

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Tuesday, July 14, 2020 at 10:30 a.m. to transact the following business. In wake of the outbreak of COVID-19, shareholders are encouraged to attend the meeting online as per the instructions given in notes section:

- To confirm the minutes of the Annual General Meeting held on Thursday, June 27, 2019;
- To approve and adopt the annual audited financial statements for the year ended March 31, 2020 together with the Directors' and Auditors' reports thereon;
- To approve cash dividend @ 10% (Re.1/- per share) for the year ended March 31, 2020 as recommended by the Board of Directors;
- To appoint Auditors for the next financial year and fix their remuneration.

SPECIAL BUSINESS:

- To approve remuneration of Chairman & Executive directors for the year 2020-21 and adopt the following resolution:
 - the remuneration of Chairman for attending Board meetings (Non-executive Director) at Rs. 50.69 million (2019-20: Rs. 45.5 million),
 - the remuneration of the President/CEO at Rs. 17.36 million (2019-20: Rs 14.2 million); and
 - the remuneration of one fulltime director at Rs. 17.37 million (2019-20: Rs 15.5 million).
- To transact any other business with permission of the Chairman.

By order of the Board



Maqsood ur Rehman Rehmani
Company Secretary & Vice President (HR & Admin.)

Lahore: June 22, 2020

NOTES:

- The share transfer books of the company will remain closed from July 06, 2020 to July 14, 2020 (both days inclusive).
- 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.
- 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.
- 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 and 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.

Online Participation in AGM:

In view of the evolving situation on the spread of the COVID-19, the company has decided to conduct the Shareholders' Meeting online in order to protect the wellbeing of the shareholders.

The shareholders will be able to login and participate in the AGM proceedings through their smartphones or computer devices after completing all the formalities required for the verification and identification of the shareholders.

In this regard, shareholders are required to update their valid e-mail addresses with the Share Registrar, latest by July 1, 2020. A detailed procedure shall be communicated through e-mail directly to the shareholders who have provided their valid e-mail IDs and same shall be placed at the Company's website (<https://www.honda.com.pk>) in investor relation section.

The shareholders who have already updated their valid e-mail addresses with the Company or its Share Registrar and are interested to attend AGM may send below information at shares@honda.com.pk for their / their appointed proxy's verification. Such information should be sent from their duly registered valid e-mail address for the registration purposes latest by July 09, 2020.

No	Shareholder Name	CNIC Number	Folio/CDC No	Cell No	Registered Email ID

Statement Under Section 134(3) of the Companies Act 2017

As per requirements of the Articles of Association of the Company, approval of the Chairman's remuneration as 'nonexecutive director' and remuneration of two executive directors is required to be approved by Shareholders. The remuneration of Chairman and executive directors has already been approved by the board of directors in their meeting held on June 02, 2020.

There is no specific interest of the directors in this special resolution, except that mentioned therein.