gazipur

Auditors

M/S. RAHMAN MOSTAFA ALAM & CO.
Chartered Accountants
Paramount Heights (7th Floor)
Box Culvert Road, 65/2/1, Purana Paltan
Dhaka-1000

Bankers

Dhaka Bank Limited, Banani Branch, Dhaka
Pubali Bank Ltd., Gulshan M.T. Branch, Dhaka
Standard Bank Limited, Gulshan Branch, Dhaka



GENERAL INFORMATION

History of the Company

Date of Incorporation : 27 February 1997

Listed in Dhaka Stock Exchange Ltd. : July 2000

Listed in Chittagong Stock Exchange Ltd. : July 2000

Commercial Production : August 1997

ISO Certification : ISO-9002 Certified on 04 November 1998

Business Lines : Food Processing Industry

Authorized Capital : Tk. 1000 Million

Paid-up Capital : Tk. 534.34 Million

Number of Employees : 945



Board of Directors



Mr. Md. Sadeque
Chairman



Mr. Arif Ahmed Chowdhury
Managing Director



Mr. Kamal Kanti Mondal
Director



Mr. Biplob Chakraborty
Director



Mr. A.M. Naimur Rahman
Independent Director



NOTICE OF THE 16TH ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of the Shareholders will be held on Wednesday, 26th December 2012 at the Factory Premises of the Company at Bokran Monipur, Hotapara, Gazipur at 11:00 a.m. to transact the following business:

AGENDA

1. To receive, consider and adopt the audited financial statements for the year ended 30 June 2012 and reports of Auditors and Directors thereon.
2. To declare @12% Stock Dividend.
3. To elect and confirm the appointment of Directors.
4. To appoint Auditors for the next term and fix their remuneration.

