

Notice of Annual General Meeting

Notice is hereby given that 14th Annual General Meeting of shareholders of Honda Atlas Cars (Pakistan) Limited will be held on Wednesday, May 31, 2006 at 02:30 p.m. at Pearl Continental Hotel, Shahrah-e-Quaid-e-Azam, Lahore to transact the following business:

1. To confirm the minutes of the Extra Ordinary General Meeting held on April 28, 2006.
2. To receive, approve and adopt the audited accounts for the year ended March 31, 2006 together with the Directors' and Auditors' reports thereon.
3. To approve issue of 70% bonus shares for the year ended March 31, 2006 as recommended by the Board of Directors.

Ordinary Business

To consider and if thought fit, to pass the following resolutions as ordinary business with or without modification:

“Resolved that a sum of Rs. 294,000,000 out of the profit available for appropriations as at March 31, 2006 be capitalize and be applied for the issue of 29,400,000 ordinary shares of Rs. 10/- each allotted as fully paid bonus shares to the members whose names appear in the register of members as at close of business on May 20, 2006 in the proportion of 70 shares for every 100 shares.

These bonus shares shall rank pari passu with the existing shares in all respects.

The members entitled to a fraction of a share shall be given sale proceeds of their fractional entitlement, for which purpose the fraction shall be consolidated into whole shares and sold in the stock market.”

“Further resolved that directors and company secretary be and are hereby authorized and empowered to give effect to this resolution and to do or cause to be done all acts, deeds and things that may be necessary or required for the issue, allotment and distribution of bonus shares.”

4. To appoint Auditors for the next financial year and fix their remuneration.
5. To transact any other business with permission of the Chairman.

By order of the Board



(Sardar Abid Ali Khan)

Vice President & Company Secretary

May 10, 2006
Lahore.

Notes:

1. The share transfer books of the company will remain close from May 21, 2006 to May 31, 2006 (both days inclusive).
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another member as a proxy and vote on his/her behalf. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. Any individual Beneficial Owner of CDC, entitled to attend and vote at this meeting, must bring his/her NIC or passport to prove his/her identity and in case of Proxy must enclose an attested copy of his/her NIC or passport. Representatives of corporate members should bring the usual documents required for such purpose.
4. The shareholders are requested to notify the company immediately of the change in address, if any.

