

**PROXY FORM FOR 2014 ANNUAL GENERAL MEETING**

I/We <sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.0125 each in the capital of  
Johnson Electric Holdings Limited (“Company”), hereby appoint<sup>3</sup> the Chairman of the Meeting or <sup>3</sup> \_\_\_\_\_  
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, 10 July 2014 at 12:00  
noon and at any adjourned meeting for or against the resolutions as indicated below:

	<b>Resolutions</b>	<b>For <sup>4</sup></b>	<b>Against <sup>4</sup></b>
1.	To adopt the Audited Consolidated Accounts and Reports of the Directors and of the Auditor for the year ended 31 March 2014		
2.	To declare the final dividend		
3.	To re-elect the following directors:		
	(a) Mr. Christopher Dale Pratt as an independent non-executive director		
	(b) Ms. Winnie Wing-Yee Wang as an executive director		
	(c) Mr. Peter Stuart Allenby Edwards as an independent non-executive director		
	(d) Mr. Patrick Blackwell Paul as an independent non-executive director		
	(e) Prof. Michael John Enright as an independent non-executive director		
4.	To authorise the board of directors to fix the directors’ remuneration		
5.	To re-appoint Messrs. PricewaterhouseCoopers as Auditor of the Company at a fee to be agreed with the directors		
6.	To give a general mandate to the directors to issue, allot and dispose of additional shares of the Company		
7.	To give a general mandate to the directors to repurchase 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 7		
9.	To approve the share consolidation		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signed <sup>5</sup>: \_\_\_\_\_

**Notes**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.0125 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 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.