
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Johnson Electric Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Johnson Electric Holdings Limited to be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 17 July 2026 at 3:00 p.m. is set out on pages 15 to 19 of this circular. Please complete and return the proxy form in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the meeting or adjourned meeting (as the case may be). Submission of a proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

If shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via Johnson Electric's Investor Relations department as follows:

Investor Relations
Email: ir.manager@johnsonelectric.com

16 June 2026

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DEFINITIONS

In this circular and the appendices, unless the context requires otherwise, the following expressions have the following meanings:

AGM	the annual general meeting of the Company to be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 17 July 2026 at 3:00 p.m., notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
Annual Report 2025/26	annual report for the year ended 31 March 2026 of the Company
Board	the board of Directors from time to time
Buy-back Mandate	the general mandate as proposed in resolution no. 6 of the Notice of AGM
Bye-laws	the bye-laws of the Company
close associate	has the meaning ascribed thereto in the Listing Rules
Committee	the Nomination and Corporate Governance Committee of the Board
Company	Johnson Electric Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 179)
core connected persons	has the meaning ascribed thereto in the Listing Rules
Director(s)	the director(s) of the Company from time to time
Group or Johnson Electric	the Company and its subsidiaries from time to time
HK\$	Hong Kong dollars, the lawful currency of Hong Kong
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China
Issue Mandate	the general mandate to issue, allot and deal with additional Shares in resolution no. 7 of the Notice of AGM

DEFINITIONS

Latest Practicable Date	8 June 2026, being the date prior to the printing of this circular for ascertaining certain information contained in this circular
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
Notice of AGM	the notice of the AGM set out on pages 15 to 19 of this circular
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
Share(s)	ordinary share(s) with a nominal value of HK\$0.05 each in the share capital of the Company
Shareholder(s)	holder(s) of the Share(s)
Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs, published by the Securities and Futures Commission of Hong Kong, as amended from time to time
%	per cent.

LETTER FROM THE BOARD



Johnson Electric Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 179)

Board of Directors

Executive Directors

Patrick Shui-Chung WANG *SBS, JP*

Chairman and Chief Executive

Austin Jesse WANG

Non-Executive Directors

Winnie Wing-Yee WANG MAK

Vice-Chairman

Peter Kin-Chung WANG

Independent Non-Executive Directors

Catherine Annick Caroline BRADLEY *CBE*

Michael John ENRIGHT

Michelle Mei-Shuen LOW

Patrick Blackwell PAUL *CBE, FCA*

Christopher Dale PRATT *CBE*

David Alan ROSENTHAL

Hong Kong Head Office

12 Science Park East Avenue, 6/F

Hong Kong Science Park

Shatin, New Territories

Hong Kong

Registered Office

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

16 June 2026

Dear Shareholders,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO BUY BACK SHARES
AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you Notice of AGM and provide you with information on three of the matters to be dealt with at the AGM: (i) re-election of Directors; (ii) grant of general mandate to buy back Shares; and (iii) grant of general mandate to issue Shares.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the AGM, Winnie Wang Mak, Michelle Low, Patrick Paul and Christopher Pratt will retire by rotation and being eligible, will offer themselves for re-election in accordance with Bye-law 109(A) of the Bye-laws.

The Committee is responsible, among others, for assessing the independence of the independent non-executive directors. All the independent non-executive directors have confirmed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Having considered the criteria requirements and obligations of the independent non-executive directors, the Committee believes that all independent non-executive directors continue to be independent. In addition, the Board believes that each of the independent non-executive directors is a person of integrity and independent in character and judgment. They are independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of their independent judgment.

Particulars of the above mentioned Directors offering themselves for re-election at the AGM are set out in Appendix I to this circular.

