THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular on a limited review basis pursuant to Rule 4.1(c) of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Kee Ming Group Berhad was listed on the ACE Market of Bursa Securities on 12 February 2026. The admission of Kee Ming Group Berhad to the Official List of Bursa Securities was sponsored by TA Securities Holdings Berhad ("**TA Securities**"). TA Securities has reviewed this Circular prior to its issuance pursuant to Rule 4.27 of the ACE Market Listing Requirements of Bursa Securities.

KEE MING GROUP BERHAD

[Registration No. 202501009701 (1611115-K)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The ordinary resolution in respect of the above proposals will be tabled as special business at the First Annual General Meeting ("**First AGM**") of Kee Ming Group Berhad ("**Kee Ming**" or "**Company**"). This Circular is available on the Company's website at https://www.keeming.com, together with the Notice of the First AGM and the Proxy Form contained in the Company's Annual Report 2026.

If you wish to appoint proxy/proxies to attend and vote on your behalf at the First AGM, you may complete the Proxy Form and deposit it at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, or alternatively, you may lodge the Proxy Form electronically via the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com not less than forty-eight (48) hours before the time appointed for holding the First AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the First AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form ....:	Tuesday, 25 August 2026 at 10:00 a.m.
Date and time of the First AGM ....:	Thursday, 27 August 2026 at 10:00 a.m.
Venue of the First AGM……………………………………………….:	Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor.

This Circular is dated 30 July 2026

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

"Accountants' Report"	:	Accountants' Report of Kee Ming prepared for the inclusion in the prospectus of Kee Ming in connection with the initial public offering and listing of Kee Ming on the ACE Market of Bursa Securities dated 8 January 2026
"Act"	:	Companies Act 2016
"AGM"	:	Annual General Meeting of Kee Ming
"ARMC"	:	Audit and Risk Management Committee
"Board"	:	Board of Directors of Kee Ming
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Circular"	:	This circular to shareholders of Kee Ming dated 30 July 2026
"Director(s)"	:	(a) Director(s) of Kee Ming and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007; and (b) For the purposes of the Proposals, it includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director or a chief executive of Kee Ming, its subsidiary or holding company.
"EPCC"	:	Engineering, procurement, construction and commissioning
"Kee Ming" or "Company"	:	Kee Ming Group Berhad [Registration No. 202501009701 (1611115-K)]
''Kee Ming Electrical"	:	Kee Ming Electrical Sdn. Bhd. [Registration No. 201301013853 (1043691-K)]
"Kee Ming Group" or "Group"	:	Collectively, Kee Ming and its subsidiary company(ies)
"Listing Date"	:	12 February 2026, being the date of admission of Kee Ming to the Official List of Bursa Securities
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
"LPD"	:	1 July 2026, being the latest practicable date for certain information disclosed in this Circular
"Major Shareholder(s)"	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of Kee Ming or any other corporation which is its subsidiary or holding company.
"M&E"	:	Mechanical and electrical

"Person(s) Connected"	:	In relation to any person (referred to as "said Person"), means such person who falls under any one (1) of the following categories: (a) a family member of the said Person (for the purpose of this definition, "family" includes spouse, parent, child including an adopted child and step-child, brother or sister, spouse of child including an adopted child and step-child, and spouse of brother or sister); (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or their family member, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person or persons connected with them are entitled to exercise or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
"Proposals"	:	Collectively, Proposed Ratification and Proposed Shareholders' Mandate
"Proposed Ratification"	:	Proposed shareholders' ratification for the RRPTs entered into by Kee Ming Group during the Ratification Period
"Proposed Shareholders' Mandate"	:	Proposed new shareholders' mandate for Kee Ming Group to enter into RRPTs
"Ratification Period"	:	The period commencing from the Listing Date up to the date of the First AGM
"Recurrent Related Party Transactions" or "RRPT(s)"	:	Related party transaction(s) which is/are recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Group
"Related Party(ies)"	:	Director, Major Shareholder or Person(s) Connected with such Director or Major Shareholder
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"Solarvest"	:	Solarvest Holdings Berhad [Registration No. 201701033607 (1247778-U)]
"PV"	:	Photovoltaic

