
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 Wednesday, 15 July 2020 at 12:00 noon is set out on pages 13 to 17 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 the 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spread of COVID-19, the Company will implement precautionary measures (please refer to page 2 of this circular for details) at the Annual General Meeting ("AGM"), including:

- **Compulsory body temperature checks and health declarations**
- **Compulsory wearing of face masks**
- **No provision of food or beverage**
- **No distribution of corporate gifts**

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue. All the attendees are requested to wear face masks at all the time at the AGM venue. **In the current circumstances, the Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.**

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature over 37.4 degrees Celsius or is exhibiting flu-like symptoms will be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All attending Shareholders, proxies and other attendees are required to complete and submit a health declaration form prior to entry into the AGM venue. The health declaration form is sent to all registered Shareholders together with this circular. Please have the completed and signed health declaration form ready for collection at the main entrance of the AGM venue to facilitate prompt and smooth processing.
- (iii) Any person who has travelled outside Hong Kong within 14 days immediately before the AGM, is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the AGM.
- (iv) All attendees will be required to wear face masks on entry to and throughout the AGM and to maintain a safe distance with other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (v) Any attendee who declines any of the abovementioned measures will be denied entry into the AGM venue.
- (vi) Seating at the AGM venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM. The Company may limit the number of attendees at the AGM venue as may be necessary to avoid overcrowding.
- (vii) No gifts, food or beverage will be provided at the AGM.

Shareholders are in any event asked (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any requirements or guidelines of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

In the current circumstances, the Company strongly encourages Shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. The deadline to submit completed proxy forms is Monday, 13 July 2020 at 12:00 noon. Completed proxy forms must be returned to 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.

Subject to the development of the COVID-19 situation, the Company may implement further precautionary measures for its AGM, and may issue further announcement(s) on such measures as and when appropriate.

If Shareholders choosing not to attend the AGM in person 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

The Company will endeavor to respond as soon as possible.

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 Wednesday, 15 July 2020 at 12:00 noon, notice of which is set out on pages 13 to 17 of this circular, or any adjournment thereof
Board	the board of Directors from time to time or a duly authorised committee of the Board or such other committee as the Board may authorise
Buy-back Mandate	the general mandate as proposed in resolution no. 2 of the Notice of AGM
Bye-laws	the bye-laws of the Company
close associate	has the meaning ascribed thereto in the Listing Rules
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
core connected persons	has the meaning ascribed thereto in the Listing Rules
Director(s)	the director(s) of the Company
Group or Johnson Electric	the Company and its subsidiaries
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. 6 of the Notice of AGM
Latest Practicable Date	26 May 2020, 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

DEFINITIONS

Notice of AGM	the notice of the AGM set out on pages 13 to 17 of this circular
SFO	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Share(s)	fully paid 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) in issue
Stock Exchange	The Stock Exchange of Hong Kong Limited
Takeovers Code	the Codes on Takeovers and Mergers and Share Buy-backs
%	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 *JP*
Chairman and Chief Executive
Winnie Wing-Yee MAK WANG
Vice-Chairman
Austin Jesse WANG

Non-Executive Directors

Yik-Chun WANG KOO
Honorary Chairman
Peter Kin-Chung WANG
Peter Stuart Allenby EDWARDS*
Patrick Blackwell PAUL *CBE, FCA**
Michael John ENRIGHT*
Joseph Chi-Kwong YAM *GBM, GBS, CBE, JP**
Christopher Dale PRATT *CBE**
Catherine Annick Caroline BRADLEY *CBE**

* *Independent Non-Executive Director*

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

4 June 2020

Dear Shareholders,

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

INTRODUCTION

The purpose of this circular is to give you Notice of the 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.

RE-ELECTION OF DIRECTORS

At the AGM, Ms. Winnie Wing-Yee Mak Wang, Mr. Patrick Blackwell Paul and Mr. Christopher Dale Pratt will retire by rotation and all being eligible, offer themselves for re-election in accordance with Bye-law 109(A) of the Company's Bye-laws.

