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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

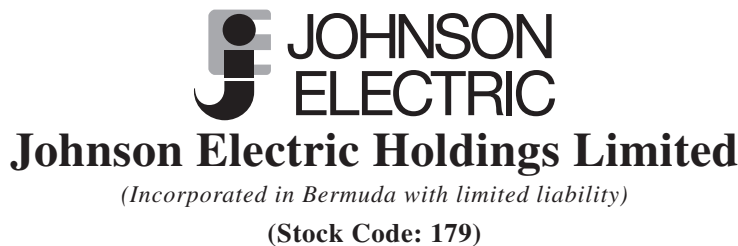
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Johnson Electric Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO BUY BACK SHARES AND  
ISSUE SHARES AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Johnson Electric Holdings Limited to be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 12 July 2024 at 3:00 p.m. is set out on pages 12 to 16 of this circular. Please complete and return the proxy form in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the meeting or adjourned meeting (as the case may be). Submission of a proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

If shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via Johnson Electric's Investor Relations department as follows:

Investor Relations  
Email: [ir.manager@johnsonelectric.com](mailto:ir.manager@johnsonelectric.com)

4 June 2024

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## DEFINITIONS

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*In this circular and the appendices, unless the context requires otherwise, the following expressions have the following meanings:*

AGM	the annual general meeting of the Company to be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 12 July 2024 at 3:00 p.m., notice of which is set out on pages 12 to 16 of this circular, or any adjournment thereof
Board	the board of Directors from time to time
Buy-back Mandate	the general mandate as proposed in resolution no. 6 of the Notice of AGM
Bye-laws	the bye-laws of the Company
close associate	has the meaning ascribed thereto in the Listing Rules
Company	Johnson Electric Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 179)
core connected persons	has the meaning ascribed thereto in the Listing Rules
Director(s)	the director(s) of the Company
Group or Johnson Electric	the Company and its subsidiaries
HK\$	Hong Kong dollars, the lawful currency of Hong Kong
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China
Issue Mandate	the general mandate to issue, allot and deal with additional Shares in resolution no. 7 of the Notice of AGM
Latest Practicable Date	28 May 2024, being the date prior to the printing of this circular for ascertaining certain information contained in this circular
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

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## DEFINITIONS

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Notice of AGM	the notice of the AGM set out on pages 12 to 16 of this circular
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
Share(s)	ordinary share(s) with a nominal value of HK\$0.05 each in the share capital of the Company
Shareholder(s)	holder(s) of the Share(s)
Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs, published by the Securities and Futures Commission of Hong Kong, as amended from time to time
%	per cent.

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## LETTER FROM THE BOARD

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### Johnson Electric Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 179)**

#### **Board of Directors**

##### Executive Directors

Patrick Shui-Chung WANG *SBS, JP*  
*Chairman and Chief Executive*  
Austin Jesse WANG

##### Non-Executive Directors

WANG KOO Yik-Chun  
*Honorary Chairman*  
MAK WANG Wing-Yee Winnie  
*Vice-Chairman*  
Peter Kin-Chung WANG  
Patrick Blackwell PAUL *CBE, FCA*<sup>#</sup>  
Michael John ENRIGHT<sup>#</sup>  
Joseph Chi-Kwong YAM *GBM, GBS, JP*<sup>#</sup>  
Christopher Dale PRATT *CBE*<sup>#</sup>  
Catherine Annick Caroline BRADLEY *CBE*<sup>#</sup>  
Michelle Mei-Shuen LOW<sup>#</sup>  
David Alan ROSENTHAL<sup>#</sup>

<sup>#</sup> *Independent Non-Executive Director*

#### **Hong Kong Head Office**

12 Science Park East Avenue, 6/F  
Hong Kong Science Park  
Shatin, New Territories  
Hong Kong

#### **Registered Office**

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

4 June 2024

Dear Shareholders,

### **PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you Notice of AGM and provide you with information on three of the matters to be dealt with at the AGM: (i) re-election of Directors; (ii) grant of general mandate to buy back Shares; and (iii) grant of general mandate to issue Shares.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with Bye-law 100 of the Company's Bye-laws, Mr. David Rosenthal who was appointed as an independent non-executive director after the annual general meeting held on 13 July 2023, shall hold office until the AGM and, being eligible, offer himself for re-election.

