JOHNSON ELECTRIC HOLDINGS LIMITED



Interim Results



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January 2016

Group Overview

Key Financial Highlights

Operational Results

Stackpole Acquisition

Outlook

Appendix



JOHNSON ELECTRIC GROUP OVERVIEW

Johnson Electric is the global leader in custom designed motion subsystems, including motors, solenoids, switches and flexible interconnects. We serve a broad range of industry segments including automotive, building automation and security, business machines, security and aerospace, food and beverage equipment, home technologies, HVAC, industrial equipment, medical devices, personal care, power equipments and power tools.

Established in 1959, Johnson Electric designs and produces custom motion solutions throughout the world for use in a broad range of product applications. Innovation centers are located in Hong Kong, China, Switzerland, Germany, Italy, Israel, Japan and the UK and the USA. Total global headcount including contract staff stands at approximately 34,500 people.

The annual production capacity are over one billion motor and actuators and manufactures products in more than a dozen countries on four continents.

Johnson Electric has been listed on The Stock Exchange of Hong Kong Limited since 1984.



COMPANY VISION AND BRAND PROMISE



Company Vision

To be the world's <u>definitive</u> provider of

innovative and reliable motion systems

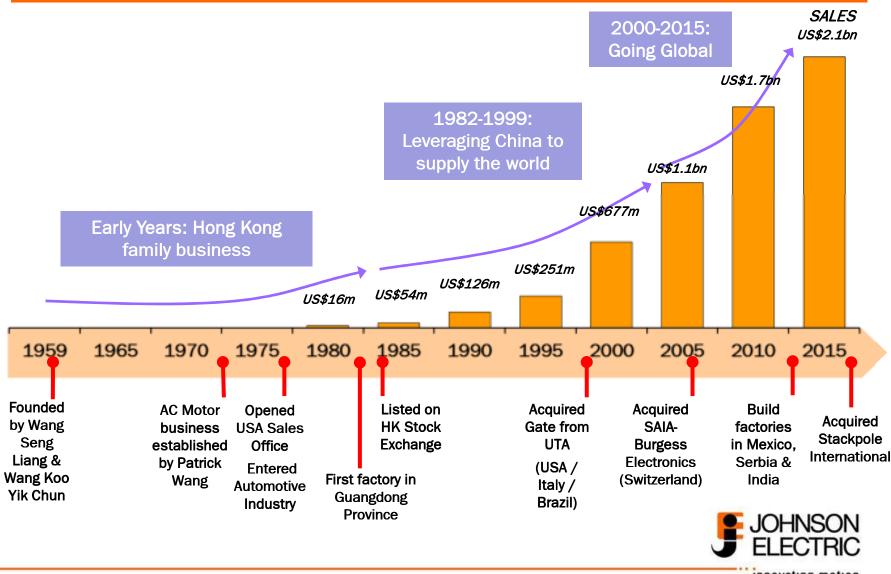
Brand Promise

"Technology Leadership" "The Safe Choice"

e Safe Choice"

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KEY MILESTONES 1959 – 2015



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APG APPLICATIONS



IPG APPLICATIONS





Medical Devices Smart Meters



Circuit Breakers



Lawn & Garden



Personal Care



Power Sports



HVAC





Business Machines



Digital Security



Home Technologies



Food & Beverages



Industrial Equipment





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Optronics

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HIGHLIGHTS

- Group sales US\$1,022 million down 5% compared to the first half of prior financial year. Excluding currency effects, sales increased by 2%
- ✓ *EBITDA* US\$163 million or *16.0%* of sales (15.9% in prior year)
- ✓ *Operating margin* **11.2%** (11.6% in prior year)
- ✓ *Net profit attributable to shareholders down 11%* to US\$98 million
- ✓ Total debt to capital ratio of 13% and cash reserves of US\$678 million
- Interim dividend increased by 7% to 15 HK Cents per share (1.92 US Cents per share)
- Acquisition of Stackpole International completed on 27th October 2015



FINANCIAL HIGHLIGHTS

	First half of	First half of
US\$ million	FY2015/16	FY2014/15
		· · ·
Sales	1,022.4	1,079.6
Gross profit	282.3	326.0
Gross margin	27.6%	30.2%
Profit attributable to shareholders	97.8	109.3
Diluted earnings per share (US Cents)	11.12	12.12
EBITDA ¹	163.2	171.8
EBITDA margin	16.0%	15.9%
Free cash flow from operations ²	16.6	83.4
US\$ million	30 Sep 2015	31 Mar 2015
Cash	677.6	773.2
Total debt ³	286.6	291.3
Net cash (cash - total debt)	391.0	481.9
Enterprise value ⁴	2,477.6	2,589.3
Enterprise value to EBITDA ⁵	7.6	7.7
Credit Quality - Financial Ratios ⁵	30 Sep 2015	31 Mar 2015
Free cash flow from operations 2 to total debt	31%	53%
Total debt to EBITDA	0.9	0.9

1. Earnings before interest, tax, depreciation and amortisation

2. Net cash generated from operating activities plus net interest received, less capital expenditure (net of proceeds from disposal of fixed assets) and capitalisation of engineering development costs.