LETTER FROM THE BOARD

The Nomination and Corporate Governance Committee is responsible, inter alia, 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.

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 has consistently demonstrated his ability to provide an independent opinion on the Company's affairs and is able to continue to fulfill such role as required. Having reviewed the Board's composition and the benefit of diversity, the Committee considered the background, skills, knowledge, and experience of Mr. Paul and Mr. Pratt, and made the nomination to the Board in accordance with the Nomination Policy and the Board Diversity Policy. 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 believe that with their respective extensive experience in finance and business fields, Mr. Paul and Mr. Pratt will continue to provide valuable and relevant insights to the Board. Consequently, the Board recommends the re-election of Mr. Paul and Mr. Pratt as independent non-executive directors, and Ms. Wang as an executive director at the AGM.

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

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 11 July 2019, 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 902,647,573 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 back pursuant to the Buy-back Mandate will be 90,264,757 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.

LETTER FROM THE BOARD

On 11 July 2019, 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 902,647,573 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 180,529,514 Shares.

Conditional upon the passing of the resolutions numbered 2 and 6, 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 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 13 to 17 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 and the HKEXnews website (www.hkexnews.hk).

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

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 Shui-Chung WANG JP
Chairman and Chief Executive

Hong Kong, 4 June 2020

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

Winnie Wing-Yee MAK WANG
Vice-Chairman
Member of Remuneration Committee

Winnie Wing-Yee Mak Wang, age 73, obtained her Bachelor of Science degree from Ohio University in the United States. She joined the Group in 1969. She became a director and Executive Director of the Group in 1971 and 1984 respectively and was elected the Vice-Chairman in 1996. She also serves on the board of directors of various subsidiaries of the Company. Ms. Wang is a non-executive director of Tristate Holdings Limited. Her former name was Winnie Wing-Yee Wang. Save as disclosed above, she 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. Wang has not entered into any service contract with the Company, but she is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. Her emolument is determined by the Remuneration Committee with reference to her experience, as well as remuneration benchmarks in the industry and the prevailing market trends. The director's emolument received by Ms. Wang for the year ended 31 March 2020 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2020.

Ms. Wang is a daughter of Ms. Yik-Chun Wang Koo, the Honorary Chairman; a sister of Dr. Patrick Shui-Chung Wang, the Chairman and Chief Executive, and Mr. Peter Kin-Chung Wang, a Non-Executive Director; and an aunt of Mr. Austin Jesse Wang, an Executive Director.

As of the Latest Practicable Date, Ms. Wang had a personal interest in 816,827 Shares of the Company within the meaning of Part XV of the SFO. Such interest comprises 449,877 underlying shares in respect of the awarded shares granted, which remained unvested, under the Johnson Electric Restricted and Performance Stock Unit Plan. Save as disclosed above, she does not have any other interest in the Shares of the Company 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)(h) to (v) 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
Independent Non-Executive Director
Chairman of Audit Committee and
Member of Nomination and Corporate Governance Committee

Patrick Blackwell Paul, age 72, has been an Independent Non-Executive Director of the Company since 2002. He had been the Chairman and Senior Partner of PricewaterhouseCoopers in Hong Kong from 1994 to 2001. He is an independent non-executive director of The Hongkong and Shanghai Hotels, Limited and Pacific Basin Shipping Limited. His civic commitments include chairing the Supervisory Board of the British Chamber of Commerce in Hong Kong. Save as disclosed above, he 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 2020 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2020.