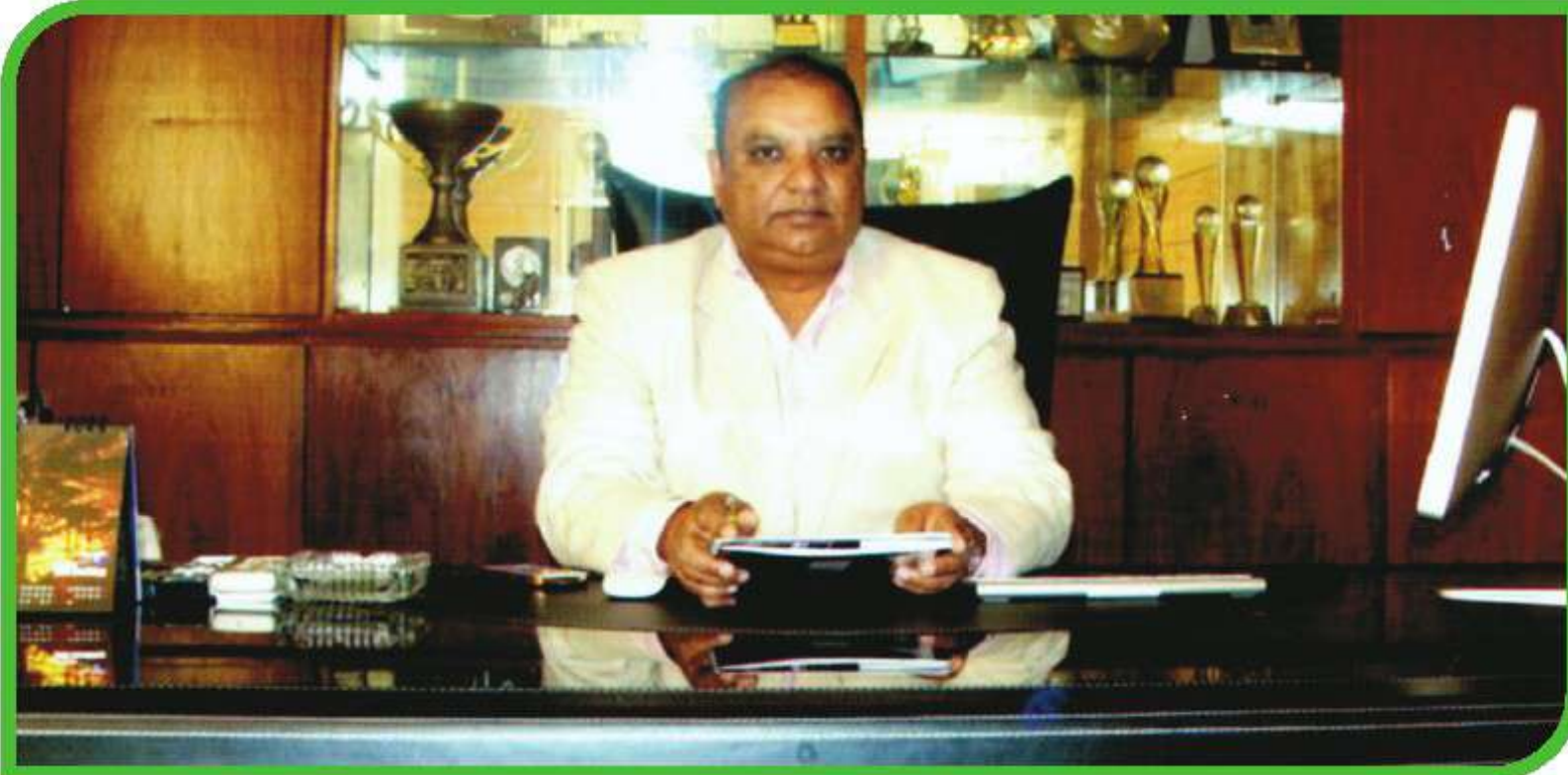
Dated: Dhaka,
December 8, 2012

By order of the Board

Md. Abdul Halim Thakur
Company Secretary

NOTES

1. The Record Date of the Company was on 19 November 2012 and the Shareholders whose names appeared in the Register of Members of the Company or in the depository (CDBL) on the Record Date shall be entitled to attend the meeting as well as qualify for stock dividend to be declared at the AGM.
2. A member entitled 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. Admission into the meeting venue will be strictly on production of the attendance slip sent with the Annual Report.



Message From the Managing Director

Distinguished Shareholders and Guest

By the grace of Almighty Allah, Fu-Wang Foods Limited passed another successful year of its operation. I, on behalf of the Board of Directors feel proud for having this opportunity to welcome you to the 16th Annual General Meeting and to write a few words about the company's performance during the financial year 2011-2012.

Dear Shareholders

During the year your company earned a net profit after tax Tk. 7.52 crore as against Tk. 7.89 crore for the last year which is a decrease of 4.69% and while turnover increased by 6.95%. During the year under review the net profit decreased by 4.69% in spite of increased turnover by 6.95% due to tremendous price hike of raw materials, wages and transport cost. The price of Finished Goods could not be increased proportionately as like increased cost of production, due to strategic reasons.

Hon'ble Shareholders

You will be very happy to know that to earn more profit in coming years by cost controlling, we already set up a Printing and Packaging Line as back-word linkage of existing facilities and its production will be started from middle November 2012 as trial basis, if we can implement of our plan, 20% cost can be saved in Cartoon and Poly.

We also set up the Machineries Wafer, Potato Chips, Candy, Biscuit and necessary BMRE is running. We imported Pre form Machineries & auxiliary equipments to run the water, juice and energy drinks items and its production will be started within short time.



In the end, I cordially thanks to the Board of Directors, employees, workers, customers, suppliers, creditors, well-wishers, patrons, and our valued shareholders as well as the regulatory bodies like Securities and Exchange Commission, Stock Exchanges Ltd., Bank and Financial Institutions for their continued support, guideline and cooperation in our endeavor to achieve greater success for the company .

With best regards,

Arif Ahmed Chowdhury
Managing Director



Report of the Board of Directors for the year ended 30 June 2012

Dear Shareholders

It is my great pleasure to welcome you, on behalf of the Board of Directors, to the 16th Annual General Meeting of Fu-Wang Foods Ltd. (FWFL). My profound well wishes to those who are present and also to those who could not present unfortunately. We deeply mourn for those respected shareholders whom we lost forever since our last Annual General Meeting and pray for salvation of their departed souls. I pray to Almighty for you all for long life and long relationship with the Fu-Wang family.

Respected Shareholders

I feel honored to be able to present before you the 16th Annual Report of the company along with the Audited Financial Statements for the year ended 30 June 2012 and the Auditors' Report thereon.

Company's Performance and Financial Results

You, the hon'able shareholders are aware that Fu-Wang Foods is a food processing industry with yearly production capacity of 8,300 M.Ton in three shifts as against which it run at 90.24% capacity during the year under review, producing 7,490 M. Ton in the fiscal year compared to last year 7,500 M. Ton.