All references to "our Company" in this Circular are to Kee Ming, references to "our Group" are to our Company and our subsidiary company(ies), collectively, and all references to "we", "us", "our" and "ourselves" are to our Company, and where the context requires, shall include our subsidiary company(ies). All references to "you" in this Circular are to the shareholders of our Company, unless the context otherwise requires.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

Any reference to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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KEE MING GROUP BERHAD
[Registration No. 202501009701 (1611115-K)]
(Incorporated in Malaysia)

Registered Office:
Lot 1902, 19th Floor, Tower 1, Faber Towers,
Jalan Desa Bahagia, Taman Desa,
58100 Kuala Lumpur, W.P. Kuala Lumpur.

30 July 2026

Board of Directors:

Tengku Faizwa Binti Tengku Razif *(Independent Non-Executive Chairperson)*
Ir. Liew Kar Hoe *(Non-Independent Executive Director and Managing Director)*
Choy Sook Yan *(Non-Independent Executive Director)*
Lim Chin Siu *(Non-Independent Non-Executive Director)*
Ooi Guan Hoe *(Independent Non-Executive Director)*
Susie Chung Kim Lan *(Independent Non-Executive Director)*
Lee Chin Hui *(Independent Non-Executive Director)*

To: The Shareholders of Kee Ming

Dear Sir/Madam,

PROPOSED RATIFICATION AND PROPOSED SHAREHOLDERS' MANDATE

1. INTRODUCTION

Bursa Securities had, vide its letter dated 6 March 2026, granted the Company an extension of time to seek shareholders' ratification and mandate for the RRPTs entered into or to be entered into by Kee Ming Group with its related parties from the Listing Date up to the forthcoming First AGM or extraordinary general meeting, whichever is held earlier.

On 13 July 2026, the Company announced to Bursa Securities its intention to seek shareholders' approval for the Proposals at the forthcoming First AGM of Kee Ming.

The purpose of this Circular is to provide you with the relevant details of the Proposals and to seek your approval in respect of the ordinary resolution pertaining to the Proposals to be tabled as special business at the forthcoming First AGM of the Company. The Notice of the First AGM and the Proxy Form are enclosed in the Company's Annual Report 2026, which is issued together with this Circular and are available on our Company's website at https://www.keeming.com.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING FIRST AGM.

2. DETAILS OF THE PROPOSALS

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, the Company may seek a mandate from the shareholders in respect of RRPTs which are necessary for its day-to-day operations subject to the following:

(a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party(ies) than those generally available to the public;

(b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of RRPTs conducted pursuant to the shareholders' mandate during the financial year where the aggregate value of the RRPTs is equal to or more than the following threshold in relation to a listed corporation with a share capital of RM60 million and below:

  (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or

  (ii) the percentage ratio of such RRPTs is 1% or more,

  whichever is the lower;

(c) the issuance of a circular to shareholders by the Company containing information as may be prescribed in the Listing Requirements. The draft circular to shareholders must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;

(d) in a meeting to obtain shareholders' mandate, where it involves the interest of the interested Directors, interested Major Shareholders or Persons Connected with them, such Director or Major Shareholder must not vote on the resolution approving the transactions. The interested Directors and/or interested Major Shareholders must ensure that Persons Connected with them will also abstain from voting on the resolution approving the transactions; and

(e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Group exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Our Company anticipates that companies within the Group will, in the ordinary course of business, enter into certain RRPTs with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time. These transactions are necessary for the day-to-day operations of the Group and will be carried out on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the interests of the minority shareholders of Kee Ming.

Accordingly, the Board proposes to seek shareholders' approval for the Proposed Ratification for the RRPTs entered into by the Group during the Ratification Period and the Proposed Shareholders' Mandate to enable the Group to enter into RRPTs from the date of the forthcoming First AGM until the next AGM of the Company, details of which are set out in Section 2.4 of this Circular.

