



**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF LIVEN PHARMA LIMITED TO BE HELD ON
18.08.2025 AT 49 KM MULTAN ROAD, LAHORE, PUNJAB, PAKISTAN**

NOTICE is hereby given to all the Members of Liven Pharma Limited (the “Company”) that an **Extra Ordinary General Meeting** of the Company will be held at on August 18th, 2025 at 11:30 a.m, 49 Km Multan Road, Lahore and through video conferencing.

Instructions with regard to participation through video conferencing appear in the notes below. While convening the EOGM, the Company will observe the quorum provisions and will comply with regulatory requirements.

Ordinary Business

No ordinary business to be transacted.

Special Business

To consider and approve that the Authorized Capital of the Company be increased by PKR 200,000,000/- (Pak Rupees Two Hundred Million Only), to be divided into 20,000,000 ordinary shares of face value of PKR 10/- (Pak Rupees Ten Only) each, thereby increasing the authorized capital from PKR 1,000,000,000 (Pak Rupees One Billion Only) to PKR 1,200,000,000 (Pak Rupees One Billion Two Hundred Million Only).

Furthermore, in order to reflect the change in authorized capital, the Company shall alter the Memorandum and Articles of the Company accordingly. Therefore, the resolutions proposed are as under:

1. Increase in Authorized Capital

To consider and if deemed appropriate, to pass the following special resolution (with or without amendments) to increase the authorized capital of the Company:

“IT IS HEREBY RESOLVED that the Authorized Capital of the Company be increased by PKR Rupees 200,000,000/- (Pak Rupees Two Hundred Million Only), to be divided into 20,000,000 ordinary shares of face value of PKR 10/- (Pak Rupees Ten Only) each, thereby increasing the authorized capital from PKR 1,000,000,000 (Pak Rupees One Billion Only) to PKR 1,200,000,000 (Pak Rupees One Billion Two Hundred Million Only). The new shares shall rank parri passu with the existing shares of the Company.”

2. Memorandum of Association

To consider and if deemed appropriate, to pass the following special resolution (with or without amendments) to amend the Memorandum of Association of the Company in light of resolution for increase in authorized capital of the Company:

“IT IS HEREBY RESOLVED that Clause V of the Memorandum of Association of the Company is amended to read as follows:

"The authorized share capital of the company is Rs. 1,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 120,000,000 (One Hundred and Twenty Million Only) ordinary shares of Rs. 10/- (Rupees Ten only) each."

3. Articles of Association

To consider and if deemed appropriate, to pass the following special resolution (with or without amendments) to amend the Articles of Association of the Company in light of resolution for increase in authorized capital of the Company:

"IT IS HEREBY RESOLVED that Article 5 (Division of Capital) of the Articles of Association of the Company is amended to read as follows:

"The authorized share capital of the company is Rs. 1,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 120,000,000 (One Hundred and Twenty Million Only) ordinary shares of Rs. 10/- (Rupees Ten only) each."

4. Authorized Signatory

To consider and if deemed appropriate, to pass the following resolution to authorize the Chief Executive Officer to take all actions required necessary or incidental to implementing the aforesaid resolution, including without limitation, preparing, executing and filing all necessary documents to be submitted to the Securities and Exchange Commission of Pakistan to give effect to the above stated intentions.

"IT IS HEREBY RESOLVED THAT the CEO be and is hereby authorized to give effect to the resolutions accordingly and to take all actions required necessary or incidental to implementing the aforesaid resolutions, including without limitation, preparing, executing and filing all necessary documents to be submitted to the Securities and Exchange Commission of Pakistan ("SECP") to give effect to the above stated intentions."

"FURTHER RESOLVED THAT all acts, deeds, and things done by the CEO pursuant to the above Resolution(s) for and on behalf of and in the name of the Company shall be binding acts, deeds and things done by the Company;"

"FURTHER RESOLVED THAT in case any error, omission or mistake is pointed out by the SECP and any other competent authority in the aforesaid Resolution(s), CEO be and is hereby authorized to make necessary modifications / corrections as and if pointed out by the SECP."

5. To transact any other business with the permission of the Chairman.

Attached to this notice is a Statement of Material Facts covering the above-mentioned special business, as required under Section 134(3) of the Companies Act, 2017.

