
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

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

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 Wednesday, 14 July 2021 at 12:00 noon is set out on pages 14 to 18 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 the 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spread of COVID-19, the Company will implement precautionary measures (please refer to page 2 of this circular for details) at the Annual General Meeting ("AGM"), including:

- **Compulsory body temperature checks**
- **Submission of health declaration form**
- **Compulsory wearing of face masks**
- **No provision of food or beverage**
- **No distribution of corporate gifts**

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue. All the attendees are requested to wear face masks at all the time at the AGM venue. **In the current circumstances, the Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.**

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature over 37.4 degrees Celsius or is exhibiting flu-like symptoms or is subject to any quarantine prescribed by Hong Kong government or has close contact with any person under quarantine will be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attending Shareholders, proxies and other attendees are required to complete and submit a health declaration form prior to entry into the AGM venue. The health declaration form is sent to all registered Shareholders together with this circular. Please have the completed and signed health declaration form ready for collection at the main entrance of the AGM venue to facilitate prompt and smooth processing.
- (iii) The Company will limit attendance in person at the AGM venue in compliance with the prevailing requirements under the Prevention and Control Disease (Prohibition on Group Gathering) Regulation 2020 (Chapter 599G of the Laws of Hong Kong) at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing, admission to the AGM will not be granted in excess of the capacity of the AGM venue.
- (iv) All attendees will be required to wear face masks on entry to and throughout the AGM and to maintain a safe distance with other attendees.
- (v) Any attendee who declines any of the abovementioned measures will be denied entry into the AGM venue.
- (vi) No gifts, food or beverage will be provided at the AGM.

Shareholders are in any event asked (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

In the current circumstances, the Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. The deadline to submit completed proxy forms is Monday, 12 July 2021 at 12:00 noon. Completed proxy forms must be returned to 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.

Subject to the development of the COVID-19 situation and the requirements or guidelines of Hong Kong government and/or regulatory authorities, the Company may implement further precautionary measures for its AGM, and may issue further announcement(s) on such measures as and when appropriate.

If Shareholders choosing not to attend the AGM in person 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

The Company will endeavor to respond as soon as possible.

DEFINITIONS

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 Wednesday, 14 July 2021 at 12:00 noon, notice of which is set out on pages 14 to 18 of this circular, or any adjournment thereof
Board	the board of Directors from time to time or a duly authorised committee of the Board or such other committee as the Board may authorise
Buy-back Mandate	the general mandate as proposed in resolution no. 3 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
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	20 May 2021, 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

DEFINITIONS

Notice of AGM	the notice of the AGM set out on pages 14 to 18 of this circular
SFO	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Share(s)	fully paid 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) in issue
Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs
%	per cent.

LETTER FROM THE BOARD



Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

Board of Directors

Executive Directors

Patrick Shui-Chung WANG *JP*
Chairman and Chief Executive
MAK WANG Wing-Yee Winnie
Vice-Chairman
Austin Jesse WANG

Non-Executive Directors

WANG KOO Yik-Chun
Honorary Chairman
Peter Kin-Chung WANG
Peter Stuart Allenby EDWARDS*
Patrick Blackwell PAUL *CBE, FCA**
Michael John ENRIGHT*
Joseph Chi-Kwong YAM *GBM, GBS, CBE, JP**
Christopher Dale PRATT *CBE**
Catherine Annick Caroline BRADLEY *CBE**

* *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

28 May 2021

Dear Shareholders,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, AND GRANT OF GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES

INTRODUCTION

The purpose of this circular is to give you Notice of the 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.

RE-ELECTION OF DIRECTORS

At the AGM, Mr. Austin Jesse Wang, Mr. Peter Kin-Chung Wang and Mr. Joseph Chi-Kwong Yam will retire by rotation and all being eligible, offer themselves for re-election in accordance with Bye-law 109(A) of the Company's Bye-laws.

LETTER FROM THE BOARD

The Nomination and Corporate Governance Committee is responsible, inter alia, for assessing the independence of the independent non-executive directors. All the independent non-executive directors have confirmed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Having considered the criteria requirements and obligations of the independent non-executive directors, the Committee believes that all independent non-executive directors continue to be independent. In addition, the Board believes that each of the independent non-executive directors is a person of integrity and independent in character and judgment. They are independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of their independent judgment.

Mr. Yam has served as an independent non-executive director of the Company for more than nine years. The Committee and the Board are of the view that Mr. Yam has consistently demonstrated his ability to provide an independent opinion on the Company's affairs and is able to continue to fulfill such role as required. Having reviewed the Board's composition and the benefit of diversity, the Committee considered the background, skills, knowledge, and experience of Mr. Yam, and made the nomination to the Board in accordance with the Nomination Policy and the Board Diversity Policy. The Committee and the Board believe that with his extensive experience in global economics and finance fields, Mr. Yam will continue to provide valuable and relevant insights to the Board. Consequently, the Board recommends the re-election of Mr. Yam as an independent non-executive director, Mr. Peter Kin-Chung Wang as a non-executive director and Mr. Austin Jesse 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 15 July 2020, 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 903,814,168 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 90,381,416 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.

LETTER FROM THE BOARD

On 15 July 2020, 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 903,814,168 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 180,762,833 Shares.

Conditional upon the passing of the resolutions numbered 3 and 7, an ordinary resolution 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.

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 14 to 18 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 and the HKEXnews website (www.hkexnews.hk).

