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Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

Poll Results of Annual General Meeting held on 11 July 2019 and Appointment of Independent Non-executive Director

POLL RESULTS OF ANNUAL GENERAL MEETING

At the Annual General Meeting of Johnson Electric Holdings Limited (“Company”) held on 11 July 2019 (“AGM”), all the proposed resolutions as set out in the Notice of AGM dated 6 June 2019 were duly approved by shareholders and the poll results were as follows:

	Resolutions	Number of Votes (%)	
		For	Against
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 2019	751,063,744 (100%)	0 (0%)
2.	To declare a final dividend of 34 HK cents per share in respect of the year ended 31 March 2019	756,254,120 (100%)	0 (0%)
3.	To give a general mandate to the directors to buy back shares of the Company	755,428,975 (100%)	0 (0%)
4.	(a) To re-elect Madam Yik-Chun Koo Wang as a non-executive director	688,662,171 (91.062270%)	67,591,949 (8.937730%)
	(b) To re-elect Mr. Peter Stuart Allenby Edwards as an independent non-executive director	709,613,100 (93.832626%)	46,641,020 (6.167374%)
	(c) To re-elect Prof. Michael John Enright as an independent non-executive director	730,239,950 (96.560128%)	26,014,170 (3.439872%)
	(d) To elect Mrs. Catherine Annick Caroline Bradley as an independent non-executive director with effect from 1 October 2019	755,983,620 (99.964232%)	270,500 (0.035768%)
5.	To authorize the board of directors to fix the directors’ remuneration	755,389,500 (99.994774%)	39,475 (0.005226%)

	Resolutions	Number of Votes (%)	
		For	Against
6.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the directors to fix its remuneration	745,759,406 (98.612277%)	10,494,714 (1.387723%)
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company	557,661,461 (73.739957%)	198,592,659 (26.260043%)
8.	To extend the general mandate granted to the directors to issue additional shares bought back by the Company pursuant to resolution numbered 3	557,520,855 (73.721364%)	198,733,265 (26.278636%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions.			

Notes:

1. The descriptions of the resolutions are by way of summary only. The full texts are set out in the Notice of AGM.
2. As of the date of the AGM, the total number of issued shares of the Company was 885,003,603 shares, which was the total number of shares entitling the holders to attend and vote on all the resolutions at the AGM.
3. There was no share of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and no shareholders of the Company were required to abstain from voting at the AGM under the Listing Rules.
4. There was no restriction on any shareholders to cast votes on any of the resolutions at the AGM.
5. No parties have stated their intention in the circular to the shareholders dated 6 June 2019 containing the Notice of AGM to vote against or abstain from voting on any of the resolutions at the AGM.
6. Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company announces that at the AGM, Mrs. Catherine Annick Caroline Bradley was elected as an independent non-executive director of the Company with effect from 1 October 2019.

Mrs. Bradley is currently an independent member of the Supervisory Board of Peugeot S.A., Chairman of its Finance and Audit Committee and a member of its Appointments, Compensation and Governance Committee. She is a non-executive board member of the Financial Conduct Authority, the UK financial regulator and Chairman of its Audit Committee. She is an independent director of FICC Markets Standards Board. She is also a member of the Board of Trustees of British School of Brussels.

Mrs. Bradley graduated from HEC Paris with a major in Finance and International Economics. Between 1981 and 1991, she held a variety of positions in the Investment Banking and Mergers & Acquisitions Departments at Merrill Lynch. She was appointed an executive director, in charge of investment banking at SBC (UBS) in 1991, and became Head of European Strategy for the equity advisory team at BNP Paribas in 1994. In 2000, Mrs. Bradley was named Managing Director of Dresdner Kleinwort Benson. She joined Crédit Suisse as Managing Director in 2003, first in London as Head of Coverage, and then in Hong Kong, where she served as Head of the Equity-linked Solutions Group for Asia-Pacific from 2008 to 2012. From 2013 to 2014, Mrs. Bradley was the Head of Equity Advisory, global markets for the Asia-Pacific region at Société Générale. She was a non-executive director of WS Atkins plc from 2015 to 2017 (delisted from London Stock Exchange in July 2017 and now known as WS Atkins Limited). Mrs. Bradley was appointed a Commander of the Order of the British Empire (CBE) in June 2019. Her former name was Catherine Annick Caroline Rougeron and she is 60 years old.

Save as disclosed above, she 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.

Mrs. Bradley is appointed as an Independent Non-Executive Director with effect from 1 October 2019 for an initial 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 of the Company. Mrs. Bradley is entitled to receive US\$36,000 per annum as director's fee which is determined by the Board with reference to remuneration benchmarks in the industry and the prevailing market trends.

Mrs. Bradley does not hold any position with the Company and its subsidiaries. She has no relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company. She has confirmed that she has met the independence guidelines as set out in Rule 3.13 of the Listing Rules. As at the date of this announcement, Mrs. Bradley declared that she is interested in 6,500 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information 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 of the Company in respect of her appointment.

The Board would like to extend its warm welcome to Mrs. Bradley in joining the Board.

Board of Directors

As of the date of this announcement, the board of directors of the Company comprises Patrick Shui-Chung Wang, Winnie Wing-Yee Wang, Austin Jesse Wang being the Executive Directors and Yik-Chun Koo Wang, Peter Kin-Chung Wang being the Non-Executive Directors and Peter Stuart Allenby Edwards, Patrick Blackwell Paul, Michael John Enright, Joseph Chi-Kwong Yam and Christopher Dale Pratt being the Independent Non-Executive Directors.

By Order of the Board
Johnson Electric Holdings Limited
Lai-Chu Cheng
Company Secretary

Hong Kong, 11 July 2019

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