3. Total debt calculated as borrowings plus convertible bonds

4. Enterprise value calculated as market capitalisation plus non-controlling interests plus total debt less cash

5. EBITDA and free cash flow from operations were annualised using the last twelve months' results

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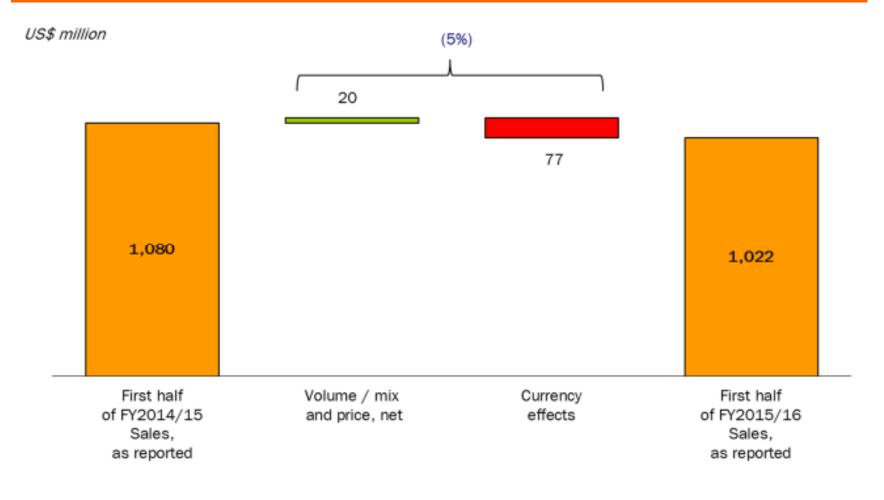


PROFITABILITY REVIEW 1H FY2015/16 *vs.* 1H FY2014/15

US\$ million	First half of FY2015/16	First half of FY2014/15	Increase/ (decrease) in profit
Sales	1,022.4	1,079.6	(57.2)
Gross profit <i>Gross margin %</i>	282.3 <i>27.6%</i>	326.0 <i>30.2%</i>	(43.7)
Other income and gains, net Selling and administrative expenses ("S&A") <i>S&A %</i>	14.0 (181.4) <i>17.7%</i>	7.5 (208.5) <i>19.3%</i>	6.5 27.1
Operating profit <i>Operating profit margin %</i>	114.9 <i>11.2%</i>	125.0 <i>11.6%</i>	(10.1)
Net interest (expense) / income Share of profit of associate	(0.3) 0.5	3.2 0.4	(3.5) 0.1
Profit before income tax <i>Income tax expense</i> Effective tax rate	115.1 <i>(13.0)</i> 11.3%	128.6 <i>(15.0)</i> 11.7%	(13.5) <i>2.0</i>
Profit for the period Non-controlling interests	102.1 (4.3)	113.6 (4.3)	(11.5) -
Profit attributable to shareholders	97.8	109.3	(11.5)



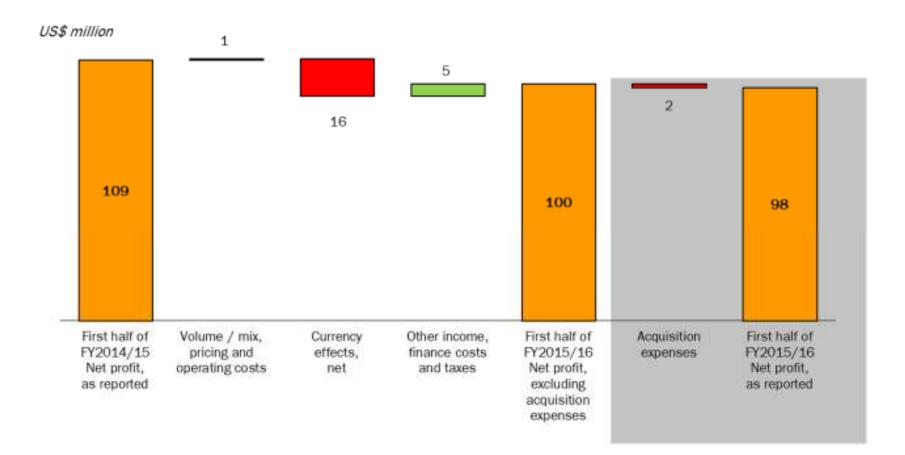
SALES CHANGES 1H FY2015/16 *vs.* 1H FY2014/15



Note: Numbers do not add across due to the effect of rounding



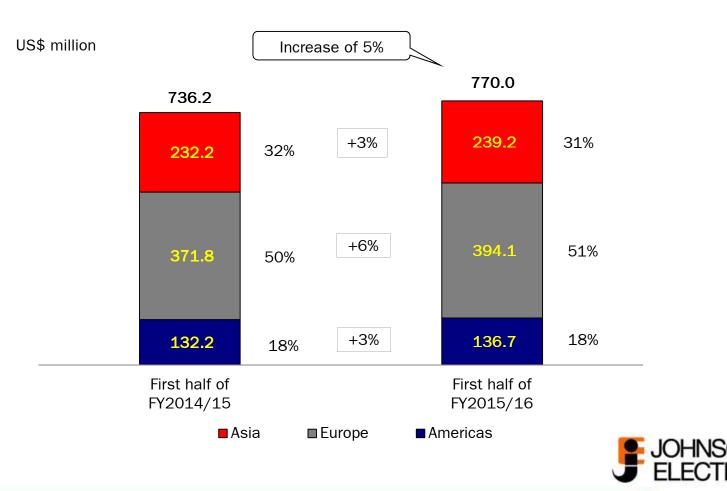
CHANGES IN PROFIT ATTRIBUTABLE TO SHAREHOLDERS



Note: Numbers do not add across due to the effect of rounding



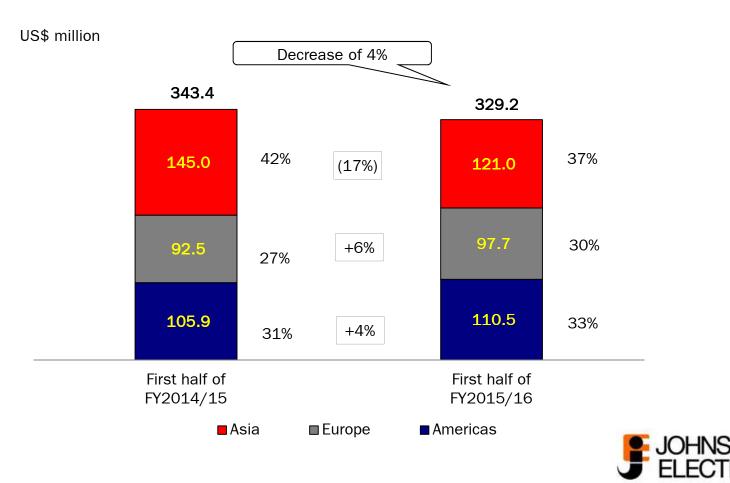
GROUP SALES BY BUSINESS - APG



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APG Sales at Constant Exchange Rates

