

# Notice of Annual General Meeting

## VICOM LTD

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting of the Company will be held at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Wednesday, 25 April 2007 at 10.00 a.m. for the purpose of transacting the following business:

### ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2006 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a final dividend of 5.65 cents per ordinary share less income tax and a special dividend of 5.0 cents per ordinary share less income tax in respect of the financial year ended 31 December 2006. (Resolution 2)
3. To approve the payment of Directors' fees of \$176,000 for the financial year ended 31 December 2006. (FY2005: \$167,500) (Resolution 3)
4. To re-elect Mr Lim Jit Poh, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. (Resolution 4)
5. To re-elect Mr Heng Chye Kiou, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. (Resolution 5)
6. To re-elect Mr Ong Teong Wan, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. (Resolution 6)
7. To re-appoint Messrs Deloitte & Touche as Auditors and authorise the Directors to fix their remuneration. (Resolution 7)

### SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:
  - A. "THAT pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to issue shares in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, provided that:
    - (a) the aggregate number of shares to be issued pursuant to this Resolution does not exceed 50% of the issued shares in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the issued shares in the capital of the Company;
    - (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities or share options which are outstanding at the time this Resolution is passed, and (ii) any subsequent consolidation or subdivision of shares; and
    - (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by law to be held, whichever is the earlier." (Resolution 8)
  - B. "THAT the Directors of the Company be and are hereby authorised to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the 2001 VICOM Share Option Scheme, provided that the aggregate number of shares to be issued pursuant to the 2001 VICOM Share Option Scheme shall not exceed 15% of the total issued shares in the capital of the Company from time to time." (Resolution 9)

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## BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed from 16 May 2007 to 17 May 2007 (both dates inclusive) for the purposes of determining shareholders' entitlements to the proposed final dividend of 5.65 cents per ordinary share less income tax and special dividend of 5.0 cents per ordinary share less income tax for the financial year ended 31 December 2006.

Duly completed and stamped transfers received by the Company's Share Registrars, M&C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office, Singapore 068906 up to 5.00 p.m. on 15 May 2007 will be registered before shareholders' entitlements to the final and special dividends are determined. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on 15 May 2007 will be entitled to the proposed final and special dividends.

The final and special dividends, if approved by the shareholders at the Twenty-Sixth Annual General Meeting of the Company, will be paid on 28 May 2007.

By Order of the Board

## CHENG PEI JUAN, REBECCA

*Company Secretary*

Singapore

9 April 2007

## Notes:

1. A member entitled to attend and vote at the Annual General Meeting may appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the Company's registered office at 205 Braddell Road, Singapore 579701 not less than 48 hours before the time appointed for the Annual General Meeting.

## ADDITIONAL INFORMATION ON ORDINARY BUSINESS

Mr Ong Teong Wan is a member of the Audit Committee. He is considered an independent Director of the Company.

## EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED

Resolution 8 is to empower the Directors (from the passing of Resolution 8 until the next Annual General Meeting) to issue shares in the capital of the Company up to a number not exceeding in aggregate 50% of the issued shares in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders does not exceed 20% of the issued shares in the capital of the Company. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the number of issued shares in the capital of the Company when Resolution 8 is passed, after adjusting for the conversion or exercise of any convertible securities and share options that have been issued or granted and which are outstanding when Resolution 8 is passed, and any subsequent consolidation or subdivision of shares.

Resolution 9 is to authorise the Directors to issue shares upon the exercise of options in accordance with the 2001 VICOM Share Option Scheme. This scheme was approved by shareholders at the Extraordinary General Meeting held on 27 April 2001 and has a maximum duration of 10 years. The aggregate number of shares over which the Committee may grant options under the scheme for its entire duration is limited to 15% of the issued ordinary shares in the capital of the Company from time to time.