Having considered the background, skills, knowledge, and experience of Mr. Paul and Mr. Pratt, as well as the Board's current composition and the benefit of diversity, the Committee is of the view that they are able to continue to bring invaluable contributions to the Company, and therefore made the nomination to the Board in accordance with the nomination policy and the board diversity policy of the Company. Mr. Paul who is a member of the Committee abstained from voting at the Committee meeting when his own nomination was being considered. The Committee and the Board consider Mr. Paul and Mr. Pratt to be independent notwithstanding their length of service.

Consequently, the Board recommends the re-election of Mrs. Mak as non-executive director, and Ms. Low, Mr. Paul and Mr. Pratt as independent non-executive directors at the AGM.

GENERAL MANDATES TO BUY BACK SHARES AND ISSUE SHARES

The Company acknowledges the concern of minority Shareholders with respect to possible dilution of their shareholding interest resulting from the exercise of the Issue Mandate and is committed to use the Issue Mandate sparingly and in the interest of all Shareholders.

On 17 July 2025, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the number of issued shares of the Company as of the date of passing the relevant resolution. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of an ordinary resolution to be proposed at the AGM granting the Buy-back Mandate to the Directors. Based on the 934,412,034 Shares in issue at the Latest Practicable Date (and assuming that there is no change in respect of the issued Shares of the Company after the Latest Practicable Date and up to the passing of the relevant resolution), the maximum number of Shares which may be bought

LETTER FROM THE BOARD

back pursuant to the Buy-back Mandate will be 93,441,203 Shares. In accordance with the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares. This explanatory statement is set out in Appendix II to this circular.

On 17 July 2025, a general and unconditional mandate was also given to the Directors to issue, allot and deal with additional Shares up to 20% of the number of the issued shares of the Company as of the date of passing the relevant resolution. Such general mandate will cease to be effective at the conclusion of the AGM. The Directors believe that the renewal of the general mandate is in the interests of the Company and Shareholders and accordingly, the Issue Mandate will be sought from Shareholders at the AGM to authorise the Directors to issue, allot and deal with additional Shares up to 20% of the number of Shares of the Company in issue as of the date of passing the relevant resolution. Based on the 934,412,034 Shares in issue at the Latest Practicable Date (and assuming that there is no change in respect of the issued Shares of the Company after the Latest Practicable Date and up to the passing of the relevant resolution), the Company will therefore be allowed under the Issue Mandate to issue a maximum of 186,882,406 Shares.

Conditional upon the passing of the resolutions numbered 6 and 7, an ordinary resolution to authorise the Directors to exercise the powers to issue, allot and deal with additional shares of the Company under the Issue Mandate in respect of the number of Shares bought back by the Company under resolution numbered 8 will also be proposed for approval by Shareholders at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

The Notice of AGM, which contains resolutions in respect of the re-election of Directors, the grant of the Buy-back Mandate and the Issue Mandate, is set out on pages 15 to 19 of this circular.

The proxy form for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the proxy form and return it to the office of the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon not less than 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the AGM. The completion and return of the proxy form will not prevent you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at general meetings must be taken by poll. The Chairman of the Meeting will therefore demand pursuant to Bye-law 78 of the Bye-laws that all resolutions set out in the Notice of AGM be decided by poll.

The results of the poll will be published on the Company's website (www.johnsonelectric.com) and the HKEXnews website (www.hkexnews.hk).

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the resolutions set out in the Notice of AGM are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,

On behalf of the Board

Patrick WANG SBS, JP
Chairman and Chief Executive

Hong Kong, 16 June 2026

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Winnie Wing-Yee WANG MAK (79)

Non-executive Director & Vice-Chairman

Appointed to the Board: 1971*

Committee Membership: Remuneration Committee (Member) of the Board

Career and Experience: Mrs. Mak joined the Group in 1969 and became a director in 1971 and held various senior positions related to finance, purchasing and corporate administration. She became Vice Chairman in 1996 and was re-designated as a Non-Executive Director in 2022. She is a director of certain subsidiaries of the Group. She holds a Bachelor of Science degree from Ohio University. Her former name was Wang Wing-Yee Winnie.

