



**Liven
Pharma Limited.**
(Formerly Landmark Spinning Industries Limited.)



EXTRACT OF RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF "LIVEN PHARMA LIMITED" (FORMERLY LANDMARK SPINNING INDUSTRIES LIMITED) ON JANUARY 03, 2025 THROUGH CIRCULATION.

CHANGE IN MANAGEMENT

WHEREAS, the Honorable High Court of Sindh has approved the Scheme of Arrangement (the "Scheme") between Landmark Spinning Industries Limited and Liven Pharmaceuticals (Private) Limited on September 02, 2024, pursuant to and in accordance with the said Scheme the Company has proceeded to increase its Authorized Capital to Rs. 1,000 million divided into 100 million ordinary shares of Rs. 10 each and also changed its name.

WHEREAS, as stipulated in the Scheme, the Company has also allotted 80,916,667 ordinary shares to the sponsors of Liven Pharmaceuticals (Private) Limited in accordance with the approved terms of the Scheme so approved.

WHEREAS, as outlined in the Scheme, the composition of the Board of Directors is required to be changed, and replaced with persons named as the proposed Board of Directors in the Scheme. The said Scheme included the name of Mrs. Sameen Ahmed as a proposed Director, who at the time of the filing of the Scheme before the Honourable High Court was in Pakistan, however, she has since relocated to abroad and is now unable to accept her appointment as a director. Consequently, the new sponsors intend to replace her as part of the proposed Board of Directors with Mr. Ahmad Shoaib Hashmi as her replacement.

AND WHEREAS, following resolutions have been passed in this regard.

- 1. RESOLVED THAT** the resignation tendered by Mr. Amin Hashwani as CEO & Director be and is hereby accepted with immediate effect and in his place Mr. Kashif Hussain Siddiquie be and is hereby appointed as CEO and Director with immediate effect.
- 2. RESOLVED FURTHER THAT** the resignation tendered by Mr. Nizam Akbar Ali Hashwani as Chairman/Director be and is hereby accepted with immediate effect and in his place Mr. Atif Hussain Siddiqi be and is hereby appointed as Chairman/Director with immediate effect.
- 3. RESOLVED FURTHER THAT** the resignation tendered by Mrs. Sultana Akbar Hussain Hashwani as Director be and is hereby accepted with immediate effect and in her place Mrs. Firdous Shakir be and is hereby appointed as Director with immediate effect.
- 4. RESOLVED FURTHER THAT** the resignation tendered by Mr. Abdullah Hashwani as Director be and is hereby accepted with immediate effect and in his place Mr. Umar Mujib Shami be and is hereby appointed as Director with immediate effect.
- 5. RESOLVED FURTHER THAT** the resignation tendered by Mr. Muhammad Amin as Director be and is hereby accepted with immediate effect and in his place Mr. Usman Mujib Shami be and is hereby appointed as Director with immediate effect.

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6. **FURTHER THAT** the resignation tendered by Mrs. Shahrina Hashwani Khawaja as Director be and is hereby accepted with immediate effect and in her place Mr. Ahmad Shoaib Hashmi be and is hereby appointed as Director with immediate effect.
7. **RESOLVED THAT** the resignation tendered by Mr. Syed Yousuf as Chief Accountant / CFO be and is hereby accepted with effect from January 04, 2025 and in his place Mr. Muhammad Shah be and is hereby appointed as CFO with effect from January 04, 2025.
8. **RESOLVED THAT** the resignation tendered by Mr. Muhammad Aslam Ali as Company Secretary be and is hereby accepted with effect from January 04, 2025 and in his place Mr. Muhammad Saeed be and is hereby appointed as Company Secretary with effect from January 04, 2025.

RESOLVED FURTHER THAT Mr. Muhammad Aslam Ali, the Company Secretary is further authorized to file requisite returns and documentation with the relevant authorities, including the Securities and Exchange Commission of Pakistan (SECP) and any other applicable bodies, to enforce this resolution.

RESOLVED FURTHER THAT the Company Secretary is authorized to issue Certified True Copies of the resolutions, in its current or amended form, as necessary to fulfil SECP, PSX and CDC's regulatory requirements, provided that the substance and intent of the resolutions remain unchanged.

Certified to be a true copy

Muhammad Aslam Ali
Company Secretary



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SETTLEMENT OF LIABILITIES OF ASSOCIATED COMPANY AGAINST LAND, BUILDING, PLANT & MACHINERY AS PER THE SCHEME:

WHEREAS, the Honorable High Court of Sindh has approved the Scheme of Arrangement (the "Scheme") between Landmark Spinning Industries Limited and Liven Pharmaceuticals (Private) Limited on September 02, 2024,

WHEREAS the Liability standing in the name of the Creditors shall be set off and/or settled by transfer of Company's Asset namely Industrial Land admeasuring 10.6 Acres Bearing No.C-1, Located at Winder Industrial Estate Sector No. C, Situated at District Lasbella, Balochistan comprising of land, building and plant & machinery valued as per the Scheme of Arrangement.

AND WHEREAS, the following resolutions have been passed in this regard.

RESOLVED that the transfer of land, machinery and related equipment thereto in respect of property bearing admeasuring 10.6 Acres Bearing No.C-1, Located at Winder Industrial Estate Sector No. C, Situated at District Lasbella, Balochistan ("Asset") to the creditors of the Company M/s. Hassan Ali Rice Export Company and M/s. Syndicate Minerals Export named as part of and pursuant to Scheme of Arrangement so sanctioned by the Honourable High Court of Sindh be and is hereby once again approved.

FURTHER RESOLVED that for the purposes aforesaid, Mr. Amin Hashwani, holding CNIC No. 42301-0893785-7, be and is hereby singly authorized to do the following on behalf of the Company:

- I. Finalize and execute all documents, including but not limited to the sale, transfer, grant, gift, vest or otherwise disposal of the Asset and any other related documents ancillary and incidental thereto;
- II. Take all steps and actions to obtain the requisite consents from the relevant regulatory authorities, creditors, members and any other persons (as applicable) with respect to the aforesaid and all ancillary matters;
- III. File, pursue and take any and all necessary actions in respect of submitting applications to the relevant authorities with respect to the aforesaid Land / the Asset and obtaining the approvals of the same;
- IV. Appoint / engage lawyer(s), consultant(s), advisor(s) and professionals as deemed necessary and sign Vakalatnamas and engagement letters on behalf of and in respect of such disposal of Land/the Asset;
- V. Generally do all acts, deeds and things as may be required with respect to the aforementioned resolutions and implementing the Scheme strictly in respect of and limited to such Land/the Asset in terms thereof along with all incidental actions and matters in respect of the same; and
- VI. Delegate any of the above powers to any person(s) as may be deemed fit.

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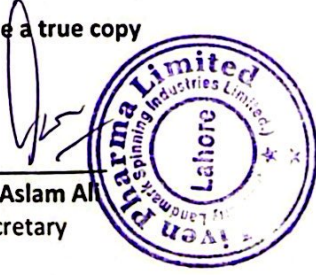
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FURTHER RESOLVED that the aforesaid resolutions so passed, powers so granted, decisions so taken and authorizations so granted shall continue to remain in force and effect till such time as the Land has not been disposed off in accordance with the Scheme and that the same shall not be rescindable by a subsequent resolution of the Board of the Company.

RESOLVED FURTHER THAT the Company Secretary is authorized to issue Certified True Copies of the resolutions, in its current or amended form, as necessary to fulfil SECP, PSX and CDC's regulatory requirements, provided that the substance and intent of the resolutions remain unchanged.

Certified to be a true copy



Muhammad Aslam Ali
Company Secretary

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