



Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Provisions in Bye-laws and Companies Act

Bye-laws

Bye-law 114 of the Bye-laws (the “Bye-laws”) of Johnson Electric Holdings Limited (the “Company”) provides that:

No person, other than a retiring Director, shall, unless recommended by the Board of Directors of the Company, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office of the Company or at the Company’s branch share registrar and transfer office in Hong Kong at least 7 days before the date of the general meeting. The period for lodgment of the notices required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

In order to ensure Shareholders have sufficient time to receive and consider the information of the nominated candidate, Shareholders are requested to submit the notice as early as practicable, preferably 20 days prior to the date of such general meeting. If the notice is received less than 15 days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow Shareholders 14 days’ notice (the notice period must include 10 business days) of the proposal.

Companies Act 1981 of Bermuda

Section 74: Convening of special general meeting on requisition

Section 74 of the Companies Act 1981 of Bermuda (the “Companies Act”) provides that :

- (1) The Directors, notwithstanding anything in the Bye-laws shall, on the requisition of shareholders of the Company (the “Shareholders”) holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a special general meeting of the Company.
- (2) The requisition must state the purposes of the meeting, and must be signed by the relevant Shareholders and deposited at the Head Office of the Company, and may consist of several documents in like form each signed by one or more relevant Shareholders.
- (3) If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the relevant Shareholders, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.
- (4) A meeting convened under this section by the relevant Shareholders shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.
- (5) Any reasonable expenses incurred by the relevant Shareholders by reason of the failure of the Directors duly to convene a meeting shall be repaid to the relevant Shareholders by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such Directors as were in default.

Section 79: Circulation of Shareholders’ resolution, etc.

Section 79 of the Companies Act provides that :

- (1) Subject to this section it shall be the duty of the Company, on the requisition in writing of such number of Shareholders as is hereinafter specified, at the expense of the relevant Shareholders unless the Company otherwise resolves -
 - (a) to give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (b) to circulate to Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

- (2) The number of Shareholders necessary for a requisition under subsection (1) shall be -
- (a) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
 - (b) not less than one hundred Shareholders.
- (3) Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company:

Provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

Procedures

If a shareholder wishes to nominate a person to stand for election as a Director of the Company at a general meeting, the following documents must be validly served on the Chairman of the Nomination And Corporate Governance Committee of the Company at the Head Office of the Company at the following address:

The Chairman
Nomination And Corporate Governance Committee
Johnson Electric Holdings Limited
12 Science Park East Avenue, 6/F
Hong Kong Science Park, Shatin
New Territories, Hong Kong

Documents required:

- (a) shareholder's notice of intention to propose a resolution at a general meeting;
- (b) a notice signed by the nominated candidate of the candidate's willingness to be appointed;
- (c) the information required under Section 74 and Section 79 of the Companies Act;

- (d) that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited and such other information, as set out in the below heading "Required Information of the Candidate(s) Nominated by Shareholders", and
- (e) the candidate's written consent to the publication of his/her personal data.

Required Information of the Candidate(s) Nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company's group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.