GROUP SALES BY BUSINESS - IPG



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IPG Sales at Constant Exchange Rates

ANALYSIS OF CASH FLOW

US\$ million	First half of FY2015/16	First half of FY2014/15	Change
Operating profit	114.9	125.0	(10.1)
Depreciation and amortisation	48.3	46.8	1.5
EBITDA	163.2	171.8	(8.6)
Other non-cash items in profit before taxes	(2.4)	1.4	(3.8)
Working capital changes	(60.8)	(14.6)	(46.2)
Interest paid	(1.7)	(0.8)	(0.9)
Income taxes paid	(20.6)	(19.6)	(1.0)
Net cash generated from operating activities	77.7	138.2	(60.5)
Capital expenditure, net of subsidies	(77.7)	(58.7)	(19.0)
Proceeds from disposal of fixed assets	15.1	0.3	14.8
Capitalisation of engineering development costs	(2.5)	(3.8)	1.3
Interest received	4.0	7.4	(3.4)
Free cash flow from operations	16.6	83.4	(66.8)



OTHER CASH FLOWS

	First half of	First half of	
US\$ million	FY2015/16	FY2014/15	Change
Free cash flow from operations	16.6	83.4	(66.8)
Acquisition	(2.0)	(9.2)	7.2
Other investing activities	(42.8)	0.8	(43.6)
Dividends paid	(37.8)	(38.8)	1.0
Purchase of shares held for incentive share schemes	(21.6)	(31.1)	9.5
Purchase of shares for cancellation of issued capital	-	(18.2)	18.2
Total cash flow (excluding changes in borrowings and currency effects)	(87.6)	(13.1)	(74.5)
Net repayment of borrowings	(9.1)	(3.2)	(5.9)
Proceeds from issuance of convertible bonds, net of transaction costs	-	197.3	(197.3)
Net movement in cash, excluding currency effects	(96.7)	181.0	(277.7)
Exchange gains / (losses) on cash	1.1	(15.0)	16.1
Net movement in cash	(95.6)	166.0	(261.6)

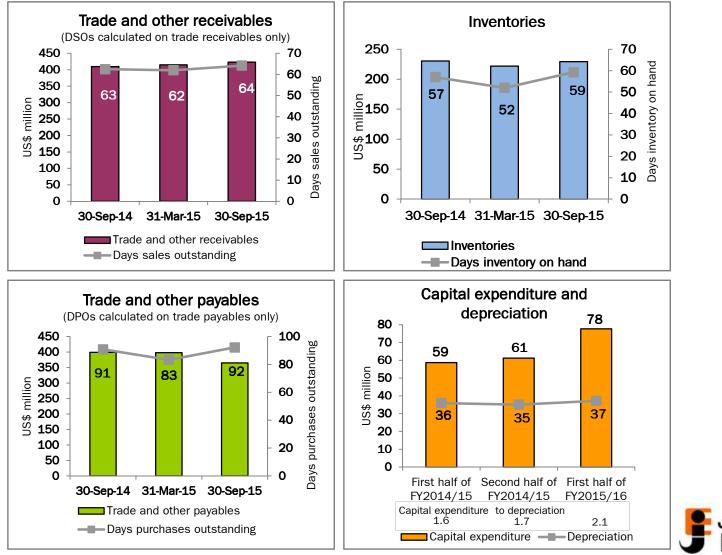


DIVIDENDS & SHARES

- Interim dividend increased by 7% to 15 HK Cents per share for FY2015/16 compared to 14 HK Cents paid for FY2014/15
- No purchases of shares for cancellation in the first half of FY2015/16



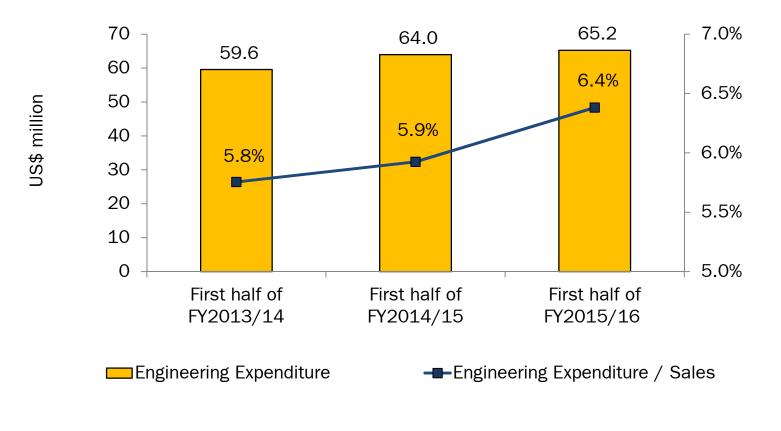
WORKING CAPITAL & CAPEX





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ENGINEERING EXPENDITURE





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Transaction Summary

- Acquisition of Stackpole International, a leading supplier of engine and transmission pumps and powder metal components, primarily for automotive
- Purchase Consideration: ~C\$870M
 - Total Enterprise Value of C\$800M
 - EV/Normalized EBITDA in 2014: 9.8-9.9x
 - Purchase Price is subject to post-closing adjustments including working capital and transaction expenses
- Financing: funded by JE's cash reserves and existing revolving credit facilities
- Transaction was completed on the 27th October 2015
- Excluding one-time transaction costs, estimated to be C\$20M, we expect the acquisition to be earnings enhancing for the Group in FY2015/16



Transaction Rationale

JE has identified significant opportunities in Electric Pump market

- Demand for increased fuel efficiency and the associated shift to electrical components in vehicle systems have been driving the rapid growth in automotive pumps – particularly in engine and transmission applications
- With the addition of pump capabilities, JE will be able to offer integrated motor-pump solutions that are compact, light-weight and leak-proof. Significant cost synergies can be obtained

Stackpole presents a perfect fit to JE's strategy for automotive

- A leading player in engine and transmission pumps, especially in North America, with established OEM relationships
- A vertically integrated player with powder metals capability, which is crucial to differentiation of pumps and other JE products
- Helps balance JE's regional footprint to take advantage of the growth of automotive industry in North America







Overview of Stackpole

- Headquarters: Ontario, Canada
- Founded: 1906
- Key Products: Engine and Transmission Pumps
- Locations: Canada, Turkey & China
- Sales: C\$ 487M (Year 2014)
- **Employees:** ~2,500







Why Stackpole?