We have passed another financial year 2011-2012 and your company earned a net profit after tax Tk. 7.52 crore as against Tk. 7.89 crore for the last year which is a decrease of 4.69% and while turnover increased by 6.95%. During the year under review the net profit decreased by 4.69% in spite of increased turnover by 6.95% due to tremendous price hike of raw materials, wages and transport cost. The price of Finished Goods could not be increased proportionately as like increased cost of production, due to strategic reasons.

Subsidiary Operation

FWFL has a subsidiary company in the name of Fu-Wang Beverage Industry Limited. The company was incorporate on December 13, 2004 under the Companies Act. 1994 having Authorized Capital of Tk. 20.00 crore of which paid up capital is Tk. 1.00 crore as on December 31, 2011. FWFL holds 99% shares of the company.

The operating financial results for the year ended December 31, 2011 are as follows :

Particulars	Dec. 31, 2011 (Taka)
Turnover (Net)	147,040,994
Gross Profit	33,144,413
Net Profit before Tax	11,856,101
Net Profit after Tax	7,410,063
Net Assets Value Per Share	254
Earning Per Share after Tax	74.10



Dear Shareholders

We feel proud to say that your directors have been striving hard in line with diversification of the business of the Company and expecting much better results in the coming future.

Auditors' Qualified Opinion on Financial Statements for the year ended June 30, 2012

The Auditors qualified their Report that "The Company did not follow the provision of BAS 12 for provision of deferred tax against revaluation of fixed assets."

We sincerely regret for not following BAS 12 relating to disclosure in respect of deferred income tax in the accounts. But in second Para of Note C-10 of Notes of the said financial statements the following comments were provided by the management, "Transactions relating to Income Tax have been disclosed in conventional manner following previous practice on consistent basis for which disclosure requirements as applicable under Para 79-88 of BAS could not be complied with."

We are assuring you that we will follow proper computation of deferred tax liability and will disclose the same in the financial statements as required under the provision of BAS 12 from the accounting year to be ended on June 30, 2013 and onward.

Ratification of new appointed Directors

Mr. Md. Sadeque appointed as Independent Director of the Board in the Board Meeting of the Company held on October 25, 2012 for the next 3 (Three) years.

The appointment of the new Independent Director Mr. Md. Sadeque on October 25, 2012, for the next 3 (Three) years, is to be ratified by the Shareholders in the 16th Annual General Meeting scheduled to be held on December 26, 2012.

Dividend

Considering the overall financial position of the Company the Board of Directors has recommended 12% (twelve percent) stock dividend for all Shareholders for approval in the 16th Annual General Meeting.

Appointment of Auditors

The existing Auditors, M/s. Rahman Mostafa Alam & Co., Chartered Accountants retire at this Annual General Meeting, being eligible offered themselves for re-appointment for the next term with a request for reasonable increase of fee.

Corporate Governance

The company is determined to ensure good governance by complying with all the applicable rules and regulations of Corporate Governance Guidelines as per Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969 of Securities and Exchange Commission. The company already took necessary steps to maintain corporate management standard as per SEC guidelines.



The Board of the Company consist of 5 (five) members including 2 (two) Independent Director, is the supreme authority for the management of the Company. Two individuals have filled up the positions of the Chairman and the Managing Director. The company has appointed a Chief Financial Officer, a Head of Internal Audit and a Company Secretary. The roles, responsibilities and duties of all the personnel have been clearly defined.

Corporate Governance Compliance Report

In pursuance of Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969 of Securities and Exchange Commission, the corporate governance compliance report by the Directors and certified from the auditors please seen in page no. 21 & 22.

APPRECIATION

The Board expresses its heartfelt thanks to you, the valued shareholders and looks forward for continued support and best wishes from you all.

The Board of Directors also takes the opportunity to extend thanks and appreciation to the Securities and Exchange Commission, Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd., all other Government Agencies, Banking and Non- Banking Financial Institutions, Clients, Distributors, Dealers, Patrons, Print and Electronic Media and well wishers for their support and co-operation.

On behalf of the Board

Sd/-
Md. Sadeque
Chairman

Dated, Dhaka
October 25, 2012



AUDIT COMMITTEE REPORT

For the Year 2011-2012

The Board of Director
Fu-Wang Foods Ltd.
House# 55, Road# 17
Banani C/A
Dhaka-1213

Subject : Audit Committee Report

The committee reviewed and discussed the procedure and task of the internal audit, financial report preparation and the external auditors' observation in their reports on the draft financial statements of the company initialed by the auditors for the year ended 30th June 2012. The committee found the statements adequate arrangement to present a true and fair view of the financial status of the company; and did not find any material deviation, discrepancies or any adverse finding/observation in the areas of reporting and disclosures.