For and on behalf of the Board



Muhammad Saeed
Company Secretary
July 25th, 2025



1. Closure of the Share Transfer Books

The Share Transfer Books of the Company will remain closed from August 12th 2025 to August 18th 2025 (both days inclusive). Share transfers received in order at the office of our Share Registrar, 705, 17th Floor, Saima Trade Tower A, I.I. Chundrigar Road, Karachi, will be considered as being in time, to entitle the transferees to attend and vote at the EOGM.

2. Participation in the EOGM via Physical Presence or through Video Conferencing

Members whose names appear in the Register of Members as of August 11th 2025, are entitled to attend and vote at the EOGM. A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend, speak and vote for him/her.

An instrument of proxy applicable for the EOGM is being provided with the Notice sent to Members, attached as Annex-A. Further copies of the instrument of proxy may be obtained from the Registered Office of the Company during normal office hours. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified true copy of such power or authority duly notarized must, to be valid, be deposited through email on info@liven-pharma.com or at the registered address of the Company's Share Registrar, **F.D. Registrar Services SMC (Pvt.) Ltd.** not less than forty-eight (48) hours before the time of EOGM, excluding public holidays.

Members are requested to submit a copy of their Computerized National Identity Card (CNIC) at the registered address of our Share Registrar, **F.D. Registrar Services SMC (Pvt.) Ltd.**

- (i) If members, consent collectively to holding 10% or more shareholding residing at a geographical location, provide their consent to participate in the meeting through video conference, the Company shall arrange the video link facility.
- (ii) Consent shall be provided by the members by filling the following notice and submitting the same to the registered address of the Company, at least ten (10) days prior to the date of the EOGM:

I/We, _____, of _____, being a member of Liven Pharma Limited (the "Company"), holder of _____ ordinary shares as per Registered Folio No. _____, hereby opt for video conference facility at _____.



(iii) Members will be registered, after necessary verification as per the above requirement and will be provided a video-link by the Company via email.

(iv) Only those Members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned in point 'ii' above).

(v) The login facility will remain open from 09:45 a.m. till the end of the EOGM.

(vi) Members can also share their comments / suggestions on the agenda of EOGM by email at info@liven-pharma.com.

3. Guidelines for Central Depository Company of Pakistan Limited ('CDC') Investor Account Holders:

CDC Investor Account Holders will further have to follow the under-mentioned guidelines as laid down in Circular No. 1 dated January 26, 2000, issued by the Securities and Exchange Commission of Pakistan (SECP).

(i) for attending the EOGM:

(a) In case of individuals, the investor account holder or sub-account holder and / or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his / her identity by showing his / her original CNIC or valid passport at the time of attending the EOGM.

(b) In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced at the time of the EOGM.

(ii) for appointing Proxies:

(a) In case of individuals, the investor account holder or sub-account holder and/or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form, attached as Annex-A to this notice.

(b) The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.

(c) Copies of CNIC or the valid passport of the beneficial owners and the proxy shall be furnished with the proxy form.

(d) The proxy shall produce his original CNIC or original valid passport at the time of the Meeting.





(e) In case of a corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted along with proxy form to the Company through email and on the day of the meeting.

4. E-Voting / Postal Ballot:

Pursuant to the Companies (Postal Ballot) Regulations, 2018 read with Sections 143 and 144 of the Companies Act, 2017, Members will be allowed to exercise their right to vote through postal ballot, that is voting by post or electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations. Detailed procedures for voting by postal ballot are provided on the ballot paper, while instructions for electronic voting will be sent to the Members by the Company's Share Registrar.

For the convenience of shareholders, the ballot paper is attached to the Notice as Annex B and will also be made available on the Company's website

5. Conversion of Physical Shares into Book Entry Form:

The SECP through its letter No.CSD/ED/Misc/2016- 639-640 dated March 26, 2021 has advised listed companies to adhere to the provisions of section 72 of the Companies Act, 2017 by replacing physical shares issued by them into book entry form.

The Members of the Company having physical folios / share certificates are requested to convert their shares from physical form into book-entry form as soon as possible. The Members may contact their Broker, CDC Participant or CDC Investor Account Service Provider for assistance in opening a CDS Account and subsequent induction of the physical shares into book-entry form. It would facilitate the Members in many ways including safe custody of shares, avoidance of formalities required for the issuance of duplicate shares etc. For further information and assistance, the Members may contact our Share Registrar M/s. **F.D. Registrar Services SMC (Pvt.) Ltd.**

6. Requirement to Incorporate Email Address and Cell Number:

Members are requested to have their updated email and cell number incorporated in their physical folio with the Share Registrar of the Company and with their Participant or Broker / CDC Investor Account Services for shares held in electronic form.

