

Johnson Electric Holdings Limited



innovating motion

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

Form of Proxy for use at Annual General Meeting (“Meeting”) of Johnson Electric Holdings Limited (“Company”) to be held at The Garden Rooms, 2/F The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 11th July 2012 at 12:00 noon (or any adjournment thereof)

I/We ¹ _____ of _____
 being the registered holder(s) of ² _____ shares of HK\$0.0125 each in the capital of the Company, hereby appoint³ the Chairman of the Meeting or ³ _____ of _____ as my/our proxy to vote and act for me/us at the Meeting to be held at The Garden Rooms, 2/F The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 11th July 2012 at 12:00 noon and at any adjournment thereof for or against the Resolutions as indicated below:

Resolutions		For ⁴	Against ⁴
1.	To adopt the Audited Consolidated Accounts and Reports of the Directors and of the Auditor for the year ended 31st March 2012		
2.	To declare the final dividend		
3.	To re-elect the following Directors:		
	(a) Mr. Austin Jesse Wang as an executive director		
	(b) Mr. Peter Stuart Allenby Edwards as an independent non-executive director		
	(c) Mr. Patrick Blackwell Paul as an independent non-executive director		
	(d) Prof. Michael John Enright as an independent non-executive director		
4.	To confirm the fees of Directors		
5.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor of the Company at a fee to be agreed with the Directors		
6.	To give a general mandate to the Directors to issue, allot and dispose of additional shares of the Company		
7.	To give a general mandate to the Directors to repurchase shares of the Company		
8.	To extend the general mandate granted to the Directors to issue additional shares repurchased by the Company pursuant to Resolution No. 7		

Dated this _____ day of _____ 2012

Signed⁵: _____

Notes

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.0125 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words ‘the Chairman of the Meeting’ and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, INSERT AN ‘X’ IN THE BOX MARKED ‘FOR’, IF YOU WISH TO VOTE AGAINST THE RESOLUTION, INSERT AN ‘X’ IN THE BOX MARKED ‘AGAINST’.** If no direction is given, the proxy will vote or abstain as he thinks fit.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong Head Office, 12 Science Park East Avenue, 6/F, Hong Kong Science Park, Shatin, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting in person should you so wish.