The committee also reviewed the financial statements of the subsidiary company i.e. Fu-Wang Beverage Industry Ltd.

on behalf of Audit Committee

Sd/-
Chairman
Audit Committee



সাহা মজুমদার এণ্ড কোং
Chartered Accountants

Corporate Office :
Park Plaza (Suite N-9)
31, Kemal Ataturk Avenue
Road 17, Banani C/A
Dhaka-1213, Bangladesh.
Phone : +88-02-8836422
E-mail : smcbd@citech.net

Motijheel Office & Mailing Address :
21, Purana Paltan Line (4th & Top Floor)
Dhaka-1000, Bangladesh
Phone : +88-02-8355469 / 8355471
Fax : +88-02-9332936
E-mail : info@smcabd.com
Web : www.smcabd.com

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE GUIDELINES

To the Shareholders
of
Fu-Wang Foods Limited

This is to certify that Fu-Wang Foods Limited has complied with the conditions of Corporate Governance Guidelines issued by the Securities and Exchange Commission Vide their Notification # SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012.

Dated: Dhaka, 25 October 2012

Saha Mazumder & Co.
Chartered Accountants





Auditors' Report To The Shareholders of Fu-Wang Foods Limited

We have audited the accompanying financial statements of **Fu-Wang Foods Limited** which comprise the statement of financial position as at June 30, 2012, statement of comprehensive Income, Statement of Cash Flows, Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS) and the Companies Act, 1994 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstance, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of Qualified Opinion :

1. As on the last year, the provisions of deferred tax under BAS-12 Income Tax have not been complied with.
2. The company has a subsidiary namely Fu-Wang Beverage Industry Ltd. by holding 99% share of that company but consolidated Financial Statements were not prepared as per BAS 27 and The Company Act 1994 whose accounting year ended on 31.12.2011.



In our opinion, except for the possible effects of the matters described above, the financial statements present fairly, in all material respects, the financial position of Fu-Wang Foods Limited as at June 30, 2012 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards and comply with the applicable sections of the Companies Act, 1994, the Securities & Exchange Rule, 1987 and other applicable laws and regulations.

We also report that :

- a) 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 ;
- b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of these books ;
- c) The statement of financial position and statement of comprehensive income dealt with by the report are in agreement with the books of accounts and returns: and
- d) The expenditure incurred was for the purpose of the company's business.

Dated : Dhaka
October 25, 2012


Rahman Mostafa Alam & Co.
Chartered Accountants



STATEMENT OF FINANCIAL POSITION AS AT JUNE 30, 2012

PARTICULARS	NOTES	Amount in Taka	
		30.06.2012	30.06.2011
Assets			
Non-current assets		475,165,649	387,920,056
Property, plant and equipment (net of accumulated dep.)	3	413,901,715	387,913,056
Capital work-in-progress		61,256,934	-
Trade marks		7,000	7,000
Investment	4	50,000,000	50,000,000
Current assets		474,731,242	471,814,728
Inventories	5	128,761,124	100,367,939
Trade and other Receivables	6	116,404,833	100,067,414
Advances, deposits and prepayments	7	219,428,454	173,848,641
Cash and cash equivalents	8	10,136,831	97,530,734
Total Assets		999,896,891	909,734,784
Equity and Liabilities			
Shareholders' equity		739,787,545	664,603,705
Share capital	9	534,336,000	445,280,000
Tax holiday reserve	10	18,245,470	18,245,470
Capital Reserve		90,895,288	95,679,250
Retained earnings	11	96,310,787	105,398,985
Current liabilities		260,109,346	245,131,079
Short term bank loans and others	12	66,497,124	63,004,233
Trade and other payables	13	52,787,662	69,060,537
Liabilities for expenses	14	5,269,145	6,028,902
Provision for income tax	15	135,555,415	107,037,407
Total Equity and Liabilities		999,896,891	909,734,784
Net Asset Value (NAV) Per Share	16	13.84	14.93

The annexed notes from 1 to 25 and 'annexure A' form an integral part of these financial statements. The financial statements were authorized for issue by the Board of Directors on 25.10.2012 and signed on its behalf.


Arif Ahmed Chowdhury
Managing Director


Biplob Chakraborty
Director


Md. Abdul Halim Thakur
Company Secretary

AUDITORS' REPROT TO THE SHAREHOLDERS :

Signed in terms of our separate report of even date.

