

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Tuesday, July 19, 2016 at 10:30 a.m. at Faletti's Hotel, 24-Egerton Road, The Mall, Lahore to transact the following business:

1. To confirm the minutes of the Annual General Meeting held on Friday, June 26, 2015;
2. To approve and adopt the annual audited financial statements for the year ended March 31, 2016 together with the Directors' and Auditors' reports thereon;
3. To approve cash dividend @70% (Rs. 7/- per share) for the year ended March 31, 2016 as recommended by the Board of Directors;
4. To appoint Auditors for the next financial year and fix their remuneration.

Special business:

5. To approve remuneration of Chairman & Executive directors for the year 2016-17 and adopt the following resolution:

"Resolved that the remuneration of Chairman (Non-executive Director) amounting to Rs. 27.5 million (2015-16: Rs. 26.5 million), which includes allowances and other benefits as per terms of employment for the year ending March 31, 2017 be and is hereby approved."

"Resolved that the President/CEO will be paid an amount of Rs. 11.5 million (2015-16: Rs. 9.0 million) and one full-time director will be paid an amount of Rs. 6.5 million (2015-16: Rs. 17.0 million) which includes allowances and other benefits as per terms of their employment for the year ending March 31, 2017 be and is hereby approved."
6. To transact any other business with permission of the Chairman.

By order of the Board



(Maqsood ur Rehman Rehmani)

Company Secretary & Vice President (Admin.)

Lahore: June 28, 2016

NOTES:

1. The share transfer books of the company will remain closed from July 09, 2016 to July 19, 2016 (both days inclusive).
2. A member entitled to attend and vote at the Annual General Meeting may appoint another member as a proxy to attend and vote on his/her behalf. The proxy forms must be received at Registered Office of the Company duly stamped, signed and witnessed; not later than 48 hours before the time of the meeting.

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3. Any individual Beneficial Owner of Central Depository Company of Pakistan Ltd. (CDC), entitled to attend and vote at this meeting, must bring his/her CNIC or passport along with CDC account number to prove his/her identity and in case of proxy must enclose attested copy of his/her CNIC or passport. Representatives of corporate members should bring the usual documents required for such purpose.
4. Members are requested to immediately inform company's share registrar "M/s Hameed Majeed Associates, HM-House, 7-Bank Square, Lahore." of any change in their address.
5. Members are requested to provide copy of their CNIC or passport (in case of foreigner) unless it has been provided earlier enabling the company to comply with the relevant laws.

Statement under section 160(1)(b) of the Companies Ordinance 1984;

As per requirements of the new Code of Corporate Governance 2012 and Articles of Association of the Company, approval of Chairman's remuneration is required as 'non-executive director' from shareholders. Further remuneration of two executive directors is also required to be approved by Shareholders. The remuneration of Chairman and executive directors has already been approved by the board of directors in its meeting held on May 16, 2016.

None of the Directors of the Company have any, direct or indirect, interest in the above said special business, except that mentioned therein.