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

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 Shui-Chung WANG JP
Chairman and Chief Executive

Hong Kong, 28 May 2021

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

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

Austin Jesse Wang, age 40, 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 April 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 of the Company. 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 2021 is set out in note 31.1 to the consolidated financial statements of the Company's Annual Report 2021.

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

As of the Latest Practicable Date, Mr. Wang had a personal interest in 723,746 Shares of the Company within the meaning of Part XV of the SFO. Such interest comprises 554,533 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 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)(h) to (v) 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 67, 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 December 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, 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.

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 2021 is set out in note 31.1 to the consolidated financial statements of the Company's Annual Report 2021.

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

As of the Latest Practicable Date, a trust of which Mr. Wang is one of the beneficiaries holds 27,097,894 Shares of the Company. Mr. Wang's spouse beneficially holds 120,250 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)(h) to (v) 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.

Joseph Chi-Kwong YAM *GBM, GBS, CBE, JP*
Independent Non-Executive Director
Member of Remuneration Committee

Joseph Chi-Kwong Yam, age 72, has been an Independent Non-Executive Director of the Company since 2010. He graduated from the University of Hong Kong with first class honours in 1970. Over the years, he has received a number of honorary doctorate degrees and professorships from universities in Hong Kong and overseas. Mr. Yam was awarded the highest honour of the Grand Bauhinia Medal by the Government of the Hong Kong Special Administrative Region in 2009. He was the Chief Executive of the Hong Kong Monetary Authority from 1993 to 2009. He is a non-official member of the Executive Council of the Government of the Hong Kong Special Administrative Region and a Distinguished Research Fellow of Lau Chor Tak Institute of Global Economics and Finance at The Chinese University of Hong Kong. Mr. Yam is a Board member and Chairman of Compensation & Assessment Committee of UnionPay International Co., Ltd. He is also a member of the advisory committees of a number of academic and private institutions focusing on finance. 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.

Mr. Yam has not entered into any service contract with the Company. He 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. Yam for the year ended 31 March 2021 is set out in note 31.1 to the consolidated financial statements of the Company's Annual Report 2021.

Mr. Yam is not connected with any other director, the senior management or any substantial or controlling shareholder of the Company. As of the Latest Practicable Date, Mr. Yam holds 11,750 Shares of the Company. Save as disclosed above, he 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)(h) to (v) 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.

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 903,814,168 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 90,381,416 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 2021, 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.

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 2020	13.50	11.72	December 2020	20.35	17.10
June 2020	15.66	12.98	January 2021	26.95	18.50
July 2020	17.26	13.24	February 2021	26.00	21.95
August 2020	15.80	14.04	March 2021	24.55	19.52
September 2020	17.64	14.58	April 2021	22.00	19.64
October 2020	17.80	15.56	May 2021 (up to the Latest Practicable Date)	21.20	19.20
November 2020	20.50	16.00			

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 57.24% 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 57.24% 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 63.61% 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 14 July 2021 at 12:00 noon 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 2021;
2. To declare a final dividend of 34 HK cents per share in respect of the year ended 31 March 2021;
3. 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
 - (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.”;
4. To re-elect the following directors:
 - (a) Mr. Austin Jesse Wang as an executive director;
 - (b) Mr. Peter Kin-Chung Wang as a non-executive director; and
 - (c) Mr. Joseph Chi-Kwong Yam as an independent non-executive director;

NOTICE OF ANNUAL GENERAL MEETING

5. To authorise the board of directors to fix the directors' remuneration;
6. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the directors to fix its remuneration;
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

- (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

NOTICE OF ANNUAL GENERAL MEETING

“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 3 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 3 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, 28 May 2021

NOTICE OF ANNUAL GENERAL MEETING

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. **For the purposes of the prevention and control of the spread of the COVID-19 epidemic and to safeguard the health and safety of the shareholders of the Company, the Company strongly encourages shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.** 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 notorially 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 Friday, 9 July 2021 to Wednesday, 14 July 2021 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 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, 8 July 2021.

4. The register of shareholders of the Company will be closed from Wednesday, 21 July 2021 to Friday, 23 July 2021 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 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 Tuesday, 20 July 2021.

The Board has recommended a final dividend of 34 HK cents per share (2020: nil) for the year ended 31 March 2021. Subject to the approval by shareholders at the AGM, such dividend will be payable on 2 September 2021 to shareholders whose names appear on the register of members on 23 July 2021. The proposed final dividend will be offered with a scrip dividend option to shareholders, which will allow them to receive new shares in lieu of cash. Participation in the scrip dividend scheme will be optional. The scrip dividend scheme is subject to the Stock Exchange granting the listing of and permission to deal in the new shares to be issued pursuant thereto. A circular containing details of this scrip dividend scheme will be dispatched to shareholders.

NOTICE OF ANNUAL GENERAL MEETING

5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or any time between 9:00 a.m. and 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 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*)

MAK WANG Wing-Yee Winnie (*Vice-Chairman*)

Austin Jesse WANG

Non-Executive Directors

WANG KOO Yik-Chun (*Honorary Chairman*)

Peter Kin-Chung WANG

Peter Stuart Allenby EDWARDS*

Patrick Blackwell PAUL*

Michael John ENRIGHT*

Joseph Chi-Kwong YAM*

Christopher Dale PRATT*

Catherine Annick Caroline BRADLEY*

* *Independent Non-Executive Director*