2.2 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved by the shareholders at the forthcoming First AGM, will take effect from the date of passing of the ordinary resolution at the AGM and is subject to annual renewal. In this respect, the mandate arising therefrom shall continue to be in force until:

(a) the conclusion of the next AGM of Kee Ming following the First AGM at which the ordinary resolution for the Proposed Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;

(b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by the shareholders of Kee Ming at a general meeting,

whichever occurs first.

2.3 Principal Business Activities of Kee Ming Group

Kee Ming is an investment holding company, while our subsidiary, namely Kee Ming Electrical, is principally involved in the following business activities:

(a) provision of M&E engineering services; and

(b) provision of maintenance and repair services.

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2.4 Related Parties and Nature of RRPTs Contemplated

The details of the RRPTs, including the classes of Related Parties and the nature of such transactions contemplated under the Proposals are set out below:

		Proposed Ratification		Proposed Shareholders' Mandate	
Transacting Parties	**Nature of RRPTs**	**Actual value transacted from the Listing Date up to the LPD (RM'000)**	**Estimated aggregate value of transactions from the LPD until the forthcoming First AGM on 27 August 2026 (RM'000)**	**Estimated aggregate value of RRPTs from 27 August 2026 (date of First AGM) up to the next AGM(1) (RM'000)**	**Interested Director and/or Major Shareholders**
Solarvest and its subsidiaries and associates (collectively, "**Solarvest Group**")	(i) Provision of M&E engineering services to Solarvest Group	1,377	2,000	250,000	Lim Chin Siu(2)(5) Solarvest(3) Atlantic Blue Holdings Sdn. Bhd.(4) Tan Chyi Boon(5)
	(ii) Purchase of electrical consumables and equipment from Solarvest Group	4,169	-	50,000	

Notes:

(1) The estimated value of the transactions stated were based on the estimation by Kee Ming's management for the period under consideration. Actual transaction value may differ from the values stated.
(2) Lim Chin Siu is the Company's indirect substantial shareholder, Non-Independent Non-Executive Director and corporate representative of Solarvest. He is also the managing director and a substantial shareholder of Solarvest.
(3) Solarvest is a major shareholder of Kee Ming. Solarvest is listed on the Main Market of Bursa Securities and it is principally involved in the provision of EPCC for solar PV systems and investment in solar PV plant, provision of solar leasing activities, EPCC services for renewable energy project, development of renewable energy construction and commissioning works.
(4) Deemed interested by virtue of its interest in Solarvest pursuant to Section 8 of the Act.
(5) Deemed interested by virtue of his interests in Solarvest and Atlantic Blue Holdings Sdn. Bhd. pursuant to Section 8 of the Act.

The estimated values for each transaction mentioned above are based on prevailing rates/prices obtained, which are reasonable market-competitive rates/prices and reflect the normal level of transactions anticipated by the Group from the date of the forthcoming First AGM on 27 August 2026 up to the next AGM of the Company. These estimates were determined by the Group's management, considering historical data and prevailing market rates/prices, and based on the assumption that the current level of operations will continue and external conditions will remain constant. However, the actual transaction values may vary from the estimates due to changes in the business, economic and competitive environment.

2.5 Amount Due and Owing to Kee Ming Group by the Related Parties

As at the LPD, there was no amount due and owing to Kee Ming Group by the Related Parties pursuant to the RRPTs which has exceeded the credit term.

2.6 Review Procedures for the RRPTs

Kee Ming has established the following methods and procedures, which shall apply to the RRPTs entered or to be entered into pursuant to the Proposals, to ensure the proper identification, reporting, monitoring and execution of the RRPTs. These methods and procedures are intended to ensure that the RRPTs are conducted on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and policies, on terms and transaction prices not more favourable to the Related Parties than those generally available to the public, are not detrimental to the interests of the minority shareholders of the Company, and are in the best interests of the Group:

(a) The transaction prices are determined based on prevailing market rates or prices that are agreed upon under similar commercial terms for transactions with third parties, established business practices and policies and on terms which are generally in line with industry norms. Transactions with a Related Party will only be entered into after taking into consideration the pricing, quality of products and/or services, expertise, track record, deliverables, level of service and other relevant commercial considerations including prices offered by competitors of similar products and services in the open market;