Paramount Heights (7th Floor)
Box Culvert Road, 65/2/1
Purana Paltan, Dhaka-1000.

Dated: October 25, 2012


Rahman Mostafa Alam & Co.
Chartered Accountants



STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED JUNE 30, 2012

PARTICULARS	NOTES	Amount in Taka	
		30.06.2012	30.06.2011
Turnover (Net of VAT)	17	758,459,050	709,168,568
Cost of goods sold	18	(577,224,631)	(530,277,616)
Gross profit		181,234,419	178,890,952
Operating expense		(67,133,875)	(61,363,400)
Administrative expenses	19	(43,353,527)	(38,505,534)
Selling and distribution expenses	20	(23,780,348)	(22,857,866)
Operating income before financial expenses		114,100,545	117,527,552
Financial expenses	21	(5,213,605)	(8,666,372)
Operating income		108,886,940	108,861,180
Non-operating income		-	1,200,000
Net profit before tax and WPPF		108,886,940	110,061,180
Contribution to W. P. and welfare fund		(5,185,092)	(5,241,009)
Net profit before tax		103,701,847	104,820,171
Provision for income tax		(28,518,008)	(25,942,992)
Net profit after tax		75,183,839	78,877,179
Earnings per share (EPS)	22	1.41	1.48

The annexed notes from 1 to 25 and 'annexure A' form an integral part of these financial statements. The financial statements were authorized for issue by the Board of Directors on 25.10.2012 and signed on its behalf.


Arif Ahmed Chowdhury
 Managing Director


Biplob Chakraborty
 Director


Md. Abdul Halim Thakur
 Company Secretary

AUDITORS' REPROT TO THE SHAREHOLDERS :

Signed in terms of our separate report of even date.

Paramount Heights (7th Floor)
 Box Culvert Road, 65/2/1
 Purana Paltan, Dhaka-1000.

Dated: October 25, 2012


Rahman Mostafa Alam & Co.
 Chartered Accountants



STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2012

PARTICULARS	Amount in Taka	
	30.06.2012	30.06.2011
A. Cash flows from Operating Activities		
Collections from turnover and others	742,121,631	669,644,292
Payment for cost and expenses	(701,204,256)	(639,775,355)
Financial expenses paid	(5,213,605)	(8,666,372)
Income tax paid and deducted at source	(24,724,892)	(7,500,000)
Net cash used in operating activities	10,978,874	13,702,565
B. Cash flows from investing activities		
Acquisition of property, plant and equipment	(49,608,739)	(24,285,119)
Capital working progress	(61,256,934)	-
Investment in subsidiary	-	(50,000,000)
Advance to Subsidiary	9,000,000	(61,000,000)
Net cash used in investing activities	(101,865,673)	(135,285,119)
C. Cash flows from financing activities		
Share capital	-	202,400,000
Short term loan received	3,492,891	(9,200,553)
Net cash provided from financing activities	3,492,891	193,199,447
D. Net increase / (decrease) in cash and cash equivalents (A+B+C)	(87,393,903)	71,616,893
E. Cash and cash equivalents at the beginning of the year	97,530,734	25,913,841
F. Cash and cash equivalents at the end of the year	10,136,831	97,530,734
Net Operating cash flow per share	0.21	0.31

The annexed notes from 1 to 25 and 'annexure A' form an integral part of these financial statements. The financial statements were authorized for issue by the Board of Directors on 25.10.2012 and signed on its behalf.


Arif Ahmed Chowdhury
Managing Director


Biplob Chakraborty
Director


Md. Abdul Halim Thakur
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

Signed in terms of our separate report of even date.

Paramount Heights (7th Floor)
Box Culvert Road, 65/2/1
Purana Paltan, Dhaka-1000.

Dated: October 25, 2012


Rahman Mostafa Alam & Co.
Chartered Accountants



STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED JUNE 30, 2012

PARTICULARS	SHARE CAPITAL	TAX HOLIDAY RESERVE	CAPITAL RESERVE	RETAINED EARNINGS	TOTAL
Balance as at July 01, 2010	202,400,000	18,245,470	-	61,966,056	282,611,526
Revaluation Reserve	-	-	100,715,000	-	100,715,000
Bonus share	40,480,000	-	-	(40,480,000)	-
Right Share	202,400,000	-	-	-	202,400,000
Depreciation on Revaluation	-	-	(5,035,750)	5,035,750	-
Net profit for 2010-2011	-	-	-	78,877,179	78,877,179
Balance as at June 30, 2011	445,280,000	18,245,470	95,679,250	105,398,985	664,603,705
Balance as at July 01, 2011	445,280,000	18,245,470	95,679,250	105,398,985	664,603,706
Revaluation Reserve	-	-	-	-	-
Bonus share	89,056,000	-	-	(89,056,000)	-
Right Share	-	-	-	-	-
Depreciation on Revaluation	-	-	(4,783,962)	4,783,962	-
Net profit for 2011-2012	-	-	-	75,183,839	75,183,839
Balance as at June 30, 2012	534,336,000	18,245,470	90,895,288	96,310,787	739,787,545

