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## Johnson Electric Holdings Limited

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 179)

### 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 The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 9 July 2015 at 12:30 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Accounts and the Reports of the Directors and of the Auditor for the year ended 31 March 2015;
2. To declare a final dividend in respect of the year ended 31 March 2015;
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 purchase 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 purchased 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;
- 5. To authorise the board of directors to fix the directors’ remuneration;
- 6. To re-appoint the Auditor and to authorise the directors of the Company 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) the exercise of options granted under any share option scheme adopted by the Company,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

“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).”;

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 repurchased 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.”; and

9. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

“**THAT** the adoption of the Rules of the Restricted and Performance Stock Unit Plan replacing the existing long-term incentive share scheme be and is hereby approved.”.

*By Order of the Board*

**Lai-Chu Cheng**  
*Company Secretary*

Hong Kong, 28 May 2015

**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. A proxy need 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 notarially certified copy of that power or authority shall be deposited at the Hong Kong Head Office of the Company at 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 of the AGM.
3. The register of shareholders of the Company will be closed from Tuesday, 7 July 2015 to Thursday, 9 July 2015 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 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 registrar in Bermuda) for registration, not later than 4:30 p.m. on Monday, 6 July 2015.

4. The register of shareholders of the Company will be closed from Monday, 20 July 2015 to Wednesday, 22 July 2015 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 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 registrar in Bermuda) for registration, not later than 4:30 p.m. on Friday, 17 July 2015.

5. As of the date of this announcement, the board of directors of the Company consists of:

***Executive Directors***

Patrick Shui-Chung Wang (*Chairman and Chief Executive*)  
Winnie Wing-Yee Wang (*Vice-Chairman*)  
Austin Jesse Wang

***Non-Executive Directors***

Yik-Chun Koo Wang (*Honorary Chairman*)  
Peter Kin-Chung Wang  
Peter Stuart Allenby Edwards\*  
Patrick Blackwell Paul\*  
Michael John Enright\*  
Joseph Chi-Kwong Yam\*  
Christopher Dale Pratt\*

*\* Independent Non-Executive Director*