

PROXY FORM FOR 2015 ANNUAL GENERAL MEETING

I/We ¹ _____ of _____
being the registered holder(s) of ² _____ shares of HK\$0.05 each in the capital of
Johnson Electric Holdings Limited (“Company”), hereby appoint³ the Chairman of the Meeting or ³ _____
of _____ as my/our proxy to attend and vote
for me/us at the Annual General Meeting of the Company (“AGM” or “Meeting”) to 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. and at any adjourned meeting 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 31 March 2015		
2.	To declare the final dividend		
3.	To give a general mandate to the directors to repurchase shares of the Company		
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		
	(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 Messrs. PricewaterhouseCoopers as Auditor of the Company at a fee to be agreed with the directors		
7.	To give a general mandate to the directors to issue, allot and deal with additional 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 numbered 3		
9.	To approve the adoption of the Rules of the Restricted and Performance Stock Unit Plan replacing the existing long-term incentive share scheme		

Dated this _____ day of _____ 2015

Signed ⁵: _____

Notes

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.05 each registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares 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. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM 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 proxy form 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 proxy form 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 AGM or any adjourned meeting.
7. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
8. The proxy need not be a member of the Company but must attend the AGM in person to represent you.
9. Completion and return of this proxy form will not preclude you from attending and voting at the AGM in person should you so wish.