(b) The terms and pricing of products and services to be provided, supplied and/or received shall be consistent with Kee Ming Group's business practices and policies, taking into consideration factors such as prevailing market conditions, demand and supply, quality of product and/or services, credit terms, reliability of supply and service standards;

(c) Where practicable, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the absence of such comparable transactions, reference may be made to prevailing market prices, industry norms, published price lists, quotations from independent suppliers or customers, or other relevant benchmarks. This is to ensure that the pricing and terms of the RRPTs are fair, reasonable and consistent with market standards, and are not detrimental to the interests of the minority shareholders of Kee Ming;

(d) The ARMC will undertake a periodic review, on a quarterly basis or at such intervals as it may deem appropriate, of the RRPTs entered into by the Group. Such review will include an assessment of whether the RRPTs are conducted on normal commercial terms, at arm's length, and are not prejudicial to the interests of the Company and its minority shareholders. The ARMC shall have the authority to request additional information, supporting documents and/or independent sources of comparison, where necessary, and to recommend appropriate actions to the Board in the event of any irregularities or concerns;

(e) All Directors and key management personnel are required to declare and disclose any transaction in which they are deemed interested, whether directly or indirectly. Such transactions shall be subject to the review and scrutiny of the ARMC. Where any Director has an interest, whether directly or indirectly, in any transaction, such Director shall abstain from the Board's deliberation and voting on all matters pertaining to the transaction and shall ensure that the Person Connected with him or her also abstains from voting on the resolution approving the transaction at the general meeting;

(f) Records will be maintained by the Company to document all RRPTs entered into by the Group, capturing relevant details such as the nature of the transaction, value, counterparty and approval status. Such records will be reviewed periodically to monitor the aggregate value of RRPTs against the mandate limits pursuant to the Proposed Shareholders' Mandate. This facilitates timely identification of any potential breaches and ensures that all RRPTs remain within the approved parameters; and

(g) It is the Company's policy to ensure that all transactions undertaken by the Group, regardless of whether they are RRPTs or not, are carried out in the best interest of the Company.

2.7 Thresholds for Approval of RRPTs

There is no specific threshold prescribed for the approval of RRPTs within the Kee Ming Group. All RRPTs are subject to ongoing monitoring by management, formal review by the ARMC on a quarterly basis (or at such intervals as it deems appropriate), and approved or ratified by the Board upon the recommendation of the ARMC, where required. All existing and potential related party transactions are required to be disclosed by the interested parties on a timely basis for reporting to and review by the ARMC.

Where any Director has an interest, whether direct or indirect, in any RRPT, such Director shall abstain from participating in the Board deliberations and voting on the relevant resolution approving the RRPTs. Such Director shall also ensure that Persons Connected with him abstain from voting on the relevant resolution in respect of the RRPTs.

Where any RRPT is not covered by the shareholders' mandate, or where the actual value of the RRPT exceeds the approved mandate, the Company will make the necessary announcement to Bursa Securities in accordance with the Listing Requirements. The ARMC and the Board are fully cognisant of their obligations and will ensure compliance with Rule 10.09(1) of the Listing Requirements.

2.8 Statement by the ARMC

The ARMC has the overall responsibility of determining whether the procedures for reviewing all RRPTs are appropriate.

The ARMC, having seen and reviewed the procedures as set out in Section 2.6 of this Circular, is of the view that;

(a) the said procedures are sufficient to ensure that the RRPTs are transacted on arm's length basis, on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of Kee Ming; and

(b) Kee Ming Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on an annual basis or whenever the need arises.

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2.9 Disclosure in Annual Report

The Company will make relevant disclosure in the Company's annual report in respect of the Proposed Shareholders' Mandate and in the annual reports for subsequent years where the Proposed Shareholders' Mandate continues to be in force in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which requires, among other things, a breakdown of the aggregate value of the RRPTs made during the financial year based on the following information:

(i) the type of RRPT made; and

(ii) the names of the Related Parties involved in each type of RRPT made and their relationship with the Group.

2.10 Rationale for and Benefits of the Proposals

The Proposed Ratification serves to ratify the RRPTs entered into by Kee Ming Group during the Ratification Period. As Kee Ming is in its first year of listing on the ACE Market of Bursa Securities, Bursa Securities has granted the Company an extension of time to seek shareholders' ratification at the First AGM for such RRPTs.

