

JOHNSON ELECTRIC HOLDINGS LIMITED
(the “Company”) and its subsidiaries
(collectively the “Group”)

Nomination And Corporate Governance Committee
Terms of Reference
(Revised on 7th March 2012)

1. Members

The Nomination And Corporate Governance Committee (“NACGC”) is comprised of two independent non-executive directors (including the Committee Chairman) and one executive director, currently being:

Mr. Peter Stuart Allenby Edwards (Independent Non-Executive Director)	Chairman
Mr. Patrick Blackwell Paul (Independent Non-Executive Director)	Member
Dr. Patrick Shui-Chung Wang (Chairman and Chief Executive)	Member

2. Objectives and Responsibilities

The NACGC’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 NACGC's terms of reference and its own effectiveness and recommend to the Board any necessary changes.

3. Delegation

The NACGC 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 NACGC 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 NACGC 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 NACGC meetings until the Board has otherwise determined. Meetings of the NACGC may be held by telephone.
- 4.3 The Company Secretary, or his or her delegate, shall act as the secretary to the NACGC and must ensure that full minutes are kept of all meetings. Minutes of the NACGC shall be circulated to all members of the NACGC and made available upon request to other members of the Board.