

Amalgamation/Merger Information for the General Shareholders

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 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.

Bangladesh Securities and Exchange Commission (BSEC) has also given consent On 01 October, 2023 to follow the said Judgment and Order, comply with the provisions of securities laws, rules, regulations and the Companies Act 1994 as well as other laws in force in force in Bangladesh.

Among others, following information are given for understanding of the General Shareholders regarding merger/amalgamation::

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

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. The following decisions have been taken by The Board of Directors to comply as per the Judgment and Order in terms of the Scheme of Amalgamation and for entitlement of shares:
 - i) Record date for entitlement of shares: 31 October, 2023
 - ii) Date of appointment : 31 October, 2023

Following works will be done at the appointment date:

- 1)** Formation of new Board of Directors (From Existing Board of Directors of both companies)
- 2)** Amalgamated Accounts (transferor & Transferee) as on 31st October, 2023 will be prepared.