7. Restriction on Distribution of Gifts to Members:

The SECP, vide Circular No. 2 of 2018 dated February 9, 2018, and S.R.O. 452(I)/2025 dated March 17, 2025, has strictly prohibited companies from offering or distributing gifts, incentives, or any similar benefits (including but not limited to tokens, coupons, meals, or takeaway packages) to Members at or in connection with general meetings. In accordance with Section 185 of the Companies Act, 2017, any non-compliance with these directives constitutes a punishable offence, and companies found in violation may be subject to enforcement actions and penalties



This statement sets out the material facts concerning the special business to be transacted at the Extra Ordinary General Meeting of the Company to be held on August 18th, 2025

The Board of Directors of the Company, through a board resolution dated July 22nd, 2025, have proposed an increase of the Company's authorized capital, in accordance with Section 85(1)(a) of the Companies Act, 2017.

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATIONS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.

The existing share capital of the Company is PKR 1,000,000,000/- (Pak Rupees One Billion Only), divided into 100,000,000 Ordinary Shares with a face value of PKR 10/- (Pak Rupees Ten Only) each.

In order to cater for increase in paid up share capital of the Company in future the authorized share capital of the Company needs to be enhanced.

Accordingly, the Board of Directors has recommended to increase the authorized share capital of the Company from PKR 1,000,000,000/- (Pak Rupees One Billion Only), divided into 100,000,000 ordinary shares of the face value of PKR 10/- (Pak Rupees Ten Only) each, to PKR 1,200,000,000/- (Pak Rupees One Billion Two Hundred Million Only), divided into 120,000,000 ordinary shares of the face value of PKR 10/- (Pak Rupees Ten Only) each.

The new shares proposed to be created shall rank *pari passu* with the existing shares, with no change in the rights and privileges attached thereto.

The proposed increase in the authorized share capital of the Company will also necessitate amendment in Clause V of Memorandum and Article 5 of the Articles of Association of the Company. The Board of Directors has also recommended requisite alterations in the Memorandum and Articles of Association of the Company to reflect increase in authorized share capital of the Company.

REASONS FOR ALTERATION IN AUTHORIZED SHARE CAPITAL

Alteration of authorized share capital is being proposed to enhance the existing authorized capital in order to allow issue of shares in future.

REASONS FOR ALTERATIONS OF MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company is increasing its authorized share capital in order to cater for increase in paid up share capital of the Company as mentioned hereinabove. Consequently, the provisions in the Memorandum and Articles of Association relating to authorized share capital will need to be amended as per below:

MEMORANDUM OF ASSOCIATION	
EXISTING CLAUSE	AMENDED CLAUSE
"The authorized share capital of the company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 100,000,000 (One Hundred Million	"The authorized share capital of the company is Rs. 1,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 120,000,000 (One Hundred and Twenty Million Only)



Only) ordinary shares of Rs. 20/- (Rupees Ten only) each."

ordinary shares of Rs. 10/- (Rupees Ten only) each."

ARTICLES OF ASSOCIATION	
EXISTING CLAUSE	AMENDED CLAUSE
"The authorized share capital of the company is Rs. 1,000,000,000/- (Rupees One Billion only) divided into 500,000,000 (One Hundred Million Only) ordinary shares of Rs. 20/- (Rupees Ten only) each."	"The authorized share capital of the company is Rs. 2,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 220,000,000 (One Hundred and Twenty Million Only) ordinary shares of Rs. 10/- (Rupees Ten only) each."

INTEREST OF DIRECTORS

No directors or Chief Executive of the Company or their relatives have any interest in the proposed alterations of the Memorandum and Articles of Association of the Company // increase in authorized share capital of the Company except in their capacities as directors/Chief Executive/shareholders of the Company

ANNEX - A

FORM OF PROXY

EXTRA-ORDINARY GENERAL MEETING

I/We, _____, son/daughter of Mr. _____, a member of Liven Pharma (Private) Limited (the "Company") and holder of _____, number of shares as per registered folio no. _____, do hereby appoint Mr./Ms. _____, son/daughter of Mr. _____ or failing him/her, Mr./Ms. _____, son/daughter of Mr. _____, who is also a member of the Company vide registered folio no. _____, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on August 18, 2025 at 11:30 A.M. through video-link, and at any adjournments thereof.