The annexed notes from 1 to 25 and 'annexure A' form an integral part of these financial statements. The financial statements were authorized for issue by the Board of Directors on 25.10.2012 and signed on its behalf.


Arif Ahmed Chowdhury
 Managing Director


Biplob Chakraborty
 Director


Md. Abdul Halim Thakur
 Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

Signed in terms of our separate report of even date.

Paramount Heights (7th Floor)
 Box Culvert Road, 65/2/1
 Purana Paltan, Dhaka-1000.

Dated: October 25, 2012


Rahman Mostafa Alam & Co.
 Chartered Accountants



FU-WANG FOODS LIMITED
FIXED ASSETS SCHEDULE
AS AT JUNE 30, 2012

Annexure - A

Particulars	Cost			Depreciation			Written down value as at 30.06.2012		
	Balance as at 01.07.2011	Addition during the year	Adjustment	Balance as at 30.06.2012	Rate	Balance as at 01.07.2011		Charged during the year	Adjustment
Land & Land Development	2,538,300	1,400,000	-	3,938,300	-	-	-	-	3,938,300
Factory Building Construction	48,120,088	14,347,462	-	62,467,561	2.50%	7,759,022	1,367,713	-	9,126,735
Plant and Machinery	268,189,880	4,588,020	-	272,777,900	5%	71,407,242	10,068,522	-	81,475,764
Gas Line	3,484,007	13,108,526	-	16,570,533	10%	1,407,122	1,516,341	-	2,923,463
Buildings & Other constructions	30,095,000	-	-	30,095,000	5%	13,262,261	841,637	-	14,103,898
Furniture and Fixture	2,281,524	521,600	-	2,803,124	10%	1,069,381	173,374	-	1,242,755
Motor Vehicles	16,603,160	1,280,306	-	17,883,466	10%	6,247,492	1,163,597	-	7,411,069
Electrical Equipment	17,929,304	14,364,825	-	32,294,129	10%	8,503,965	2,379,016	-	10,862,981
Telephone & PABX Installation	411,310	-	-	411,310	10%	268,545	14,277	-	282,822
Office Equipment	2,170,357	-	-	2,170,357	20%	1,598,528	114,368	-	1,712,894
Cookeries & Culleries	102,316	-	-	102,316	20%	95,702	1,323	-	97,025
Bicycle & Rickshaw Van	163,685	-	-	163,685	20%	152,205	2,296	-	154,501
Deep Tube-well & Pump	1,141,315	-	-	1,141,315	10%	491,759	64,956	-	556,715
Generator	12,541,103	-	-	12,541,103	10%	1,254,110	1,128,699	-	2,382,809
Sub Total	405,751,140	49,808,739	-	455,559,879		113,517,334	18,936,118	-	132,353,452
									323,006,427

Revaluation

Buildings & Other constructions	100,715,000	-	-	100,715,000	5%	5,035,750	4,783,963	-	9,819,713	90,895,288
Grand Total 2012	506,466,140	49,808,739	-	556,074,879		118,553,084	23,620,080	-	142,173,164	413,901,715
Grand Total 2011	482,181,021	24,285,119	-	506,466,140		97,188,790	21,384,294	-	118,553,084	387,913,056

Allocation of Depreciation :

Production
Administration

Cost	Revaluation	Total
17,109,344	-	17,109,344
1,726,774	4,783,963	6,510,737
18,836,118	4,783,963	23,620,081



Information relating to the Subsidiary Accounts



FU-WANG BEVERAGE INDUSTRY LTD.

Report of the Board of Directors for the year ended December 31, 2011

Dear Shareholders

In compliance of section 184 of the Companies Act 1994 and IAS codes, on behalf of the Board of Directors, I have the pleasure to submit this report along with Audited Financial Statements containing Statement of Financial Position, Statement of Comprehensive Income, Statement of Change in Equity and Statement of Cash Flows for the year ended December 31, 2011 at this 7th Annual General Meeting.