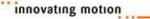
- A leading player in pumps and powder metals, differentiated by proprietary technologies
 - Pioneer of variable vane pumps
 - Global leader in precision powder metal parts
- Relentless drive for fuel efficiency in the automotive industry will continue to drive demand for Stackpole's products
 - Both product lines of Stackpole pumps and powder metal parts contribute to fuel efficiency
- High revenue visibility with longevity of powertrain platforms
 - New business / successor business booked through to 2025-2027
- Manufacturing footprint is well positioned for global growth



A Leading Player in Pumps & Powder Metals

Stackpole is a leading player in pumps and powder metals. It is differentiated by know-how in pump design and powder metal manufacturing processes

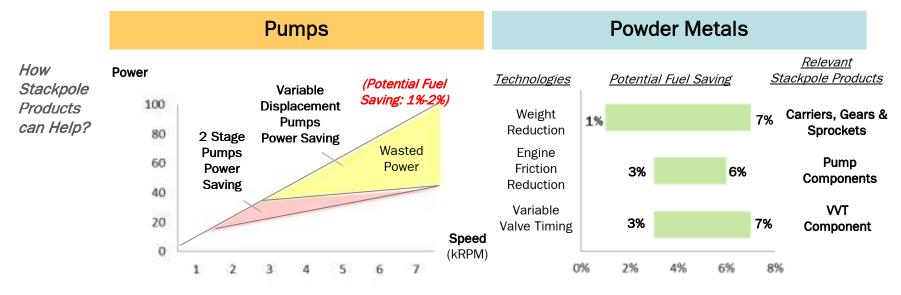
	Pumps (57% of Total Sales)		Powder Metals (43% of Total Sales)		
Key Products		St.			
	Engine Oil Transmission Oil	Vacuum	Carriers	Clutch	Gears &
	Pumps Pumps	Pumps		Components	Sprockets
Market Position	One of the leading oil pump manufacturer in North America and Europe		One of the leading powder metals manufacturer focusing in automotive industry of North America		
Stackpole's Differentiation	 The pioneer of the fuel-efficient variable vane pump more than 20 years ago Over 25 million units installed globally, far in excess of any other supplier 		 Proprietary technologies and processes that underpin a portfolio of highly complex, non-commoditized products 		
			 Relied upon 	material	
	 In-depth product know-how in noise, vibration and harshness, hydraulic and durability performance 		process design and production capability		
			 Offers leading, value-added finishing capabilities 		
				💽 J	OHNSON



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Contribution to Fuel Efficiency

Relentless drive for fuel efficiency in the automotive industry will continue to drive demand for Stackpole's products



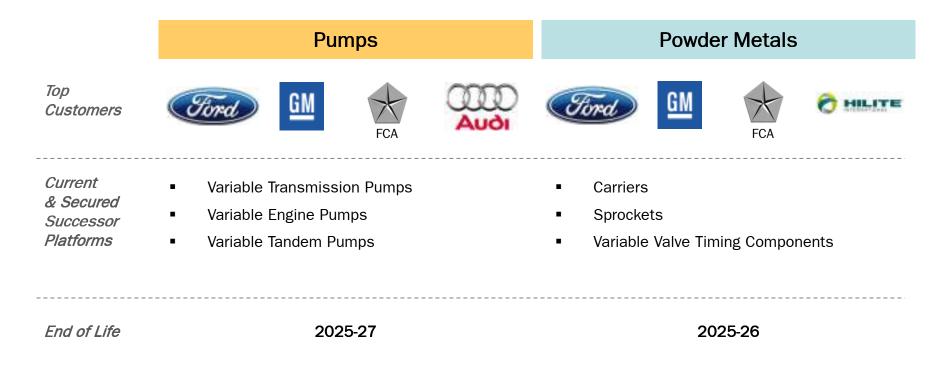
- Variable Displacement Pumps: Enable the engine displacement and the flow rate of oil to be controlled. This saves on wasted energy and power to reduce fuel consumption
- Carriers, gears & sprockets: Reduce mass relative to conventional cast iron parts
- Pump components: Optimize engine and transmission oil pump performance
- VVT components: Enable increased performance for the same engine displacement



1 Variable Valve Timing Source: Roland Berger, JE Analysis

Longevity of Powertrain Platforms

Powertrain platforms typically last 8 to 12 years: Stackpole's business is booked for periods beyond 2025

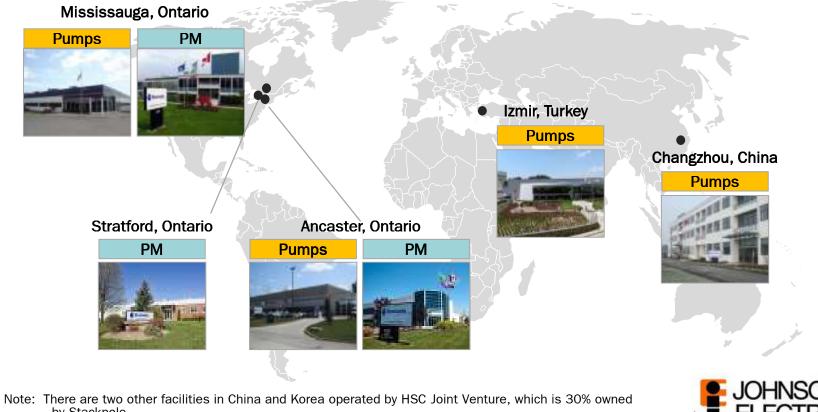




Operating Footprint

Manufacturing footprint is well positioned for global growth

Geographic Footprint



by Stackpole

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Transaction Rationale

Stackpole will be a key element to JE's strategy for automotive business

1

Access to the sizable and rapidly growing electric oil pump market enabled by electrification of vehicle systems

