

HINOPAK MOTORS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Shareholders of Hinopak Motors Limited, "the Company", will be held at the Registered Office of the Company, situated at D-2, S.I.T.E., Manghopir Road, Karachi, on Thursday, November 28, 2019 at 09:30 a.m. for transacting the following business:

ORDINARY BUSINESS

To elect Seven (7) Directors as fixed by the Board of Directors of the Company in accordance with the provisions of Section 159 of the Companies Act, 2017 for a term of three years, commencing from December 03, 2019. The following Directors of the Company will cease to hold office upon the reconstitution of the new Board of Directors:

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|--------------------------------|--------------------------|
| i) Mr. Muhammad Aslam Sanjrani | vi) Mr. Satoshi Sase |
| ii) Mr. Yoshihiko Nanami | vii) Mr. Shuichi Kaneko |
| iii) Mr. Shigeru Tsuchiya | viii) Mr. Koji Nagata |
| iv) Mr. Masahiko Kondo | ix) Mr. Masato Nishihara |
| v) Mr. Mushtaq Malik | |

ANY OTHER BUSINESS

To transact any other business with the permission of the chair.

By order of the Board

Karachi:
November 07, 2019

SYED JUNAID ALI
Company Secretary

Notes:

i. Closure of Share Transfer Books

The Share Transfer Books of the Company will remain closed from November 21, 2019 to November 28, 2019 (both days inclusive). No transfer will be accepted for registration during this period. Transfers received at Share Registrar Office, M/s FAMCO Associates (Pvt.) Limited, at the close of business on November 20, 2019, will be treated in time to attend and vote at the meeting.

ii. Election of Directors

The term of the office of the present Board of Directors of the Company will expire on December 02, 2019. In terms of Section 159(1) of the Companies Act, 2017 ("Act") the Board of Directors has fixed the number of Directors at Seven (7) through circular resolution no. 650/2019 dated October 22, 2019, to be elected in the Extraordinary General Meeting of the Company for a period of next three years. Any person who seeks to contest the election to the office of a Director, whether he/she is a retiring director or otherwise, shall file the following documents with the Company Secretary, at the Registered Office of the Company, located at D-2, S.I.T.E., Manghopir Road, Karachi, not later than 14 days before the date of the Extraordinary General Meeting:

- Notice of his/her intention to offer him/her self for the election to the Office of Director in terms of section 159(3) of the Companies Act, 2017;
- Consent to Act as Director in Form-28, as prescribed under the Companies (General Provisions and Forms) Regulations, 2018;
- A detailed profile along with his/her office address;
- Declaration in respect of being compliant with the requirements of the Listed Companies (Code of Corporate Governance) Regulations, 2019 and the eligibility criteria, as set out in section 153 of the Companies Act, 2017 to act as director or an independent director of a listed company;
- Attested copy of valid CNIC and NTN;
- Independent Director(s) will be elected through the process of election of director in terms of section 159 of the Act and they shall meet the criteria laid down in Section 166 of the Act, and the Companies (Manner and Selection of Independent Directors) Regulations 2018, accordingly the following additional documents are to be submitted by the candidates intending to contest election of directors as an independent director:
 - Declaration by Independent Director(s) under Clause 6(3) of the Listed Companies (Code of Corporate Governance) Regulation 2019;
 - Undertaking on non-judicial stamp paper that he/she meets the requirements of sub-regulation (1) of Regulation 4 of the Companies (Manner and Selection of Independent Directors) Regulations, 2018.

The final list of contesting directors will be circulated not later than seven days before the date of said meeting, in terms of section 159(4). Further, the website of the Company will also be updated with the required information.

iii. For Attending the Meeting

In case of individuals, the Account Holders of sub-account holders and/or the persons whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate their identity by showing original Computerized National Identity Cards (CNIC) or original passport at the time of attending the Meeting.

In case of a corporate entity, the Board of Directors' Resolution/Power of Attorney with the specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of attending the Meeting.

iv. Proxy

A member entitled to attend and vote at this Extraordinary General Meeting is entitled to appoint a Proxy to attend, speak and vote in his/her place at the Meeting. Instrument appointing a proxy must be deposited at the Registered Office of the Company, at least forty-eight hours before the time of the meeting.

To facilitate identification for right to attend the Extraordinary General Meeting, Shareholder whose holdings are on the Central Depository System (CDS) or his/her Proxy should authenticate his/her identity by showing his/her original CNIC or original Passport at the time of attending the meeting; along with the Participant's Identity Number and Shareholder's account number allocated by the Central Depository Company.

In case of corporate entity, the Board of Directors' Resolution/Power of Attorney with the specimen signature of the nominee shall be produced at the time of the meeting.

v. Postal Ballot

Pursuant to Companies (Postal Ballot) Regulations 2018, for the purpose of election of directors, where in case number of contestants are more than the number of directors to be elected, members will be allowed to exercise their right to vote through postal ballot, that is voting by post in accordance with the requirements and procedures contained in the aforesaid Regulations.

vi. Video-link Facility to Members

If the Company receives consent from the members holding at least 10% shareholding residing in a city, to participate in the meeting through video-link at least 07 days prior to the date of the meeting, the Company will arrange facility of video-link in that city, subject to availability of such facility in that city.

To avail this facility please provide the following information to our Share Registrar M/s FAMCO Associates (Pvt.) Limited.

I/We, _____ of _____, being a member of Hinopak Motors Limited, holder of _____ ordinary share(s) as per Registered Folio/CDC Account No. _____ hereby opt for video conference facility at _____.

Signature of Member(s)