The RRPTs to be entered into pursuant to the Proposals are necessary for the day-to-day operations of Kee Ming Group and are carried out in the ordinary course of business. Such transactions are intended to meet the business needs of the Group at the most competitive terms and will enable the Group to operate efficiently and effectively.

The Proposed Shareholders' Mandate will facilitate the Group in entering into recurrent transactions with the Related Parties, which are undertaken at arm's length, on normal commercial terms, on terms not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the interests of the minority shareholders of the Company.

In addition, the Proposals enhances the Group's ability to pursue business opportunities, including leveraging on the close business relationships with the Related Parties to promote operational synergies and cross-selling opportunities, thereby contributing positively to the Group's overall performance.

The Proposed Shareholders' Mandate will also eliminate the need for the Company to make frequent announcements to Bursa Securities or to convene separate general meetings to seek shareholders' approval for each individual RRPT. This will reduce administrative time and costs, improve operational efficiency and allow the Group to allocate its resources more effectively towards its business activities and growth strategies.

Further, the long-standing business relationships between the Kee Ming Group and the Related Parties have fostered mutual understanding of each other's business requirements and operational expectations. This enables transactions to be executed more efficiently, ensuring continuity of supply, reliability of services and overall stability in the Group's operations.

Collectively, the RRPTs provide the Group with a dependable network of business partners to support its operational requirements, while creating synergistic benefits that are expected to enhance the Group's competitiveness and contribute to its long-term growth.

3. EFFECTS OF THE PROPOSALS

The Proposals will not have any effect on the issued share capital and substantial shareholders' shareholdings of Kee Ming and is not expected to have any material effect on the earnings and net assets of Kee Ming Group.

4. APPROVAL REQUIRED

The Proposals are subject to approval being obtained from the shareholders of Kee Ming at the forthcoming First AGM.

5. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The following table illustrates the direct and indirect shareholdings of the Director and/or Major Shareholders of Kee Ming, who are interested in the Proposals as at the LPD:

	Shareholdings as at LPD			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Interested Director and Major Shareholder				
Lim Chin Siu	-	-	77,512,470[(1)]	23.85
Interested Major Shareholders				
Solarvest	77,512,470	23.85	-	-
Atlantic Blue Holdings Sdn. Bhd.	-	-	77,512,470[(2)]	23.85
Tan Chyi Boon	-	-	77,512,470[(1)]	23.85

Notes:

(1) *Deemed interested by virtue of his interests in Solarvest and Atlantic Blue Holdings Sdn. Bhd. pursuant to Section 8 of the Act.*
(2) *Deemed interested by virtue of its interests in Solarvest pursuant to Section 8 of the Act.*

Lim Chin Siu, being the interested Director in the RRPTs ("**Interested Director**"), has abstained and will continue to abstain from all Board deliberations and voting on the resolution pertaining to the Proposals at the relevant Board meetings.

Solarvest, Atlantic Blue Holdings Sdn. Bhd., Lim Chin Siu (who is also the Interested Director) and Tan Chyi Boon, being the interested Major Shareholders in the RRPTs ("**Interested Major Shareholders**") will abstain from voting in respect of their direct and/or indirect shareholdings in Kee Ming on the ordinary resolution approving the Proposals at the forthcoming First AGM of the Company.

In addition, the Interested Director and Interested Major Shareholders have undertaken to ensure that the Persons Connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in Kee Ming on the ordinary resolution approving the Proposals at the forthcoming First AGM of the Company.

Save as disclosed above, none of the Directors and/or Major Shareholders of Kee Ming, and Person Connected with them, have any interest, whether direct or indirect, in the Proposals.

6. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board (save for Lim Chin Siu) after having considered all aspects of the Proposals, is of the opinion that the Proposals is in the best interest of the Company.

Accordingly, the Board (save for Lim Chin Siu) recommends that you vote in favour of the ordinary resolution pertaining to the Proposals to be tabled at the forthcoming First AGM.

