



## **Johnson Electric Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code : 179)

**(the “Company”) and its subsidiaries  
(collectively the “Group”)**

### **Nomination and Corporate Governance Committee**

#### **Terms of Reference**

(Revised on 14 July 2022)

#### **1. Members**

The Nomination and Corporate Governance Committee (“NCGC”) is comprised of two independent non-executive directors (including the Committee Chairman) and one executive director.

#### **2. Objectives and Responsibilities**

The NCGC’s objectives and responsibilities include but are not limited to the following:

- 2.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors (the “Board”) at least annually and make recommendations on any proposed changes to the Board to complement the Group’s corporate strategy;
- 2.2 To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 2.3 To assess the independence of independent non-executive directors;
- 2.4 To review and make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- 2.5 To review and make recommendations to the Board concerning membership of board committees, in consultation with the Company’s Chairman and the chairmen of such committees as appropriate;
- 2.6 To develop and review the Group’s policies and practices on overall corporate governance and make recommendations to the Board;

- 2.7 To review and monitor the training and continuous professional development of directors and senior management;
- 2.8 To review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- 2.9 To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- 2.10 To review the Group's compliance with the Corporate Governance Code in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report; and
- 2.11 To review annually the NCGC's terms of reference and its own effectiveness and recommend to the Board any necessary changes.

### **3. Delegation**

The NCGC may delegate the responsibility of corporate governance duties of subsidiary companies of the Group to a committee, committees or other board members.

### **4. Meetings**

- 4.1 The NCGC shall meet with such frequency as it may consider appropriate (but in any event not less than once per year) and shall present a report on its activities to the Board once a year.
- 4.2 The meetings and proceedings of the NCGC are governed by the provisions contained in the Company's Bye-laws 131 – 140 for regulating the meetings and proceedings of Directors. Two members present in person shall be a quorum for the NCGC meetings until the Board has otherwise determined. Meetings of the NCGC may be held by tele-communication.
- 4.3 The Company Secretary, or his or her delegate, shall act as the secretary to the NCGC and must ensure that full minutes are kept of all meetings. Minutes of the NCGC shall be circulated to all members of the NCGC and made available upon request to other members of the Board.