External Appointment:

- Non-executive director of Tristate Holdings Limited

Mrs. Mak is a daughter of Madam Yik-Chun Wang Koo, the substantial Shareholder. She is also a sister of Dr. Patrick Shui-Chung Wang (the Chairman and Chief Executive of the Company) and Mr. Peter Kin-Chung Wang (a Non-executive Director), and an aunt of Mr. Austin Jesse Wang (an Executive Director).

Save as disclosed above, Mrs. Mak has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Mrs. Mak has not entered into any service contract with the Company. She was appointed for a term of three years with automatic renewal for further terms of three years per term, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. Her director's fee is determined by the Board with reference to remuneration benchmarks in the industry and the prevailing market trends. The director's fee received by Mrs. Mak for the year ended 31 March 2026 is set out in note 30 to the consolidated financial statements of the Annual Report 2025/26.

As of the Latest Practicable Date, Mrs. Mak holds 865,586 Shares. Save as disclosed above, she does not have any other interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of her re-election.

* The date given is that of appointment to the board of a member company of the Group prior to its listing and Group reorganisation in 1988.

Michelle Mei-Shuen LOW (65)**Independent Non-Executive Director**

Appointed to the Board: 2022

Committee Membership: Audit Committee (Member) of the Board

Career and Experience: Ms. Low is a qualified accountant who held a number of senior financial management positions over a 34-year career at the Swire group of companies until her retirement in 2021. This included serving as Executive Director and Finance Director of Swire Properties Limited from 2010 to 2017, and of Swire Pacific Limited from 2017 to 2021. She received an honours degree in Social Sciences from the University of Hong Kong and a Bachelor of Laws degree in Chinese Law from Tsinghua University.

External Appointments:

- Independent Non-Executive Director of ThaiNamthip Corporation Public Company Limited
- Member of Board of Management and a member of the Incorporated Management Committee of Hong Kong Sea School

Save as disclosed above, Ms. Low has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Ms. Low has not entered into any service contract with the Company. She was appointed for a term of three years with automatic renewal for further terms of three years per term, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. Her director's fee is determined by the Board with reference to remuneration benchmarks in the industry and the prevailing market trends. The director's fee received by Ms. Low for the year ended 31 March 2026 is set out in note 30 to the consolidated financial statements of the Annual Report 2025/26.

The Committee assesses the independence of Ms. Low according to the criteria specified under the Listing Rules and was satisfied with her independence. Ms. Low is not connected with any other director, the senior management or any substantial or controlling Shareholder. She does not hold any cross-directorships or has any significant links with any Directors through involvement in other companies or bodies. As of the Latest Practicable Date, Ms. Low does not hold any Share and does not have any other interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of her re-election.

Patrick Blackwell PAUL CBE, FCA (78)**Independent Non-Executive Director**

Appointed to the Board: 2002

Committee Membership: Audit Committee (Chairman) and Nomination and Corporate Governance Committee (Member) of the Board

Career and Experience: Mr. Paul worked as a qualified accountant with PricewaterhouseCoopers (PwC) for 33 years during which time he held a number of senior management positions in Hong Kong, including Chairman and Senior Partner from 1994 to 2001. Since his retirement from PwC in 2002, Mr. Paul has served as an independent non-executive director and audit committee chairman on the boards of several major listed companies. He graduated from St. John's College of Oxford University and holds a Master of Arts degree from Oxford University.