2

Ability to offer integrated motor-pump solutions that are compact, light-weight and leak-proof. Significant cost synergies can be obtained

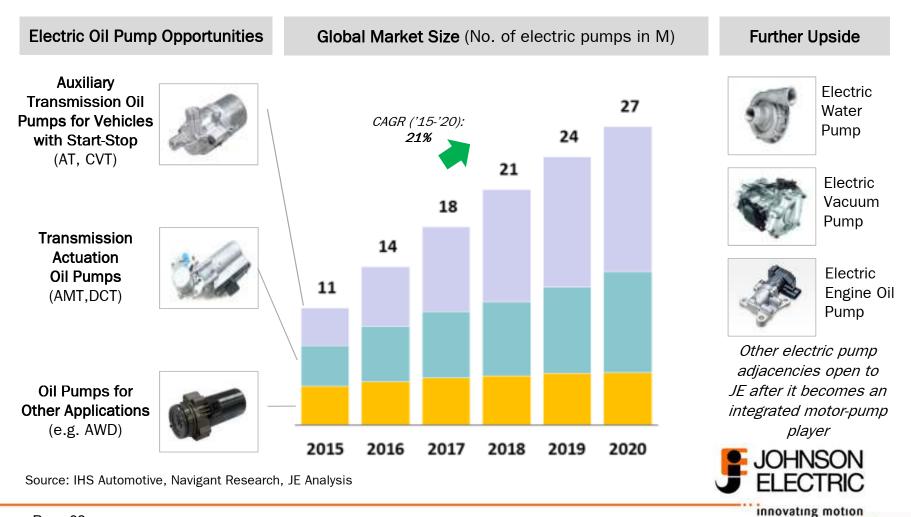
3

Balancing JE's regional footprint to take advantage of the growth of automotive industry in North America



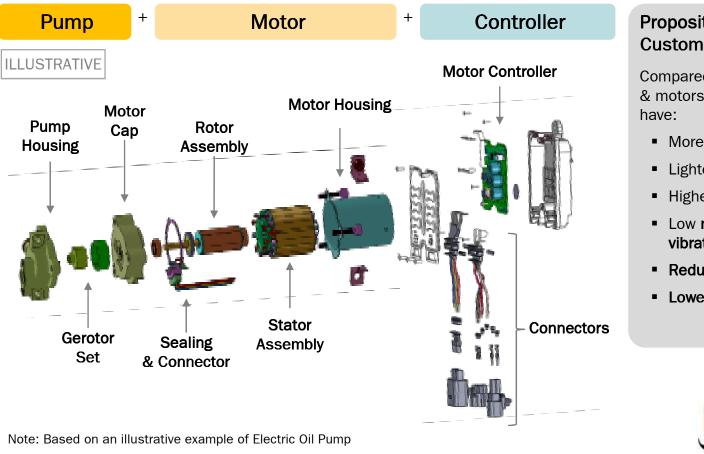
¹ Access to the attractive Electric Oil Pump segment

An acquisition in oil pump segment will offer JE access to a rapidly developing market for electric pumps for both transmission and driveline applications



"Motor-Pump" as a More Compelling Proposition

An integrated "motor-pump" module is a more compelling product offering than separately sourced and manufactured pumps and motors



Proposition to Customers:

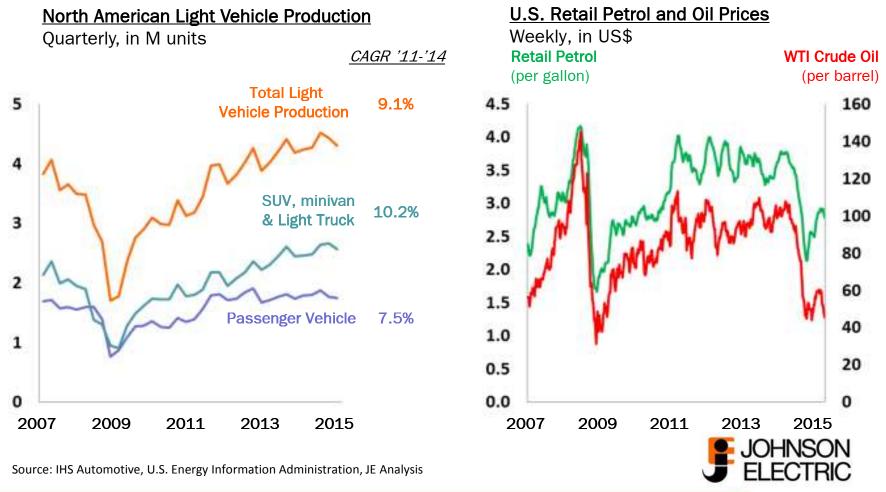
Compared to separate pumps & motors, integrated modules

- More compact designs
- Lighter weight
- Higher efficiency
- Low noise and low vibration
- Reduced leaks
- Lower costs



