

**JOHNSON ELECTRIC HOLDINGS LIMITED**  
**(“Company”)**

**Nomination Policy**  
**(adopted on 7 November 2018 by the Board of Directors)**

**1. Objectives**

- 1.1 The Nomination and Corporate Governance Committee (“Committee”) shall nominate suitable candidates to the Board of Directors (“Board”) for it to consider and appoint as directors to fill casual vacancies or as additional directors, or make recommendations to shareholders for election as directors of the Company at general meetings.
- 1.2 The purpose of this Nomination Policy is to assist the Committee and the Board in the nominations of directors.

**2. Selection Criteria**

- 2.1. The factors listed below would be used as reference by the Committee in assessing the suitability of a proposed candidate.
- The highest personal and professional ethics and integrity;
  - Contribution to the Board in terms of qualifications, skills, business experience, independence and such other factors as the Committee may consider relevant;
  - Commitment in respect of available time and relevant interests;
  - Board succession planning considerations;
  - Consideration of the requirement of the minimum number of independent non-executive directors; and
  - Diversity in all its aspects as set out in the Board Diversity Policy adopted by the Board on 16 May 2013.

These factors are for reference only, and not meant to be exhaustive and decisive. The Committee has the discretion to nominate any person, as it considers appropriate.

- 2.2. Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director (if necessary).
- 2.3. The Committee may request candidates to provide additional information and documents, if considered necessary.

### **3. Nomination Procedures**

- 3.1. For filling a casual vacancy or adding additional directors, the Committee shall make recommendations for the Board's consideration and approval. After the Committee makes its recommendations to the Board, the Board shall have the final decision on determining the selection of candidates.
- 3.2. For proposing candidates to stand for re-election at a general meeting, the Committee shall make nominations to the Board for its consideration and recommendations to the shareholders.
- 3.3. Until the issuance of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for re-election at the general meeting.
- 3.4. In order to provide information of the candidates nominated by the Board to stand for re-election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.
- 3.5. A shareholder can serve notices and information required under Section 74 and Section 79 of the Companies Act 1981 of Bermuda to the Company Secretary of the Company proposing a person for election as a director in accordance with the procedures set out in the Shareholder Information under the Investor Relations section of the website of the Company.

### **4. Confidentiality**

Unless required by law or any regulatory authority, under no circumstances shall a member of the Committee or a staff member of the Company or its subsidiaries disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before an announcement or the circular to shareholders, as the case may be, is issued.

### **5. Modification and Disclosure of Policy**

- 5.1. This Nomination Policy shall be reviewed and updated periodically to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice.
- 5.2. The Committee shall review and approve the disclosure of this Nomination Policy and such other disclosure requirements as may be required under the Listing Rules.