

**PRICE SENSITIVE INFORMATION**  
**IN THE MATTER OF MERGER/AMALGAMATION OF:**

**FAR Chemical Industries Limited**

**And**

**S.F. Textile Industries Limited**

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 28th November, 2022 (Copy of the Order certified dated on 27 December 2022) vide COMPANY MATTER NO. 83 OF 2022 for amalgamation of S.F. Textile Industries Limited (SFTIL) with FAR Chemical Industries Limited (FARCHEM) according to the terms of the Scheme of Amalgamation. As per the Judgment and Order, and as per the terms of the Scheme of Amalgamation, S.F. Textile Industries Limited will be merged with FAR Chemical Industries Limited as per the following consideration, among others:

1. Upon this amalgamation coming into effect, S.F. Textile Industries Limited (the Transferor Company) shall stand dissolve without winding up and all of its assets and liabilities shall be transferred to and vested in FAR Chemical Industries Limited (the Transferee Company).
2. All existing equity shares of the S.F. Textile Industries Limited (SFTIL) and FAR Chemical Industries Limited (FARCHEM) held either directly or through nominees shall be stand cancelled.
3. In the amalgamation, the exchange ratio for the shares of FAR Chemical Industries Limited with the shares of S.F. Textile Industries Limited, as per the terms of the Scheme and the Court Order has been arrived at 3 : 1.9614 for paid up capital.
4. FAR Chemical Industries Limited, the post-merger entity, shall issue and allot to the Shareholders of S.F. Textile Industries Limited whose names are recorded in the register of members of the S.F. Textile Industries Limited or to any other person as may be nominated by the Shareholders(s) up to 80,399,525 ordinary shares of Tk 10 each in against exchange of 157,695,630 shares of the S.F. Textile Industries Limited's total fully paid up equity capital at a share consideration exchange ratio of 1 for 1.9614 shares held, i.e.; 1 new share of FAR Chemical Industries Limited (post-merger) to be issued for existing 1.9614 shares held in S.F. Textile Industries Limited.
5. The existing Shareholders of the FAR Chemical Industries Limited shall be entitled up to 72,697,808 ordinary shares of Tk 10 each, in against exchange of existing 218,093,423 no. of shares of the FAR Chemical Industries Limited at a share consideration exchange ratio of 1 for 3 shares held i.e.; 1 new shares of FAR Chemical Industries Limited (post-merger) to be issued for existing 3 shares held in FAR Chemical Industries Limited (pre-merger).
6. Hence, the re-structured Paid-up Capital Structure will be as following:  
SFTIL new 1 for existing 1.9616 and FARCHEM new 1 for existing 3:

Capital Structure:

	<u>Existing share in Tk.</u>	<u>Post-merger share in Tk.</u>
S.F. Textile Industries Limited (SFTIL)	1,576,956,300	803,995,250
FAR Chemical Industries Ltd. (FARCHEM)	2,180,934,230	726,978,080
Total	<u>3,757,890,530</u>	<u>1,530,973,330</u>

7. Post-merger Authorized share capital of FAR Chemical Industries Limited will be Tk.5,010,000,000/- (Taka Five Hundred and One Crore) only encompassing Tk.3,000,000,000/- of FAR Chemical Industries Ltd. and Tk.2,010,000,000/- of S.F. Textile Industries Ltd. 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.

By Order of the Board,

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ABM Golam Mostafa FCMA  
Company Secretary

Dated: Dhaka  
January 5, 2023