At the AGM, Mr. Peter Wang, Mr. Austin Wang and Mr. Joseph Yam will retire by rotation in accordance with Bye-law 109(A) of the Company's Bye-laws. Except for Mr. Joseph Yam who will retire at the conclusion of the AGM and not stand for re-election, all the other retiring directors, being eligible, will offer themselves for re-election at the AGM.

The Board recommends the re-election of Mr. David Rosenthal as an independent non-executive director, Mr. Peter Wang as a non-executive director and Mr. Austin Wang as an executive director at the AGM.

Particulars of the above mentioned Directors offering themselves for re-election at the AGM are set out in Appendix I to this circular.

### GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES

The Company acknowledges the concern of minority Shareholders with respect to possible dilution of their shareholding interest resulting from the exercise of the Issue Mandate and is committed to use the Issue Mandate sparingly and in the interest of all Shareholders.

On 13 July 2023, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the number of issued shares of the Company as of the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the AGM granting the Buy-back Mandate to the Directors. Based on the 934,412,034 Shares in issue at the Latest Practicable Date (and assuming that there is no change in respect of the issued Shares of the Company after the Latest Practicable Date and up to the passing of the relevant resolution), the maximum number of Shares which may be bought back pursuant to the Buy-back Mandate will be 93,441,203 Shares. In accordance with the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares. This explanatory statement is set out in Appendix II to this circular.

On 13 July 2023, a general and unconditional mandate was also given to the Directors to issue, allot and deal with additional Shares up to 20% of the number of the issued shares of the Company as of the date of passing the relevant resolution. Such general mandate will cease to be effective at the conclusion of the AGM. The Directors believe that the renewal of the general mandate is in the interests of the Company and Shareholders and accordingly, the Issue Mandate will be sought from Shareholders at the AGM to authorise the Directors to issue, allot and deal with additional Shares up to 20% of the number of Shares of the Company in issue as of the date of passing the relevant resolution. Based on the 934,412,034 Shares in issue at the Latest Practicable Date (and assuming that there is no change in respect of the issued Shares of the Company after the Latest Practicable Date and up to the passing of the relevant resolution), the Company will therefore be allowed under the Issue Mandate to issue a maximum of 186,882,406 Shares.

Conditional upon the passing of the resolutions numbered 6 and 7, an ordinary resolution numbered 8 to authorise the Directors to exercise the powers to issue, allot and deal with additional shares of the Company under the Issue Mandate in respect of the number of Shares bought back by the Company will also be proposed for approval by Shareholders at the AGM.

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

The Notice of AGM, which contains resolutions in respect of the re-election of Directors, the grant of the Buy-back Mandate and the Issue Mandate, is set out on pages 12 to 16 of this circular.

The proxy form for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the proxy form and return it to the office of the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the AGM. The completion and return of the proxy form will not prevent you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at general meetings must be taken by poll. The Chairman of the Meeting will therefore demand pursuant to Bye-law 78 of the Bye-laws that all resolutions set out in the Notice of AGM be decided by poll.

The results of the poll will be published on the Company's website ([www.johnsonelectric.com](http://www.johnsonelectric.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)).

