



KEE MING GROUP BERHAD
(Formerly known as KM Group Sdn. Bhd.)
Registration No. 202501009701 (1611115-K)

DIRECTORS' FIT AND PROPER POLICY

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DIRECTORS' FIT AND PROPER POLICY

1.0 INTRODUCTION

The Board of Directors ("**Board**") of Kee Ming Group Berhad ("**Company**") has adopted this Directors' Fit and Proper Policy ("**Policy**") to govern the appointment and re-election of Directors for the Company and its subsidiaries (collectively referred to as the "**Group**").

This Policy outlines the approach, guidelines and procedures to ensure that a formal, rigorous and transparent process is established and adhered to for the appointment and re-election of Directors within the Group.

2.0 OBJECTIVE

This Policy serves to:

- (a) ensure that all Directors within the Group possess the necessary character, experience, integrity, competence and time to effectively discharge their duties as Directors; and
- (b) assist the Board and the Nomination and Remuneration Committee ("**NRC**") in conducting comprehensive assessments of candidates prior to appointment, as well as of existing Directors seeking re-election.

3.0 FIT AND PROPER CRITERIA

Prior to the initial appointment of a new Director, a fit and proper assessment of the potential candidate shall be conducted, and the individual must not be disqualified from being a Director pursuant to the prevailing laws and regulations in Malaysia.

In assessing the potential candidate or Director, the NRC and the Board shall conduct the assessment procedures, taking into account the following fit and proper criteria:

3.1 Character and Integrity

(a) Probity

- complies with legal obligations, regulatory requirements and professional standards;
- demonstrates a commitment to ethical practices and integrity in all professional interactions;
- has not been involved in any actions that could compromise their integrity or the integrity of the organisation, such as fraud, corruption or other forms of misconduct; and
- has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court of law.

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(b) Personal integrity

- has not perpetrated or participated in any business practices that are deceitful, oppressive, improper (*whether unlawful or not*) or which otherwise reflect discredit on his/her professional conduct;
- a service contract, whether in the capacity of management or Director, has not been terminated in the past due to concerns relating to personal integrity;
- has no concurrent responsibilities or interests that would contribute to a conflict of interest situation or otherwise impair the ability to discharge duties and responsibilities as a Director of the Company and/or its subsidiaries;
- has not abused other positions (e.g. political appointments) to facilitate government relations for the Company in a manner that contravenes principles of good governance and professional ethics; and
- has not been reprimanded, disqualified or removed by a professional or regulatory body in relation to matters concerning the person's honesty, integrity or business conduct.

(c) Financial soundness and solvency

- manages personal debts or financial affairs satisfactorily;
- demonstrates the ability to fulfil personal financial obligations as and when they fall due; and
- has not been subjected to a judgement debt that remains unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

(d) Good reputation

- is of good repute in the financial and business community;
- has not been convicted in any civil or criminal proceedings or been subject to any enforcement actions related to managing or governing an entity in the past 10 years, whether in Malaysia or elsewhere;
- has not been reprimanded by the Securities Commission Malaysia, Bursa Malaysia Securities Berhad, Companies Commission of Malaysia, Bank Negara Malaysia or any other regulatory authorities, whether local or foreign; and
- has not been substantially involved in the management of a business or company that has failed, where that failure was occasioned in part by deficiencies in that management.

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3.2 Experience and Competence

(a) Qualifications, training and skills

- possesses education qualifications relevant to the skill set that the Director is expected to bring to the Board (i.e. a match with the Board's skill set matrix);
- has a solid understanding of the business and workings of a corporation;
- possesses general management skills as well as understanding of corporate governance best practices and sustainability issues;
- is financial literate, especially in the ability to read and understand financial statements;
- keeps knowledge current through continuous professional development; and
- possesses management and leadership capabilities and a high level of emotional intelligence.

(b) Relevant experience and expertise

- possesses relevant experience and expertise with due consideration given to length of past service, nature and size of the business, responsibilities held, number of subordinates, reporting lines and delegated authorities.

(c) Relevant past performance or track record

- Has held high-level positions in a comparable organisation and was accountable for driving or leading the organisation's governance, business performance or operations; and
- possesses a commendable performance record as demonstrated by the results of Board's effectiveness evaluations or based on the financial and non-financial performance of the corporation in which the person served as a Director.

3.3 Time and Commitment

(a) Ability to discharge role having regard to other commitments

- able to devote sufficient time as a Board member, taking into account other external obligations including concurrent board positions held across listed and non-listed companies (*including not-for-profit organisations*).

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(b) Participation and contribution to the Board or track record (*applicable for re-election of existing Directors only*)

- demonstrates willingness to participate actively in Board activities;
- demonstrates commitment of time and effort to understand the business and shows readiness to participate in events outside the boardroom;
- shows passion for the role of a Director;
- exhibits the ability to articulate views independently, objectively and constructively; and
- demonstrates openness to the views of others and the ability to make considered judgement after listening to different perspectives.

4.0 ASSESSMENT OF FITNESS AND PROPRIETY OF DIRECTORS

- 4.1 The fit and proper assessments on each Director under the scope of this Policy shall be conducted by the Company both prior to initial appointments and at regular intervals of at least annually or whenever the Company becomes aware of any information that may materially compromise a Director's fitness and propriety.
- 4.2 The Company shall consider the factors set out in Clause 3 above when assessing a Director's fitness and propriety. The factors shall be assessed both individually and collectively, taking into account their relative importance. Failure to meet one (1) factor on its own does not necessarily constitute a failure to meet the fit and proper criteria. The Company shall consider the specific circumstances surrounding the failure, such as the time elapsed since the event, any mitigating factors and the significance of the issue in terms of potential risks to the Company.
- 4.3 The Company shall exercise the assessment objectively in the best interests of the Company and the sound conduct of its business. In conducting the assessment, the Company shall consider whether there have been material changes in the nature or scope of the responsibilities assumed by the Director, in which case higher standards of competence or judgement may be required to perform the duties of the position effectively.

5.0 NON-DISCLOSURE OF SENSITIVE AND CONFIDENTIAL INFORMATION

Whilst the Company shall disclose the customised considerations and expectations outlined in this Policy, it shall not disclose any sensitive or confidential information.

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6.0 REVIEW OF THE POLICY

The Board will periodically review and update this Policy to ensure its relevance, effectiveness and alignment with the Group's objectives, practices and current laws and regulations. Any amendments to this Policy shall be approved by the Board.

This Policy is made available on the Company's website.

7.0 APPROVAL

This Policy was reviewed and approved by the Board of Directors of the Company on 14 August 2025.