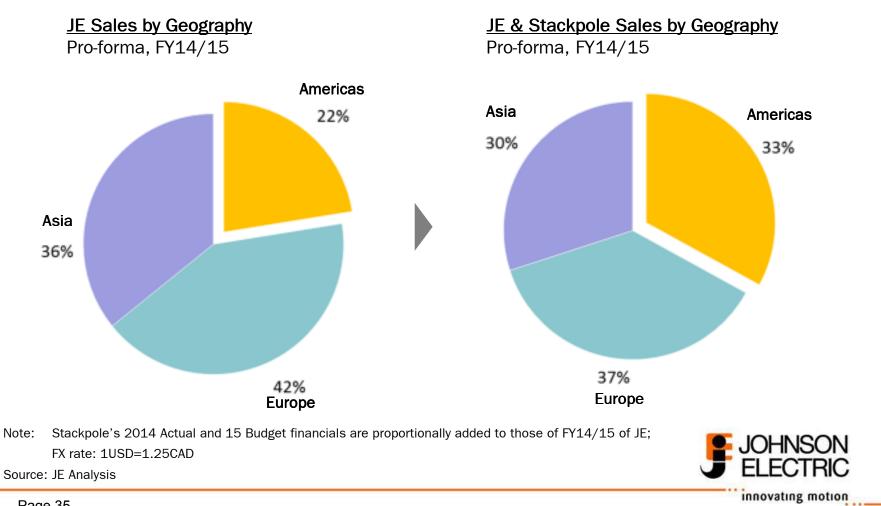
Benefiting from US Automotive Industry Growth

With Stackpole, JE will be well-positioned to benefit from the thriving automotive industry in North America which has been boosted by recent low gasoline prices



A More Balanced Business Portfolio

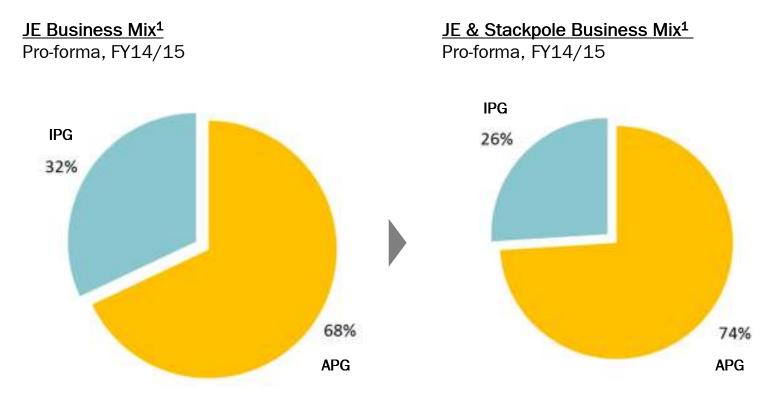
As a result of the transaction, JE's business will be more balanced geographically



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Implications to Johnson Electric Group

As a result of the transaction, Automotive Products Group will account for approximately three quarters of the JE's total revenue



1 APG stands for Automotive Products Group; IPG stands for Industry Products Group

Note: Stackpole's 2014 Actual and 15 Budget financials are proportionally added to those of FY14/15 of JE;

FX rate: 1USD=1.25CAD

Source: JE Analysis



STACKPOLE – Historical Financial Summary

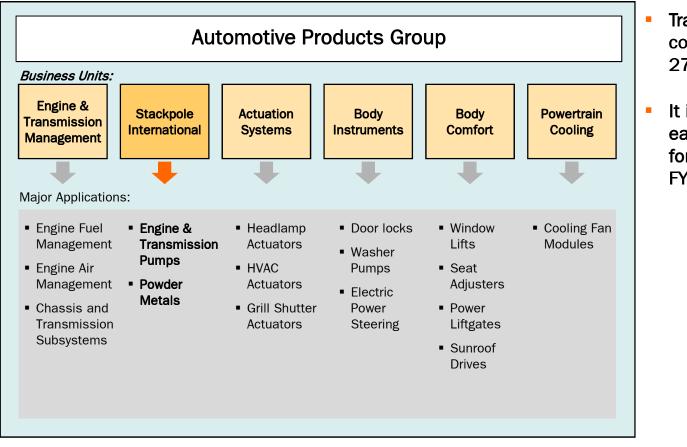
C\$ million	FYE 31 Dec 2014	FYE 31 Dec 2013
Sales* (Excluding HSC Joint Venture)	486.8	464.7
Normalised EBITDA (including HSC Joint Venture)	81.8	94.3
Normalised EBITDA margin	16.8%	20.3%
Reported (loss) / profit before taxation and extraordinary items	(0.8)	25.8
Net profit after taxation and extraordinary items	0.3	16.9
Net profit margin	0.1%	3.6%
Net assets	152.7	154.2

* In FYE 31 December 2014, North America sales by destination accounted for approximately 80% of revenue of Stackpole International (excluding sales of HSC Joint Venture).



Implications to Johnson Electric Group

Stackpole will be a key addition to JE's Automotive Products Group



- Transaction has completed on the 27th October 2015
- It is expected to be earnings enhancing for the Group in FY2016/17



Focus of Integration

- Joint New Product Development and Sales
 - A dedicated joint team, based in Canada, will be set up to accelerate new product development and sales opportunities in motor-pumps
- Expanded Commitment to R&D
- Retention of Senior Management Team
- Realizing Potential Synergies
 - Primarily from motor-pump integration
 - Supply chain and logistics



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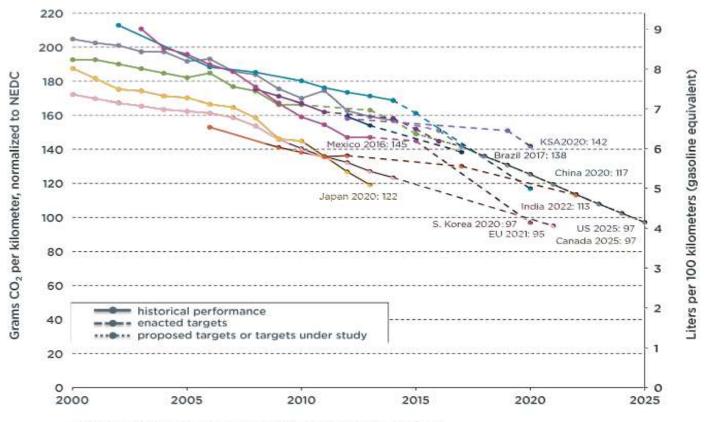
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TRENDS IN AUTOMOTIVE – EMISSIONS

Passenger car CO₂ emissions and fuel consumption, normalized to NEDC



^{*} Note that Japan has already exceeded its 2020 statutory target, as of 2013.