7. AGM

The First AGM of Kee Ming, the notice of which is enclosed in the Company's Annual Report 2026, will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Thursday, 27 August 2026 at 10:00 a.m. for the purpose of considering and if thought fit, passing the ordinary resolution pertaining to the Proposals.

If you are unable to attend and vote in person at the First AGM, you may appoint a proxy to attend and vote on your behalf by completing, signing and returning the Proxy Form in accordance with the instructions contained therein as soon as possible, so as to arrive at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, or alternatively, you may lodge the Proxy Form electronically via the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com not less than forty-eight (48) hours before the time appointed for holding the First AGM or any adjournment thereof.

The completion and lodgement of the Proxy Form shall not preclude you from attending and voting in person at the First AGM should you subsequently wish to do so and in such an event, please write in to the Company's Share Registrar at bsr.proxy@boardroomlimited.com to revoke the appointment of proxy(ies) no later than Tuesday, 25 August 2026 at 10:00 a.m.

8. FURTHER INFORMATION

Shareholders are advised to refer to the attached **Appendix** of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
KEE MING GROUP BERHAD

TENGKU FAIZWA BINTI TENGKU RAZIF
Independent Non-Executive Chairperson

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of Kee Ming who collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no other fact, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular:

(a) Conditional share sale agreement dated 5 August 2025 entered into between Kee Ming and Ir. Liew Kar Hoe and Solarvest Holdings Berhad in relation to the acquisition of the entire equity interest in Kee Ming Electrical by Kee Ming for a total purchase consideration of RM20.67 million, which was fully satisfied by the issuance of ordinary shares in Kee Ming. The acquisition was completed on 12 December 2025.

(b) Underwriting agreement dated 7 January 2026 entered into between Kee Ming and TA Securities for the underwriting of 24,375,000 ordinary shares in Kee Ming in relation to the initial public offering and the listing of and quotation for the entire enlarged issued share capital of Kee Ming on the ACE Market of Bursa Securities.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, neither Kee Ming nor its subsidiary is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and to the best of the Directors' knowledge and belief, the Directors of Kee Ming confirm that there are no proceedings pending or threatened against Kee Ming and/or its subsidiary, nor are there any facts likely to give rise to any proceedings, which might materially and adversely affect the financial position or business of Kee Ming Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Lot 1902, 19th Floor, Tower 1, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan, during normal office hours from Mondays to Fridays (except for public holidays) from the date of this Circular up to and including the date of the First AGM:

(a) Constitution of Kee Ming;

(b) Material contracts referred to in Section 2 of the Appendix of this Circular;

(c) Audited combined financial statements of Kee Ming Group for the financial years ended 31 March 2023, 2024 and 2025 and for the financial period ended 30 September 2025 in the Accountants' Report; and

(d) Audited consolidated financial statements of Kee Ming for the financial period ended 31 March 2026.

KEE MING GROUP BERHAD

[Registration No. 202501009701 (1611115-K)]
(Incorporated in Malaysia)

EXTRACT OF THE ORDINARY RESOLUTION TO BE TABLED AT THE FIRST ANNUAL GENERAL MEETING OF KEE MING GROUP BERHAD

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS' RATIFICATION AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiary(ies) (collectively, "**Kee Ming Group**") to enter into the recurrent related party transactions of revenue or trading nature with the related parties, particulars of which are set out in Section 2.4 of the Circular to Shareholders dated 30 July 2026 which are necessary for the day-to-day operations of the Kee Ming Group, provided that such transactions are carried out in the ordinary course of business, undertaken on an arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public, and are not detrimental to the interests of the minority shareholders of the Company ("**Proposed Shareholders' Mandate**").

THAT the Proposed Shareholders' Mandate is subject to annual review and the approval shall commence upon the passing of this resolution and continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;

(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT all recurrent related party transactions entered into by Kee Ming Group from 12 February 2026, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of the First AGM, particulars of which are set out in Section 2.4 of the Circular to Shareholders dated 30 July 2026, be and are hereby approved, confirmed and ratified.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may deem fit and expedient in the interest of the Company to give full effect to the Proposed Shareholders' Mandate.