IN WITNESS WHEREOF signed on this the __ day of __ 2025

Affix
Revenue
Stamp

Member's Name: _____

WITNESSES:

1. _____

Name: _____
 Address: _____
 CNIC: _____

2. _____

Name: _____
 Address: _____
 CNIC: _____

Notes

1. A member entitled to attend and vote at this meeting may appoint another member as his/her proxy to attend and vote his/her behalf. Proxies in order to be effective must be received at the Registered Office of the Company or Share Registrar not less than 10 days before the meeting.
2. The instrument appointing a proxy, together with Power of Attorney, if any, under which it is signed or a notarial certified copy thereof, should be deposited as instructed above. If a member is a corporation, its common seal should be affixed to the instrument along with the Board of Directors' resolution/power of attorney with specimen signatures.
3. Applicable stamp duty shall be paid/affixed on the proxy form in accordance with the place of execution.
4. Attested copies of CNIC or the Passport of the beneficial owners of the proxy shall be furnished with the proxy form.

LIVEN PHARMA LIMITED Extra Ordinary General Meeting to be Held on 18.08.2025 49 Km Multan Road Lahore.	
BALLOT PAPER	
Folio/CDS Account Number	
Name of Shareholder/Proxy Holder	
Registered Address	
Number of Shares Held	
CNIC/Passport No. (in case of foreigner) (copy to be attached)	
Additional information and enclosures (in case of representative of a corporate body, corporation and federal government)	
Name of Authorized Signatory	
CNIC/Passport No. (in case of foreigner) of Authorized Signatory (copy to be attached)	
<p><i>"IT IS HEREBY RESOLVED that the Authorized Capital of the Company be increased by PKR Rupees 200,000,000/- (Pak Rupees Two Hundred Million Only), to be divided into 20,000,000 ordinary shares of face value of PKR 10/- (Pak Rupees Ten Only) each, thereby increasing the authorized capital from PKR 1,000,000,000 (Pak Rupees One Billion Only) to PKR 1,200,000,000 (Pak Rupees One Billion Two Hundred Million Only). The new shares shall rank parri passu with the existing shares of the Company."</i></p> <p><i>"IT IS HEREBY RESOLVED that Clause V of the Memorandum of Association of the Company is amended to read as follows:</i></p> <p><i>"The authorized share capital of the company is Rs. 1,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 120,000,000 (One Hundred and Twenty Million Only) ordinary shares of Rs. 10/- (Rupees Ten only) each."</i></p> <p><i>"IT IS HEREBY RESOLVED that Article 5 (Division of Capital) of the Articles of Association of the Company is amended to read as follows:</i></p> <p><i>"The authorized share capital of the company is Rs. 1,200,000,000/- (Rupees One Billion Two Hundred Million only) divided into 120,000,000 (One Hundred and Twenty Million Only) ordinary shares of Rs. 10/- (Rupees Ten only) each."</i></p>	
Instructions for Poll 1. Please indicate your vote by ticking (v) the relevant box.	



2. In case both the boxes are marked with a tick (✓), your poll shall be treated as **"Rejected"**.

I/We hereby exercise my/our vote in respect of the above resolution through ballot by conveying my/our assent or dissent to the resolution by placing a tick (✓) in the appropriate box below.

Resolution	I/We assent to the Resolutions (FOR).	I/We dissent from the Resolutions (AGAINST).
Resolution for Agenda Increase in Authorized Capital		

Signature of the Shareholder/Proxy Holder/Authorized Signatory

NOTES/PROCEDURE FOR SUBMISSION OF BALLOT PAPER

1. Copy of CNIC/Passport (in case of foreigner) should be enclosed with the postal ballot form.
2. Signature on postal ballot should match with signature on CNIC/Passport (in case of foreigner).
3. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written ballot paper will be rejected.
4. Postal ballot forms should reach the Chairman of the meeting on or before 13th August, 2025, up till 5:00 p.m. Any postal ballot received after this date and time, will not be considered for voting.