Source: International Council on Clean Transportation - Sep 2015 http://www.theicct.org/global-pv-standards-chart-library

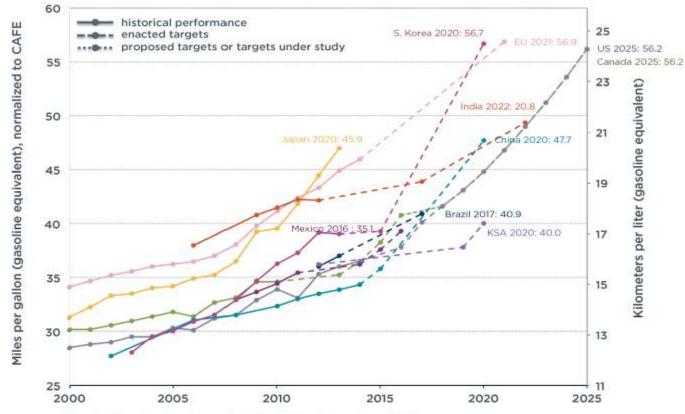


STRATEGY AND OUTLOOK

- Address the key underlying trends driving long-term consumer demand, including:
 - more emissions reduction
 - more fuel efficiency
 - ever better health and safety
 - increased mobility and controllability
- Aggressively expand our global operating footprint for:
 - greater customer responsiveness
 - reduced exposure to foreign currency volatility and single country risk
- Continue to:
 - improve efficiency and eliminate waste from our operations
 - invest in building a team of people committed to making our customers successful and growing a world-class company
- Sales expected to be broadly similar to the first half, with the weak Euro and slowdown in China's economy exerting pressure on both top and bottom lines
- Stackpole acquisition
 - Full year results will include five month contribution and one-time transaction expenses
 - Expect positive, meaningful impact on Group's earnings over time

TRENDS IN AUTOMOTIVE – FUEL ECONOMY

Passenger car miles per gallon, normalized to CAFE



^{*} Note that Japan has already exceeded its 2020 statutory target, as of 2013.

Source: International Council on Clean Transportation - Sep 2015 http://www.theicct.org/global-pv-standards-chart-library



GROWING PRODUCTS - APG

Fuel Economy

- Steering System
- Engine Management









Variable Geometry Turbocharger Motors

Emission Control

Engine
 Management



Valve Actuators for Automotive Coolant & Refrigerant Circuits

Dosing Solutions for Diesel Exhaust Fluid (DEF)

Safety

- Chassis
 Braking
- Lighting Adjustments



Motion & Control Solutions for Lighting Applications





Highest Power Density ESC Motors

TRENDS IN IPG

- Key growth areas in IPG include:
 - Robotic applications
 - Medical device applications
 - Lawn & garden applications
 - Smart meters and building automation (energy efficiency)
 - Recreation



GROWING PRODUCTS - IPG

Smart Meters – MARKET LEADER – [Gas] Highest intrinsic safety & reliability against gas impurities; Extended battery life; Lowest pressure drop for grid Efficiency. [Electricity] Low power, resistance and self heating design; Fail safe



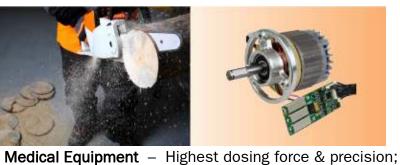
Professional Gardening & Power Tools - INDUSTRY LEADER - High power density & efficiency; Light weight; Low noise and vibration; Integrated motor controller; Highly reliable



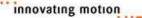
Robotic Machines - Lowest Noise; Highest efficiency & torque; Longest operation life cycle



Light weight; Compact size; Low power consumption







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GLOBAL SALES & SUPPORT OFFICES & ENGINEERING CENTERS

- Argentina
- Austria
- Belgium
- Brazil
- China
- France
- Germany
- Hong Kong
- India
- Italy
- Israel
- 🕨 Japan
- Korea
- Netherlands
- Singapore
- Switzerland
- UK
- USA



WORLDWIDE MANUFACTURING





APPENDIX: NEW PRODUCTS



IPG – ON/OFF DIVERTER VALVE FOR BOILER

IPG – MINIATURE MICROSWITCH FOR HOME APPLIANCES

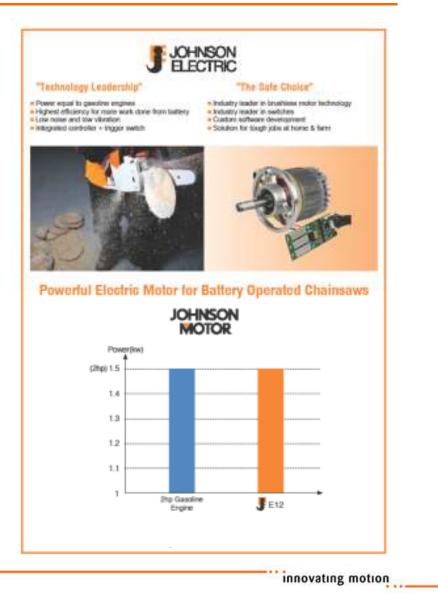


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IPG – IMPACT DRIVER POWER MOTORS