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the resolutions set out in the Notice of AGM are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,

*On behalf of the Board*

**Patrick WANG** *SBS, JP*  
*Chairman and Chief Executive*

Hong Kong, 4 June 2024

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**David Alan ROSENTHAL**  
**Independent Non-Executive Director**  
**Member of Remuneration Committee**

David Alan Rosenthal, age 43, has been an Independent Non-Executive Director of the Company since 6 March 2024. Mr. Rosenthal is a software engineer and entrepreneur who has founded, built, and led businesses in the fields of data analytics and database management. In 2009, he co-founded and served as CEO of FoundationDB, a distributed key-value data storage business that provided innovative software tools and database infrastructure technology to cloud services companies. FoundationDB's technology was acquired by Apple Inc. in 2015 and Mr. Rosenthal subsequently served as Senior Director in Apple's Special Projects Group until 2021. Prior to co-founding FoundationDB, Mr. Rosenthal held engineering and technology leadership positions in both start-up and established software businesses in North America, including Omniture, Visual Sciences, Inc., and Singularity Software. He received a bachelor's degree in Computer Science from Massachusetts Institute of Technology (MIT). Mr. Rosenthal is currently an Advisor to Pebble Mobility, Inc., a California-based electric recreational vehicle start-up business. In 2024, Mr. Rosenthal joined Sentry.io, a provider of error reporting and performance tracking software for developers, as their Chief Technology Officer. Save as disclosed above, Mr. Rosenthal has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Mr. Rosenthal was appointed for a term of three years with automatic renewal for further terms of three years per term, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. His director's fee is determined by the Board with reference to remuneration benchmarks in the industry and the prevailing market trends. The director's fee received by Mr. Rosenthal for the year ended 31 March 2024 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2024.

Mr. Rosenthal is not connected with any other directors, the senior management or any substantial or controlling shareholder of the Company. As of the Latest Practicable Date, Mr. Rosenthal does not have any interest in Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of his re-election.



**Peter Kin-Chung WANG**  
**Non-Executive Director**  
**Member of Audit Committee**

Peter Kin-Chung Wang, age 70, has been a Non-Executive Director of the Group since 1982. He obtained a Bachelor of Science degree in Industrial Engineering from Purdue University in Indiana, United States and a Master of Business Administration degree from Boston University in Massachusetts, United States. He is the Chairman and Chief Executive Officer of Tristate Holdings Limited and the Chairman and Managing Director of Hua Thai Manufacturing Public Company Limited which was formerly listed on The Stock Exchange of Thailand. Mr. Wang won the Young Industrialist Award of Hong Kong in 1998. In 2005, he received the Outstanding Industrial Engineer Award from the School of Industrial Engineering of Purdue University. Mr. Wang has been appointed as a member of Council of Institute of New Structural Economics at Peking University since 2018. He is also the honorary chairman of the Hong Kong Garment Manufacturers Association, a general committee member of the Textile Council of Hong Kong Limited and a director of The Federation of Hong Kong Garment Manufacturers. Save as disclosed above, Mr. Wang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Mr. Wang has not entered into any service contract with the Company, but he is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. His emolument is determined by the Remuneration Committee with reference to his experience, as well as remuneration benchmarks in the industry and the prevailing market trends. The director's emolument received by Mr. Wang for the year ended 31 March 2024 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2024.

Mr. Wang is a son of Madam Yik-Chun Wang Koo, the Honorary Chairman; a brother of Dr. Patrick Wang, the Chairman and Chief Executive, and Mrs. Winnie Mak Wang, the Vice-Chairman and an uncle of Mr. Austin Wang, an Executive Director.

As of the Latest Practicable Date, a trust of which Mr. Wang is one of the beneficiaries holds 28,780,782 Shares of the Company. Save as disclosed above, Mr. Wang does not have any other interest in the Shares of the Company which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

**Austin Jesse WANG****Executive Director****Senior Vice President, Industry Products Group**

Austin Jesse Wang, age 43, graduated from the Massachusetts Institute of Technology with Master of Engineering and Bachelor of Science degrees in Computer Science and Electrical Engineering. He joined the Group in 2006 and became a director of the Company in 2009. He also serves on the board of directors of various subsidiaries of the Company. In 2019, he became Senior Vice President and is responsible for the Industry Products Group globally. He has previously worked as a consulting engineer in the computing industry. Save as disclosed above, he has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

The term of Mr. Wang's service as Executive Director of the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws. The emolument for Mr. Wang as Senior Vice President, Industry Products Group is determined by the Remuneration Committee with reference to his experience, as well as remuneration benchmarks in the industry and the prevailing market trends. The emolument received by Mr. Wang for the year ended 31 March 2024 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2024.