Company's Performance and Financial Results :

Respected Shareholders,

Fu-Wang Beverage Industry Limited (FWBIL) is a beverage and food manufacturing industry and it has commenced production from October 2005.

Financial Position :

The operating financial results for the year ended December 31, 2011 are as follows :

Particulars	Dec. 31, 2011 (Taka)
Turnover (Net)	147,040,994
Gross Profit	33,144,413
Net Profit before Tax	11,856,101
Net Profit after Tax	7,410,063
Net Assets Value Per Share	254
Earning Per Share after Tax	74.10
Bonus Dividend (Percentage)	Nil

Shareholding:

The shareholding position of the company is as follows:

Name of the Shareholders	No. of Shares	Percentage (%)
Fu-Wang Foods Limited	99,000	99.00%
Mr. A.K.M. Afzal Ul Munir	1,000	1.00%
Total	100,000	100.00%



Board of Directors:

Name of the Directors	Position in the Company	Remarks
Mr. Arif Ahmed Chowdhury	Chairman and Managing Director	Nominated by Fu-Wang Foods Ltd.
Mr. A.K.M. Afzal Ul Munir	Director	-
Mr. A.M. Naimur Rahman	Director	Nominated by Fu-Wang Foods Ltd.

Appointment of Auditors:

The existing auditors M/s. Saha Mazumder & Co., Chartered Accountants retire at this Annual General Meeting, being eligible offered themselves for re-appointment for the next term with a request for reasonable increase of fee.

Acknowledgement :

The Directors record with appropriation the services rendered by all concerned.

On behalf of the Board.

Arif Ahmed Chowdhury
Chairman



AUDITORS' REPORT TO THE SHAREHOLDERS OF FU-WANG BEVERAGE INDUSTRY LIMITED

We have audited the accompanying financial statements of FU-WANG BEVERAGE INDUSTRY LIMITED which comprise the statement of financial position as at 31st December 2011, and the statement of comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year from 1st January 2011 to 31st December 2011 and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstance, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of **FU-WANG BEVERAGE INDUSTRY LIMITED** Company as at **31st December 2011**, and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards.

We also report that

- a) We have obtained all the information and explanations which to the best of our knowledge and belief
 - b) were necessary for the purpose of our audit and made due verification thereof;
 - c) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of these books;
 - d) The Company's Financial position and Comprehensive Income dealt with by the report are in agreement with the books of accounts; and
- The expenditure incurred was for the purpose of the company's business.

Dated : Dhaka
27th May 2012


Saha Mazumder & Co.
Chartered Accountants



FU-WANG BEVERAGE INDUSTRY LTD.

STATEMENTS OF FINANCIAL POSITION

AS AT 31st DECEMBER 2011

Particulars	Taka-2011	Taka-2010
FINANCED BY		
Shareholders' Equity	25,414,540	18,004,477
Issued, Subscribed and Paid up Capital	10,000,000	100,000
Retained Earnings	15,414,540	17,904,477
Loan Fund	40,100,000	45,000,000
Loan from Fu-Wang Foods Ltd	40,100,000	-
Loan from Directors	-	45,000,000
Total	65,514,540	63,004,477
NET ASSETS		
Non-Current Assets	44,766,811	35,154,259
Fixed Assets	60,460,276	48,741,816
Less : Depreciation	15,693,465	13,587,557
Current Assets, Loan and Advances	53,405,029	47,172,714
Inventories	31,558,477	17,661,021
Account Receivable	4,968,693	11,606,428
Advance, Deposit and Prepayments	14,685,841	10,506,181
Cash and Bank Balances	2,192,018	7,399,084
Current Liabilities	32,657,300	19,322,496
Net Current Assets	20,747,729	27,850,218
Total	65,514,540	63,004,477

These accounts are to be read in conjunction with notes attached.


Arif Ahmed Chowdhury
Managing Director


A.K.M. Afzal Ul Munir
Director

Signed in terms of our separate annexed report.

