

PRICE SENSITIVE INFORMATION  
IN THE MATTER OF MERGER/AMALGAMATION OF:  
R.N Spinning Mills Limited  
And  
Samin Food & Beverage Ind. and Textile Mills Ltd.

This is for information to all concerned that the Honorable High Court Division of the Supreme Court of Bangladesh has given final Judgment and Order on the 18th December, 2022 (Copy of the Order certified dated on 05 January 2023 and received by the Company dated on January 9, 2023) vide COMPANY MATTER NO. 62 OF 2022 for amalgamation of Samin Food & Beverage Ind. and Textile Mills Ltd. (SAMINTL) with R.N. Spinning Mills Limited (RNSPIN) according to the terms of the Scheme of Amalgamation. As per the Judgement and Order, and as per the terms of the Scheme of Amalgamation, Samin Food & Beverage Ind. and Textile Mills Ltd. will be merged with R.N Spinning Mills Limited as per the following consideration, among others:

1. Upon this amalgamation coming into effect, Samin Food & Beverage Ind. and Textile Mills Ltd. (the Transferor Company) shall stand dissolve without winding up and all of its assets and liabilities shall be transferred to and vested in R.N. Spinning Mills Limited (the Transferee Company).
2. All existing equity shares of the Samin Food & Beverage Ind. and Textile Mills Ltd. (SAMINTL) and R.N. Spinning Mills Limited (RNSPIN) held either directly or through nominees shall be stand cancelled.
3. In the amalgamation, the exchange ratio for the shares of R.N. Spinning Mills Limited with the shares of Samin Food & Beverage Ind. and Textile Mills Ltd., as per the terms of the Scheme and the Court Order has been arrived at **1 : 0.1790**.
4. R.N. Spinning Mills Limited, the post-merger entity, shall issue and allot to the Shareholders of Samin Food & Beverage Ind. and Textile Mills Ltd. whose names are recorded in the register of members of the Samin Food & Beverage Ind. and Textile Mills Ltd. or to any other person as may be nominated by the Shareholders(s) up to 233,186,584 ordinary shares of Tk 10 each in against exchange of 233,186,584 shares of the Samin Food & Beverage Ind. and Textile Mills Ltd.'s total fully paid up equity capital at a share consideration exchange ratio of 1 for 1 shares held, i.e.; 1 new share of R.N. Spinning Mills Limited (post-merger) to be issued for existing 1 shares held in Samin Food & Beverage Ind. and Textile Mills Ltd.
5. The existing Shareholders of the R.N. Spinning Mills Limited shall be entitled up to 70,265,525 ordinary shares of Tk 10 each, in against exchange of existing 392,544,834 no. of shares of the R.N. Spinning Mills Limited at a share consideration exchange ratio of 1 for 5.59 shares held i.e.; 1 new share of R.N. Spinning Mills Limited (post-merger) to be issued in lieu of existing 5.59 shares held in R.N. Spinning Mills Limited (pre-merger).

6. Hence, the re-structured Capital Structure will be as following:

**SAMINTL new 1 for existing 1 and RNSPIN new 1 for existing 5.59:**

**Capital Structure:**

	<b>Existing share in Tk.</b>	<b>Post-merger share in Tk.</b>
SAMINTL	2,331,865,840	2,331,865,840
RNSPIN	3,925,448,340	702,655,250
<b>Total</b>	<b>6,257,314,180</b>	<b>3,034,521,090</b>

7. Post-merger Authorized share capital of R.N. Spinning Mills Limited will be Tk.7,500,000,000/- (Taka Seven Hundred and Fifty Crore) only encompassing Tk.5,000,000,000/- of R.N. Spinning Mills Limited (Pre-merger) and Tk.2,500,000,000/- of Samin Food & Beverage Ind. and Textile Mills Ltd. (Pre-merger) as per the Judgment and Order.
8. All others will be complied as per the Judgment and Order in terms of the Scheme of Amalgamation.

Dated: Dhaka  
January 9, 2023

By Order of the Board,

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A. Raquibul Islam  
Company Secretary