Mr. Wang is a grandson of Madam Yik-Chun Wang Koo, the Honorary Chairman; a son of Dr. Patrick Wang, the Chairman and Chief Executive; and a nephew of Mrs. Winnie Mak Wang, the Vice-Chairman and Mr. Peter Wang, a Non-Executive Director.

As of the Latest Practicable Date, Mr. Wang had a personal interest in 1,296,667 Shares of the Company within the meaning of Part XV of the SFO. Such interest comprises 798,059 underlying shares in respect of the awarded shares granted, which remained unvested, under the Johnson Electric Restricted and Performance Stock Unit Plan. Save as disclosed above, he does not have any other interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

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## **APPENDIX II            EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

### **SHARE CAPITAL**

As of the Latest Practicable Date, the total number of Shares of the Company in issue was 934,412,034 Shares. Subject to the passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, exercise in full of the Buy-back Mandate could accordingly result in up to 93,441,203 Shares, representing 10% of the Shares in issue, being bought back by the Company during the period from the passing of the Buy-back Mandate at the AGM and ending on the earliest of (i) the conclusion of the next annual general meeting, (ii) the expiration of the period within which the next annual general meeting is required to be held by law or (iii) the date upon which such authority is revoked or varied.

### **REASONS FOR BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net assets and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and Shareholders.

### **FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, buy-backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda.

The Company is empowered by its Memorandum of Association and Bye-laws to buy back Shares and Bermuda law provides that the amount of capital repaid in connection with a share buy-back may only be paid out of the capital paid up on the relevant Shares, or from the profits that would otherwise be available for distribution by way of dividend, or from the proceeds of a new issue of shares made for the purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the Company's share premium account or contributed surplus account.

If, which is not presently contemplated, the Company was to buy back Shares up to the permitted maximum of 10% of the number of Shares in issue as of the Latest Practicable Date immediately upon the general mandate being approved by Shareholders, it is likely that there might be a material adverse impact on the working capital or gearing position of the Group in comparison to the position shown, as of 31 March 2024, in the Group's audited consolidated financial statements. However, the Directors do not propose to use their authority to make any buy-backs which would have a material adverse impact on the working capital or gearing position of the Group given the financial position of the Group at the time of the relevant buy-backs, unless the Directors determine that such buy-backs were, taking account of all relevant factors, in the best interests of the Company and Shareholders.

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## APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date are as follows:

	Highest HK\$	Lowest HK\$		Highest HK\$	Lowest HK\$
May 2023	10.28	8.38	December 2023	13.08	11.38
June 2023	10.30	9.16	January 2024	12.56	10.04
July 2023	11.80	10.02	February 2024	10.88	9.70
August 2023	11.30	9.80	March 2024	11.22	10.30
September 2023	10.52	9.31	April 2024	11.24	9.60
October 2023	11.02	9.10	May 2024 (up to the Latest Practicable Date)	12.60	10.78
November 2023	12.60	9.47			

### DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, have any present intention, if the Buy-back Mandate is approved by Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As of the Latest Practicable Date, the trustees of various trusts associated with the Wang family hold directly or indirectly 57.02% of the issued share capital of the Company.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-backs pursuant to the Buy-back Mandate. As at the Latest Practicable Date, approximately 57.02% of the total number of Shares in issue was held by the various Wang family trusts and, assuming full exercise of the Buy-back Mandate given to the Directors, approximately 63.36% will be held by such shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Buy-back Mandate is approved and exercised.

### SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting (“AGM”) of Johnson Electric Holdings Limited (“Company”) will be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 12 July 2024 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 March 2024;
2. To declare a final dividend of 44 HK cents per share in respect of the year ended 31 March 2024;
3. To re-elect the following directors:
  - (a) Mr. David Rosenthal as an independent non-executive director;
  - (b) Mr. Peter Wang as a non-executive director; and
  - (c) Mr. Austin Wang as an executive director;
4. To authorise the board of directors to fix the directors’ remuneration;
5. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the directors to fix its remuneration;
6. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

**“THAT:**

- (a) the exercise by the directors of the Company during the relevant period of all powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs by the Company pursuant to the approval in paragraph (a) during the relevant period, shall not exceed 10% of the number of shares of the Company in issue at the date of the passing of this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “relevant period” means the period from the passing of this resolution until whichever is the earliest of
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”;
7. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the relevant period of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the relevant period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to
  - (i) a Rights Issue; or
  - (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time,

shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) for the purposes of this resolution, “relevant period” means the period from the passing of this resolution until whichever is the earliest of
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

“Rights Issue” means an offer of shares or other securities to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”; and

8. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions numbered 6 and 7 as set out in the notice convening this meeting, the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate shall be added by a number representing the aggregate number of shares of the Company bought back by the Company under the authority granted by the resolution set out as resolution numbered 6 in the notice convening this meeting, provided that such number of shares shall not exceed 10% of the aggregate number of shares of the Company in issue as of the date of the passing of this resolution.”.

*By Order of the Board*

**Lai-Chu CHENG**  
*Company Secretary*

Hong Kong, 4 June 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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### Notes:

1. A shareholder of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy needs not also be a shareholder of the Company. A proxy form is enclosed. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the AGM.
3. The register of shareholders of the Company will be closed from Tuesday, 9 July 2024 to Friday, 12 July 2024 inclusive, during which no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (not the share registrar in Bermuda) for registration, not later than 4:30 p.m. on Monday, 8 July 2024.

4. The register of shareholders of the Company will be closed from Friday, 19 July 2024 to Tuesday, 23 July 2024 inclusive, during which no transfer of shares will be registered.

In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (not the share registrar in Bermuda) for registration, not later than 4:30 p.m. on Thursday, 18 July 2024.

The Board has recommended a final dividend of 44 HK cents per share (2023: 34 HK cents per share) for the year ended 31 March 2024. Subject to the approval by shareholders at the AGM, such dividend will be payable on 4 September 2024 in cash with no scrip alternative to shareholders whose names appear on the register of members on 23 July 2024.



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## NOTICE OF ANNUAL GENERAL MEETING

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5. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal is in force or 'extreme conditions' resulting from a typhoon or a rainstorm are announced by the Hong Kong government at, or at any time after 12:00 noon on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company. The AGM will still be held as scheduled when an Amber or Red Rainstorm Warning signal is in force. If the AGM is adjourned, the Company will post an announcement on the Company's website (www.johnsonelectric.com) and the HKEXnews website (www.hkexnews.hk) to notify the Shareholders that the AGM has been adjourned (however, a failure to post such a notice shall not affect the adjournment of the AGM).
6. As of the date of this circular, the board of directors of the Company consists of:

***Executive Directors***

Patrick Shui-Chung WANG (*Chairman and Chief Executive*)  
Austin Jesse WANG

***Non-Executive Directors***

WANG KOO Yik-Chun (*Honorary Chairman*)  
MAK WANG Wing-Yee Winnie (*Vice-Chairman*)  
Peter Kin-Chung WANG  
Patrick Blackwell PAUL<sup>#</sup>  
Michael John ENRIGHT<sup>#</sup>  
Joseph Chi-Kwong YAM<sup>#</sup>  
Christopher Dale PRATT<sup>#</sup>  
Catherine Annick Caroline BRADLEY<sup>#</sup>  
Michelle Mei-Shuen LOW<sup>#</sup>  
David Alan ROSENTHAL<sup>#</sup>

<sup>#</sup> *Independent Non-Executive Director*