External Appointments:

- Independent Non-Executive Director of The Hongkong and Shanghai Hotels, Limited
- Member of the Supervisory Board of the British Chamber of Commerce in Hong Kong

Mr. Paul has served as an independent non-executive director of the Company for more than nine years. The Committee and the Board are of the view that Mr. Paul consistently demonstrates high levels of engagement in carrying out the role and responsibilities of an independent non-executive director; and demonstrates the ability to provide an independent opinion on the Company's affairs and is able to continue to fulfill such role as required. Mr. Paul has extensive professional expertise in finance, accounting and taxation which enable him to provide invaluable advice on the Group's financial, taxation, internal controls and risk management aspects as the chair of the audit committee. Having reviewed the Board's composition and the benefit of diversity, the Committee considered the background, skills, knowledge, and experience of Mr. Paul, and made the recommendation to the Board in accordance with the nomination policy and the board diversity policy of the Company that Mr. Paul is an appropriate candidate to stand for re-election at the AGM.

The Committee and the Board believe that Mr. Paul's extensive experience in finance, business and entrepreneur perspectives and professional qualification together with his in-depth knowledge of the business of the Company contribute to the diversity and promote the effectiveness of the Board as a whole. The Board considers Mr. Paul to be independent notwithstanding his length of service and accepted the Committee's nomination.

Save as disclosed above, Mr. Paul has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Mr. Paul has not entered into any service contract with the Company. He was appointed for a term of three years with automatic renewal for further terms of three years per term, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. His director's fee is determined by the Board with reference to

remuneration benchmarks in the industry and the prevailing market trends. The director's fee received by Mr. Paul for the year ended 31 March 2026 is set out in note 30 to the consolidated financial statements of the Annual Report 2025/26.

The Committee assesses the independence of Mr. Paul according to the criteria specified under the Listing Rules and was satisfied with his independence. Mr. Paul is not connected with any other director, the senior management or any substantial or controlling Shareholder. He does not hold any cross-directorships or has any significant links with any Directors through involvement in other companies or bodies. As at the Latest Practicable Date, Mr. Paul holds 32,750 Shares. Save as disclosed above, he does not have any other interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

Christopher Dale PRATT *CBE* (70)**Independent Non-Executive Director**

Appointed to the Board: 2014

Committee Membership: Audit Committee (Member) and Remuneration Committee (Chairman) of the Board

Career and Experience: Mr. Pratt held various executive positions over a 36-year career with the Swire group across Hong Kong, Australia and Papua New Guinea, including serving as Chairman of Swire Pacific Limited and Cathay Pacific Airways Limited from 2006 to 2014. Following his retirement from the Swire group, Mr. Pratt has served as an independent non-executive director of several listed companies. He holds an honours degree in Modern History from Oxford University.

External Appointment:

- Senior Advisor to Morgan Stanley Asia Limited

Mr. Pratt has served as an independent non-executive director of the Company for more than nine years. The Committee and the Board are of the view that Mr. Pratt consistently demonstrates high levels of engagement in carrying out the role and responsibilities of an independent non-executive director and demonstrates the ability to provide an independent opinion on the Company's affairs and is able to continue to fulfill such role as required. Mr. Pratt has extensive senior management and business experience across a wide range of industries and markets. His diverse skillsets and areas of expertise have enabled him to provide unique viewpoints that are appropriate to the Group's business and strategies. Having reviewed the Board's composition and the benefit of diversity, the Committee considered the background, skills, knowledge, and experience of Mr. Pratt, and made the recommendation to the Board in accordance with the nomination policy and the board diversity policy of the Company that Mr. Pratt is an appropriate candidate to stand for re-election at the AGM.

The Committee and the Board believe that Mr. Pratt's extensive experience in business and entrepreneur perspectives together with his in-depth knowledge of the business of the Company contribute to the diversity and promote the effectiveness of the Board as a whole. The Board considers Mr. Pratt to be independent notwithstanding his length of service and accepted the Committee's nomination.

Save as disclosed above, Mr. Pratt has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years.

Mr. Pratt has not entered into any service contract with the Company. He was appointed for a term of three years with automatic renewal for further terms of three years per term, subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. His director's fee is determined by the Board with reference to

remuneration benchmarks in the industry and the prevailing market trends. The director's fee received by Mr. Pratt for the year ended 31 March 2026 is set out in note 30 to the consolidated financial statements of the Annual Report 2025/26.

