

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Thursday, April 26, 2018 at 10:30 a.m. at Faletti's Hotel, 24-Egerton Road, Lahore to transact the following business:

- I. To confirm the minutes of the last Annual General Meeting held on Friday, June 23, 2017.
- II. To elect nine Directors, as fixed by the Board of Directors in their meeting dated 23rd January 2018, for a period of three years commencing from May 02, 2018 in accordance with the provisions of section 159 of the Companies Act 2017. The following present directors are retiring:

1. Mr. Yusuf H. Shirazi	2. Mr. Hironobu Yoshimura
3. Mr. Aamir H. Shirazi	4. Mr. Kenichi Matsuo
5. Mr. Akira Murayama	6. Mr. Mashmooma Zehra Majeed
7. Mr. Muhammad Naeem Khan	8. Mr. Satoshi Suzuki
9. Mr. Yasutaka Uda	

All retiring directors shall be eligible to offer themselves for re-election.

Special Business:

- III. To consider and approve the following special resolution:

"Resolved that approval be and is hereby granted to allow Honda Atlas Cars (Pakistan) Limited to transmit the annual audited accounts along with notice of meeting to its shareholders through CD/DVD/USB instead of hard copy at their registered address."

"Further resolved that approval be and is hereby granted to allow Honda Atlas Cars (Pakistan) Limited to transmit the annual audited accounts along with notice of meeting to its shareholders through email instead of hard copy at their registered address."
- IV. To transact any other business with permission of the Chairman.

By order of the Board

April 04, 2018
Lahore

(Maqsood ur Rehman Rehmani)
Vice President & Company Secretary

NOTE:

1. The share transfer books of the company will remain close from April 20, 2018 to April 26, 2018 (both days inclusive).
2. Any member entitled to attend and vote at the Extra Ordinary 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.
3. Any member who seeks to contest the election to the office of Directors shall whether he/she is retiring Director or otherwise, file with the company not later than 14 days before the date of the meeting at which elections are to be held, a notice of his/her intention to offer him/herself for election as Director. Declaration in accordance with the Listing Regulations along with consent to act as Director under section 167 of the Company Act 2017 (the Act) is also to be filed.
4. 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.
5. 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.
6. The shareholders residing in a city and collectively holding at least 10% of the total paid up share capital may demand the company to provide the facility of video-link for participating in the meeting. The demand for video-link facility shall be received by the company at the address given hereinabove at least 7 days prior to the date of the meeting.

Statement under section 166 (3) of the Companies Act, 2017 in respect of Election of Directors

Any person who seeks to contest election to the office of director shall, whether he is a retiring director or otherwise, file with the Company at its Registered Office, 1-Mcleod Road, Lahore, not later than fourteen days before the day of the meeting, the following documents:

- i. Notice of his/her intention to offer himself/herself for election of directors in terms of Section 159(3) of the Act, together with the consent to act as a director in Form 28 prescribed under the Act;
- ii. A detailed profile along with mailing address;
- iii. A director must be a member of the company at the time of filing of consent for contesting election of directors,
- iv. A declaration confirming that:
 - a) He/she is aware of his/her duties and powers under the relevant laws, Memorandum & Articles of Association of Company and listing regulations of Pakistan Stock Exchange Limited.
 - b) He/she is not ineligible to become a director of a listed company under the provisions 153 of the Act and other applicable law, rules and regulations.

Independent Directors will be elected through the process of election of directors in terms of Section 159 of the Act and they shall meet the criteria laid down under Section 166 of the Act.

Statement under section 134(3) the Companies Act 2017;

To give effect to the notification SRO 470(I)2016 of the SECP, shareholder's approval is sought to allow the Company to circulate its Annual Report through CD/DVD/USB to all members. The Company however, shall place on its website a standard request form to enable those members requiring a hardcopy of the Annual Report instead of through CD/DVD/USB, to intimate the Company of their requirement.

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