IPG – ELECTRIC MOTOR FOR BATTERY OPERATED CHAINSAWS





IPG – GAS SHUT-OFF VALVES FOR SMART METERS

IPG – DISHWASHER HEATER CIRCULATION PUMPS



IPG – CIRCULATOR PUMP FOR CONDENSING BOILERS

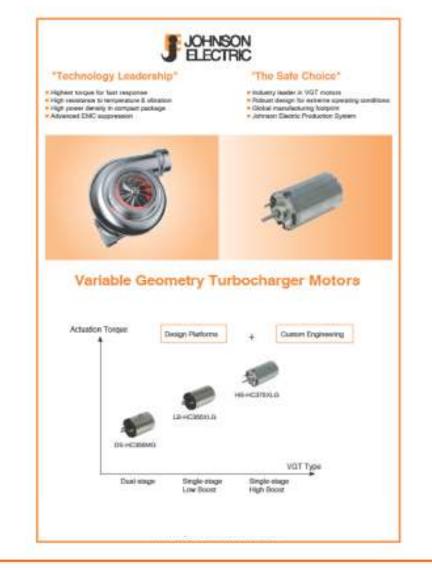
APG – ALL WHEEL DRIVE SOLUTIONS

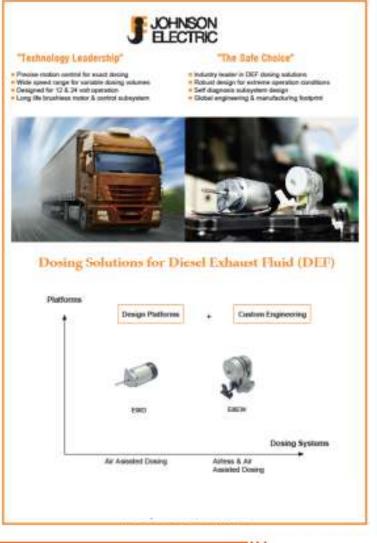




APG – VARIABLE GEOMETRY TURBOCHARGER MOTORS

APG – DOSING SOLUTIONS FOR DIESEL EXHAUST FLUID





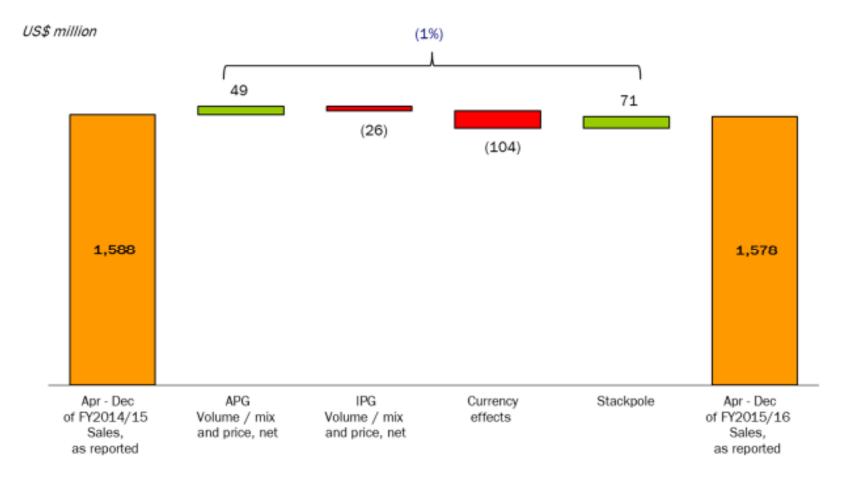
SALES SUMMARY

Reported Sales (9 months) April 1 – December 31

US\$ million	FY2015/16	FY2014/15
APG	1,046	1,087
Stackpole <i>(starting from 27th Oct 2015)</i>	71	-
APG with Stackpole	1,117	1,087
IPG	461	501
JE Group	1,578	1,588



SALES CHANGES FOR 9 MONTHS YTD DEC 2015 *vs.* YTD DEC 2014





SALES GROWTH BY REGION - APG

Sales Growth/(Decline) % Excluding Stackpole and Currency Effect

	Asia	Europe	America	TOTAL
Q3	5.1%	4.5%	3.0%	4.4%
Q2	(7.6%)	7.7%	5.2%	2.3%
Q1	13.9%	4.5%	1.6%	6.8%
Q4	11.7%	1.1%	(7.4%)	2.8%
Q3	11.8%	6.9%	(5.3%)	6.1%
Q2	13.4%	4.8%	(11.6%)	3.9%
Q1	12.1%	6.4%	(7.0%)	5.3%
Q4	1.9%	13.6%	(1.8%)	6.7%
Q3	20.2%	13.4%	(1.3%)	12.0%
Q2	2.1%	9.2%	3.0%	5.6%
Q1	(3.6%)	5.8%	3.1%	2.3%
	Q1 Q4 Q3 Q2 Q1 Q4 Q3 Q2 Q2	Q3 5.1% Q2 (7.6%) Q1 13.9% Q4 11.7% Q3 11.8% Q2 13.4% Q1 12.1% Q4 1.9% Q3 20.2% Q2 2.1%	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$



SALES GROWTH BY REGION - IPG

Sales Growth/(Decline) % Excluding Stackpole and Currency Effect

IPG		Asia	Europe	America	TOTAL
		(
FY2015/16	Q3	(17.2%)	6.0%	(5.2%)	(7.3%)
	Q2	(12.2%)	0.5%	1.4%	(4.5%)
	Q1	(20.9%)	10.7%	7.2%	(3.8%)
FY2014/15	Q4	4.1%	6.9%	13.7%	7.9%
	Q3	(10.3%)	5.9%	19.8%	2.6%
	Q2	(10.2%)	5.3%	16.2%	0.9%
	Q1	3.5%	4.0%	0.4%	2.7%
FY2013/14	Q4	2.7%	1.2%	1.3%	1.8%
	Q3	1.1%	(12.9%)	(1.6%)	(3.5%)
	Q2	(8.6%)	(10.9%)	2.7%	(6.4%)
	Q1	(11.4%)	(10.2%)	(0.7%)	(8.0%)



DISCLAIMER

This presentation contains certain forward looking statements with respect to the financial condition, results of operations and business of Johnson Electric and certain plans and objectives of the management of Johnson Electric.

Words such as "outlook", "expects", "anticipates", "intends", "plans", "believes", "estimates", "projects", variations of such words and similar expressions are intended to identify such forward-looking statements. Such forward looking statements involve known and unknown risk, uncertainties and other factors which may cause the actual results or performance of Johnson Electric to be materially different from any future results or performance expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding Johnson Electric's present and future business strategies and the political and economic environment in which Johnson Electric will operate in the future.

