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## Johnson Electric Holdings Limited

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 179)

### 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 Thursday, 13 July 2023 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 2023;
2. To declare a final dividend of 34 HK cents per share in respect of the year ended 31 March 2023;
3. 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 recognized 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.”;
- 4. To re-elect the following directors:
  - (a) Ms. Michelle Mei-Shuen Low as an independent non-executive director;
  - (b) Mrs. Mak Wang Wing-Yee Winnie as a non-executive director;
  - (c) Mr. Patrick Blackwell Paul as an independent non-executive director; and
  - (d) Mr. Christopher Dale Pratt as an independent non-executive director;
- 5. To authorise the board of directors to fix the directors’ remuneration;
- 6. To re-appoint Messrs. PricewaterhouseCoopers as Auditor and to authorise the directors to fix its remuneration;
- 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

(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).”;

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 3 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 3 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.”

9. As special business, to consider and, if thought fit, pass with or without amendments, the following as an ordinary resolution:

**“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, shares in the capital of the Company which may fall to be issued pursuant to the vesting of share grants under the new share award scheme as defined and summarized in the circular dated 14 June 2023 of the Company (the rules of which has been produced to this meeting and marked “A” and signed by the chairman of the meeting for identification purpose) (the “New Scheme”), the New Scheme be and is hereby approved and adopted by the Company and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme including but without limitation:

- (a) to administer the New Scheme in which new Shares may be issued upon vesting of share awards;
- (b) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of provisions of the New Scheme relating to modification and/or amendment; and
- (c) to issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the New Scheme; provided that the total number of Shares underlying the awards granted pursuant to the New Scheme and any awards or options granted under any other share schemes of the Company shall not exceed 10% of the number of Shares in issue at the date of passing this resolution (“New Scheme Shares Mandate”).”;

10. As special business, to consider and, if thought fit, pass the following as a special resolution:

**“THAT**

- (a) the existing bye-laws of the Company be and are hereby amended in the manner as set out in Appendix IV to the circular of the Company dated 14 June 2023 (the “Circular”); and the new amended and restated bye-laws of the Company in the form produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, which consolidates all the proposed amendments to the existing bye-laws mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect from the conclusion of the meeting; and

- (b) any one director or the company secretary of the Company be and is hereby authorized to do all acts and things to sign, execute and deliver all documents as he/she may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments to the existing bye-laws and the proposed adoption of the new bye-laws of the Company.”.

*By Order of the Board*

**Lai-Chu CHENG**

Company Secretary

Hong Kong, 14 June 2023

**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. 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 Monday, 10 July 2023 to Thursday, 13 July 2023 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 Friday, 7 July 2023.

4. The register of shareholders of the Company will be closed from Thursday, 20 July 2023 to Monday, 24 July 2023 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, 19 July 2023.

The Board has recommended a final dividend of 34 HK cents per share (2022: 17 HK cents per share) for the year ended 31 March 2023. Subject to the approval by shareholders at the AGM, such dividend will be payable on 6 September 2023 to shareholders whose names appear on the register of members on 24 July 2023. The proposed final dividend will be offered with a scrip dividend option to shareholders, which will allow them to receive new shares in lieu of cash. Participation in the scrip dividend scheme will be optional. The scrip dividend scheme is subject to the Stock Exchange granting the listing of and permission to deal in the new shares to be issued pursuant thereto. A circular containing details of this scrip dividend scheme will be dispatched to shareholders.

5. 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 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 ([www.johnsonelectric.com](http://www.johnsonelectric.com)) and the HKEXnews website ([www.hkexnews.hk](http://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).
6. As of the date of this announcement, 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***

WANG KOO Yik-Chun (*Honorary Chairman*)  
MAK WANG Wing-Yee Winnie (*Vice-Chairman*)  
Peter Kin-Chung WANG  
Patrick Blackwell PAUL#  
Michael John ENRIGHT#  
Joseph Chi-Kwong YAM#  
Christopher Dale PRATT#  
Catherine Annick Caroline BRADLEY#  
Michelle Mei-Shuen LOW#

# *Independent Non-Executive Director*