

HINOPAK MOTORS LIMITED DIRECTORS' AND SENIOR MANAGEMENT REMUNERATION POLICY

This document sets out Hinopak Motors Limited's policy in respect to remuneration paid to its Directors and Senior Management personnel. The remuneration policy reflects the interests of the shareholders and the company, taking into consideration any specific matters, including the assignments and the responsibility undertaken.

OBJECTIVE

The objective of the remuneration policy is:

- a) to create a remuneration structure that will allow HPML to attract, reward and retain qualified Directors and Senior Management personnel who will lead the company in achieving its strategic objectives.
- b) to provide and motivate the Directors and Senior Management personnel with a balanced and competitive remuneration.

A) EXECUTIVE DIRECTORS

Remuneration of executive directors is set at the time of appointment of each director by the board of directors through resolution. The initial terms are also defined in appointment letter of each director. Such remuneration is revised periodically by the Board in board meeting / circular resolution. Executive directors are also entitled for all benefits according to their respective employment grade as are defined in the Company's general employment policies. However, executive foreign directors are not entitled for post-retirement benefits.

B) NON-EXECUTIVE DIRECTORS

Non-executive Pakistani directors are not entitled for any remuneration except:

- Fee for attending the Board and / or other committees' meetings as approved and amended by the Board of director's through circular resolution(s) time to time.
- Chairman of the board of director is also entitled for consultancy fee by whatever name called, as originally approved and decided in pursuance of consultancy agreement and revised / amended by the Board periodically through consensus in board meetings / circular resolutions.

Non-executive foreign directors are not entitled for any remuneration including fee for attending board and / or other committees' meetings. However, the board may decide through resolution or otherwise to pay to such directors any fees or remuneration by whatever name called including the reimbursement of any expenses.

C) SENIOR MANAGEMENT

Remuneration of the Senior Management is decided at the time of his / her appointment ensuring that the remuneration is in line with the market conditions. The Senior management are entitled for all benefits as per their respective employment grades as are defined in the Company's general employment policies. Such remuneration is revised periodically by the board in board meeting / circular resolution.

Provided that despite anything contained in the aforementioned policy, the board of directors has every right to grant remuneration and / or benefit as they deemed fit.