Mr. Paul is not connected with any other director, the senior management or any substantial or controlling shareholder of the Company. As of the Latest Practicable Date, Mr. Paul holds 32,750 Shares. Save as disclosed above, he does not have any other interest in the Shares of the Company 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)(h) to (v) 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*
Independent Non-Executive Director
Member of Audit Committee and Remuneration Committee

Christopher Dale Pratt, age 63, has been an Independent Non-Executive Director of the Company since 2014. He obtained his honours degree in Modern History from Oxford University. He joined the Swire group in 1978 and over the next 35 years worked in various of the group's businesses in Hong Kong, Australia and Papua New Guinea. From 2006 until his retirement in 2014, he served as Chairman of Cathay Pacific Airways Limited, Hong Kong Aircraft Engineering Company Limited, John Swire & Sons (H.K.) Limited, Swire Pacific Limited and Swire Properties Limited. He was also a Director of Swire Beverages Limited, Air China Limited and The Hongkong and Shanghai Banking Corporation Limited. Mr. Pratt was appointed in 2014 an Independent Non-Executive Director of PureCircle Limited and Noble Group Limited and retired from both directorships in 2018. Mr. Pratt is currently a Non-Executive Director of Grosvenor Group Limited. He is also a senior advisor to Morgan Stanley Asia Limited. He was appointed a Commander of the Order of the British Empire (CBE) in 2000. Save as disclosed above, he 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 2020 is set out in note 30.1 to the consolidated financial statements of the Company's Annual Report 2020.

Mr. Pratt is not connected with any other director, the senior management or any substantial or controlling shareholder of the Company. As of the Latest Practicable Date, Mr. Pratt holds 56,000 Shares. Save as disclosed above, he does not have any other interest in the Shares of the Company 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)(h) to (v) 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 902,647,573 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 90,264,757 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 2020, 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.

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\$
May 2019	18.48	14.30	December 2019	18.00	16.34
June 2019	17.10	14.52	January 2020	19.38	17.10
July 2019	18.04	13.80	February 2020	20.60	16.82
August 2019	14.44	12.36	March 2020	18.36	10.28
September 2019	15.00	12.90	April 2020	13.80	11.28
October 2019	14.44	13.34	May 2020 (up to the Latest Practicable Date)	13.50	11.72
November 2019	18.50	14.28			

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 57.32% 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 57.32% 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 63.69% 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 Wednesday, 15 July 2020 at 12:00 noon 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 2020;
2. 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
 - (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.”;
3. To re-elect the following directors:
 - (a) Ms. Winnie Wing-Yee Mak Wang as an executive director;
 - (b) Mr. Patrick Blackwell Paul as an independent non-executive director; and
 - (c) Mr. Christopher Dale Pratt as an independent non-executive director;

NOTICE OF ANNUAL GENERAL MEETING

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) 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
- (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

NOTICE OF ANNUAL GENERAL MEETING

“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

7. 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 2 and 6 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 2 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, 4 June 2020

NOTICE OF ANNUAL GENERAL MEETING

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. **For the purposes of the prevention and control of the spread of the COVID-19 epidemic and to safeguard the health and safety of the shareholders of the Company, the Company strongly encourages shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.** A proxy needs not also be a shareholder of the Company. A proxy form is enclosed. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person.
2. 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.
3. The register of shareholders of the Company will be closed from Friday, 10 July 2020 to Wednesday, 15 July 2020 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 Thursday, 9 July 2020.

4. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or any time between 9:00 a.m. and 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 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).

NOTICE OF ANNUAL GENERAL MEETING

5. 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*)

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

Austin Jesse WANG

Non-Executive Directors

Yik-Chun WANG KOO (*Honorary Chairman*)

Peter Kin-Chung WANG

Peter Stuart Allenby EDWARDS*

Patrick Blackwell PAUL*

Michael John ENRIGHT*

Joseph Chi-Kwong YAM*

Christopher Dale PRATT*

Catherine Annick Caroline BRADLEY*

* *Independent Non-Executive Director*



Johnson Electric Holdings Limited

德昌電機控股有限公司

(Incorporated in Bermuda with limited liability)

(在百慕達註冊成立之有限公司)

(Stock Code 股份代號：179)

HEALTH DECLARATION FORM 健康申報表

To: Johnson Electric Holdings Limited ("Company")
Re: 2020 Annual General Meeting ("AGM")