The Committee assesses the independence of Mr. Pratt according to the criteria specified under the Listing Rules and was satisfied with his independence. Mr. Pratt is not connected with any other director, the senior management or any substantial or controlling Shareholder. He does not hold any cross-directorships or has any significant links with any Directors through involvement in other companies or bodies. As at the Latest Practicable Date, Mr. Pratt holds 56,000 Shares. Save as disclosed above, he does not have any other interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of his re-election.

The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.

SHARE CAPITAL

As of the Latest Practicable Date, the total number of Shares of the Company in issue was 934,412,034 Shares. Subject to the passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, exercise in full of the Buy-back Mandate could accordingly result in up to 93,441,203 Shares, representing 10% of the Shares in issue, being bought back by the Company during the period from the passing of the Buy-back Mandate at the AGM and ending on the earliest of (i) the conclusion of the next annual general meeting, (ii) the expiration of the period within which the next annual general meeting is required to be held by law or (iii) the date upon which such authority is revoked or varied.

REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the best interests of the Company and Shareholders. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net assets and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and Shareholders.

FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-backs would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda.

The Company is empowered by its Memorandum of Association and Bye-laws to buy back Shares and Bermuda law provides that the amount of capital repaid in connection with a share buy-back may only be paid out of the capital paid up on the relevant Shares, or from the profits that would otherwise be available for distribution by way of dividend, or from the proceeds of a new issue of shares made for the purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the Company's share premium account or contributed surplus account.

If, which is not presently contemplated, the Company was to buy back Shares up to the permitted maximum of 10% of the number of Shares in issue as of the Latest Practicable Date immediately upon the general mandate being approved by Shareholders, it is likely that there might be a material adverse impact on the working capital or gearing position of the Group in comparison to the position shown, as of 31 March 2026, in the Group's audited consolidated financial statements. However, the Directors do not propose to use their authority to make any buy-backs which would have a material adverse impact on the working capital or gearing position of the Group given the financial position of the Group at the time of the relevant buy-backs, unless the Directors determine that such buy-backs were, taking account of all relevant factors, in the best interests of the Company and Shareholders.

APPENDIX II **EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date are as follows:

	Highest HK\$	Lowest HK\$		Highest HK\$	Lowest HK\$
June 2025	23.35	18.92	January 2026	31.26	26.58
July 2025	26.45	19.80	February 2026	32.24	25.68
August 2025	29.58	22.72	March 2026	30.92	22.66
September 2025	45.78	25.80	April 2026	26.80	20.40
October 2025	42.68	32.32	May 2026	30.72	20.18
November 2025	36.86	26.90	June 2026 (up to the Latest Practicable Date)	27.80	23.72
December 2025	31.80	27.50			

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, have any present intention, if the Buy-back Mandate is approved by Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As of the Latest Practicable Date, the trustees of various trusts associated with the Wang family hold directly or indirectly 57.02% of the issued share capital of the Company.

The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-backs pursuant to the Buy-back Mandate. As at the Latest Practicable Date, approximately 57.02% of the total number of Shares in issue was held by the various Wang family trusts and, assuming full exercise of the Buy-back Mandate given to the Directors, approximately 63.36% will be held by such shareholders.

No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Buy-back Mandate is approved and exercised.

