

**JOHNSON ELECTRIC HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*

**Board Committee**  
**Summary Terms of Reference**

Objectives and Responsibilities

The Board Committee's responsibilities include but are not limited to the following:

1. To undertake and supervise the day to day management of the Company and its subsidiaries ("the Group").
2. To exercise leadership of the Company.
3. To approve group budgets.
4. To approve and authorise transactions involving the investment in, purchase, sale, liquidation or leasing of assets (both fixed and movable) including asset exchanges, disposals in specie, purchase and sale of equity and real estate, the incorporation, acquisition, sale and liquidation of subsidiaries and interests in companies and businesses. In the case of major transactions, prior approval must be obtained from the Board of Directors of the Company.
5. To accept banking facilities granted by banks or financial institutions and to borrow and secure borrowings over assets of the Group subject to limits prescribed by the Board of Directors from time to time.
6. To carry out such buy back of shares as the Board Committee believes will benefit the Company and its shareholders subject to the limits granted by shareholders at the Company's Annual General Meeting.
7. To grant and issue shares to employees of the Company and its subsidiaries pursuant to the approved Share Option Scheme and Long-Term Incentive Share Scheme.
8. To conduct, compromise and settle any litigation in which any company in the Group is involved subject to limits prescribed by the Board of Directors from time to time.
9. To ratify the appointment of an Executive Committee, the delegation thereto of such executive and management responsibilities, powers and authorities (within the powers delegated to the Board Committee) as the Board Committee shall see fit, and the approval and adoption of the terms of reference of the Executive Committee.
10. To report properly to the Board of Directors in respect of all powers and authorities delegated to it.