致：德昌電機控股有限公司 (「本公司」)
有關2020年股東週年大會事宜

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING 股東週年大會的預防措施

To safeguard the health and safety of shareholders and to prevent the spread of COVID-19, the Company will implement precautionary measures at the AGM, including:

為保障股東的健康以及安全，並防止2019冠狀病毒病(COVID-19)的傳播，本公司將於股東週年大會上實施以下預防措施，包括：

- **Compulsory body temperature checks and health declarations**
強制體溫檢查及健康申報
- **Compulsory wearing of face masks**
必須佩戴口罩
- **No provision of food and beverage**
不提供茶點
- **No distribution of corporate gifts**
不派發禮品

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue. All the attendees are requested to wear face masks at all the time at the AGM venue. In the current circumstances, the Company strongly encourages shareholders to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.

任何不遵守預防措施的人士將會被拒絕進入股東週年大會會場。所有出席人士於任何時候均須於股東週年大會會場內佩戴口罩。在目前情況下，本公司強烈建議股東委任股東週年大會主席作為其代表，於大會上就決議案投票，而毋須親身出席股東週年大會。

I hereby declare that:
本人謹此聲明：

1. I have not had any of the following symptoms in the past 14 days: fever, malaise, dry cough, shortness of breath or other flu-like symptoms.
本人於過去 14 天並無下列任何病徵：發燒、乏力、乾咳、呼吸困難或其他類似流感症狀。
2. I have not travelled outside of Hong Kong in the past 14 days.
本人於過去 14 天並無離開香港。
3. I am not, nor is anyone with whom I reside, subject to mandatory quarantine (at home or otherwise).
本人或與本人同住的人士並沒有正在接受強制隔離（不論在家中或其他地方）。
4. To the best of my knowledge, I have not been in close contact with anyone with a suspected, probable or confirmed case of COVID-19 in the past 14 days.
就本人所知，本人於過去 14 天並無與任何懷疑、疑似或確診感染 COVID-19 之人士有緊密接觸。

I confirm that the above information and declaration is accurate to the best of my knowledge. I understand that making a false statement may jeopardise the health and safety of other attendees of the AGM.

本人確認就本人所知，上述資料及聲明乃真實無誤。本人明白作出虛假陳述，有可能危害其他出席人士之健康安全。

Full name:
全名：

Signature:
簽署：

Date: 15 July 2020
日期：2020年7月15日

By signing this form, I consent to the uses of my personal data described in the Personal Information Collection Statement below.
本人簽署此表格，即代表同意按下文之收集個人資料聲明所述使用本人之個人資料。

PERSONAL INFORMATION COLLECTION STATEMENT 收集個人資料聲明

The Company may use and retain the personal data collected through this form or which the Company or the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, already holds about you, for the purpose of the assessment of health risks related to the AGM, including contact tracing and other health-related purposes, for the purpose of reporting to and complying with requests from government or regulatory authorities, including the Centre for Health Protection and other agencies of the Department of Health.

本公司或會使用及保留透過此表格收集之個人資料或本公司或本公司的香港股份過戶登記分處香港中央證券登記有限公司已持有有關閣下之個人資料，以作評估與股東週年大會相關之健康風險，包括追蹤關聯人士及其他與健康相關之目的，向政府或監管機構（包括衛生署轄下衛生防護中心及其他機構）作出匯報並遵照其要求。

The Company would also like to draw your attention to section 59(2) of the Personal Data (Privacy) Ordinance, which provides that in circumstances in which the application of statutory restrictions on the use of personal data would be likely to cause serious harm to the physical health of the data subject or any other individual, personal data relating to the identity or location of an individual may be disclosed to a relevant third party without consent.

本公司亦在此務請閣下注意個人資料（私隱）條例第59(2)條，該條規定使用個人資料之法定限制適用之情況下，若有相當可能會對該資料當事人或任何其他個人的身體健康造成嚴重損害，則可在毋須獲得同意之情況下，向相關第三方披露關於個人的身份或所在之個人資料。