SHARE BUY-BACKS MADE BY THE COMPANY

The Company has not bought any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Johnson Electric Holdings Limited (“Company”) will be held at Star Room, Level 42, Cordis, Hong Kong, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 17 July 2026 at 3:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 March 2026;
2. To declare a final dividend of 44 HK cents per share in respect of the year ended 31 March 2026;
3. To re-elect the following directors:
 - (a) Winnie Wing-Yee Wang Mak as a non-executive director;
 - (b) Michelle Mei-Shuen Low as an independent non-executive director;
 - (c) Patrick Blackwell Paul as an independent non-executive director; and
 - (d) Christopher Dale Pratt 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 and to authorise the directors to fix its remuneration;
6. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

“THAT:

- (a) the exercise by the directors of the Company during the relevant period of all powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs by the Company pursuant to the approval in paragraph (a) during the relevant period, shall not exceed 10% of the number of shares of the Company in issue at the date of the passing of this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “relevant period” means the period from the passing of this resolution until whichever is the earliest of
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”;
- 7. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c), the exercise by the directors of the Company during the relevant period of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the relevant period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to
 - (i) a Rights Issue; or
 - (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company in force from time to time,

shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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(d) for the purposes of this resolution, “relevant period” means the period from the passing of this resolution until whichever is the earliest of

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

“Rights Issue” means an offer of shares or other securities to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”; and

8. As special business, to consider and, if thought fit, pass the following as an ordinary resolution:

“**THAT** conditional upon the passing of ordinary resolutions numbered 6 and 7 as set out in the notice convening this meeting, the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate shall be added by a number representing the aggregate number of shares of the Company bought back by the Company under the authority granted by the resolution set out as resolution numbered 6 in the notice convening this meeting, provided that such number of shares shall not exceed 10% of the aggregate number of shares of the Company in issue as of the date of the passing of this resolution.”.

By Order of the Board

Lai-Chu CHENG

Company Secretary

Hong Kong, 16 June 2026

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Notes:

1. A shareholder of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder of the Company. A proxy needs not also be a shareholder of the Company. If a shareholder of the Company does not plan to attend the AGM, he/she may appoint the chairman of the meeting to vote on his/her behalf at the meeting.
2. A proxy form is enclosed. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person, but the proxy's authority to vote on a resolution is to be regarded as revoked if the shareholder of the Company attends at the AGM and votes on that particular resolution.
3. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the AGM.
4. The register of shareholders of the Company will be closed from Tuesday, 14 July 2026 to Friday, 17 July 2026 inclusive, during which no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (not the share registrar in Bermuda) for registration, not later than 4:30 p.m. on Monday, 13 July 2026.

5. The register of shareholders of the Company will be closed from Thursday, 23 July 2026 to Monday, 27 July 2026 inclusive, during which no transfer of shares will be registered.

In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (not the share registrar in Bermuda) for registration, not later than 4:30 p.m. on Wednesday, 22 July 2026.

The Board has recommended a final dividend of 44 HK cents per share (2025: 44 HK cents per share) for the year ended 31 March 2026. Subject to the approval by shareholders at the AGM, such dividend will be payable on 12 August 2026 to shareholders whose names appear on the register of members on 27 July 2026.

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6. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal is in force or 'extreme conditions' resulting from a typhoon or a rainstorm are announced by the Hong Kong government at, or any time after 12:00 noon on the date of the AGM, the AGM may be adjourned to a later date and/or time as determined by the Company. The AGM will still be held as scheduled when an Amber or Red Rainstorm Warning signal is in force. If the AGM is adjourned, the Company will post an announcement on the Company's website (www.johnsonelectric.com) and the HKEXnews website (www.hkexnews.hk) to notify the Shareholders that the AGM has been adjourned (however, a failure to post such a notice shall not affect the adjournment of the AGM).
7. As of the date of this circular, the board of directors of the Company consists of:

Executive Directors

Patrick Shui-Chung WANG (*Chairman and Chief Executive*)

Austin Jesse WANG

Non-Executive Directors

Winnie Wing-Yee WANG MAK (*Vice-Chairman*)

Peter Kin-Chung WANG

Independent Non-Executive Directors

Catherine Annick Caroline BRADLEY

Michael John ENRIGHT

Michelle Mei-Shuen LOW

Patrick Blackwell PAUL

Christopher Dale PRATT

David Alan ROSENTHAL