Dated : Dhaka, 27 May 2012


Saha Mazumder & Co.
Chartered Accountants



FU-WANG BEVERAGE INDUSTRY LTD. **STATEMENT OF COMPREHENSIVE INCOME**

FOR THE YEAR ENDED 31st DECEMBER 2011

Particulars	Taka-2011	Taka-2010
SALES (Net of VAT etc.)	147,040,994	147,723,079
COST OF GOODS SOLD	(113,896,581)	(114,433,409)
GROSS PROFIT	33,144,413	33,289,670
Operating Expenses		
Administrative and Selling Expenses	(21,288,312)	(11,725,917)
Net Profit Before Tax	11,856,101	21,563,753
Income Tax Provision upto 2009	-	(10,678,620)
Provision for Income Tax (37.5%)	(4,446,038)	(4,081,925)
Balance as per last Account	17,904,477	11,101,269
	25,314,540	17,904,477
Utilized for Bonus Share	9,900,000	-
BALANCE TRANSFERRED TO		
FINANCIAL POSITION	15,414,540	17,904,477

These accounts are to be read in conjunction with notes attached.


Arif Ahmed Chowdhury
 Managing Director


A.K.M. Afzal Ul Munir
 Director

Signed in terms of our separate annexed report.

Dated : Dhaka, 27 May 2012


Saha Mazumder & Co.
 Chartered Accountants



FU-WANG BEVERAGE INDUSTRY LTD.
STATEMENT OF CASH FLOWS
AS AT 31st DECEMBER 2011

Particulars	Taka-2011	Taka-2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Collections from Turnover & Others	147,880,113	138,263,918
Payment for Cost & Expenses	(140,218,204)	(136,001,180)
Income Tax Paid & Deducted at Source	(6,150,515)	(125,895)
	1,511,394	2,136,843
CASH FLOWS FROM INVESTING ACTIVITIES		
Tangible Fixed Asset Acquired	(11,718,460)	(523,928)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share Capital	9,900,000	-
Other Short Term Loan Paid	(45,000,000)	-
Long Term Loan	40,100,000	-
	5,000,000	-
	Tk. (5,207,066)	1,612,915
Cash and Cash Equivalents at Opening	(7,399,084)	(5,786,169)
Cash and Cash Equivalents at Closing	2,192,018	7,399,084
Increase/(Decrease) in Cash and Cash Equivalents	Tk. (5,207,066)	1,612,915

These accounts are to be read in conjunction with notes attached.

Arif Ahmed Chowdhury
Managing Director

Signed in terms of our separate annexed report.

Dated : Dhaka, 27 May 2012

A.K.M. Afzal Ul Munir
Director

Saha Mazumder & Co.
Chartered Accountants




FU-WANG BEVERAGE INDUSTRY LTD.

Statement of Changes in Equity AS AT 31st DECEMBER 2011

Particulars	Share Capital	Retained Earnings	Total
At 01 January 2011	100,000	17,904,477	18,004,477
Net Profit for the year 2011	-	7,410,063	7,410,063
Bonus Share	9,900,000	(9,900,000)	-
At 31st December 2011	10,000,000	15,414,540	25,414,540

These accounts are to be read in conjunction with notes attached.


Arif Ahmed Chowdhury
 Managing Director


A.K.M. Afzal Ul Munir
 Director

Signed in terms of our separate annexed report.

Dated : Dhaka, 27 May 2012


Saha Mazumder & Co.
 Chartered Accountants



FU - WANG BEVERAGE INDUSTRY LIMITED
SCHEDULE OF FIXED ASSETS AS AT 31st DECEMBER 2011.

Annexure-A

Particulars	Cost		Rate	Depreciation			Written down value as on 31.12.2011
	Balance as on 01.01.2011	Addition during the year		Balance as on 01.01.2011	Charged during the year	Total as on 31.12.2011	
Land & Land Development	-	11,105,300		-	-	-	11,105,300
Factory Building & Construction	21,196,201	569,160	2.5%	2,218,395	488,674	2,707,069	19,058,292
Plant & Machinery	378,074	-	20%	178,103	39,994	218,097	159,977
Gas Line	958,000	-	10%	328,668	62,933	391,601	566,399
Office Building & Construction	380,168	-	2.5%	49,390	8,269	57,659	322,509
Furniture & Fixture	43,800	-	10%	16,233	2,757	18,990	24,810
Electric Equipment	3,059,439	44,000	10%	1,066,834	203,661	1,270,495	1,832,944
Electric Generator	20,561,467	-	10%	9,027,193	1,153,427	10,180,620	10,380,847
Deep Tubewell & Water Pump	2,164,667	-	10%	702,741	146,193	848,934	1,315,733
Total	48,741,816	11,718,460		13,587,557	2,105,908	15,693,465	44,766,811

Allocation of Depreciation:

Charge to Production

Charge to Administration

2,094,882

11,026

2,105,908