

**VICOM LTD**

(Incorporated in the Republic of Singapore)  
(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of the Company will be held at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Tuesday, 29 April 2008 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 2007 together with the Auditors' Report thereon. (Resolution 1)
2. To declare a tax-exempt (one-tier) final dividend of 2.75 cents per ordinary share in respect of the financial year ended 31 December 2007. (Resolution 2)
3. To approve the payment of Directors' fees of \$189,833 for the financial year ended 31 December 2007. (FY2006: \$176,000) (Resolution 3)
4. To re-elect Ms Teo Geok Har, Nancy, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. (Resolution 4)
5. To re-elect Mr Ong Chow Hong @ Ong Chaw Ping, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. (Resolution 5)
6. To re-appoint Dr Ho Kah Leong as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General meeting until the next Annual General Meeting. (Resolution 6)
7. To re-appoint Mr Sim Cheok Lim as a Director pursuant to Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General meeting until the next Annual General Meeting. (Resolution 7)
8. To re-appoint Messrs Deloitte & Touche as Auditors and authorise the Directors to fix their remuneration. (Resolution 8)

**SPECIAL BUSINESS:**

9. 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 total number of issued shares in the capital of the Company excluding treasury shares, 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 10% of the total number of issued shares in the capital of the Company excluding treasury shares;

- (b) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the total number of issued shares excluding treasury shares, shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, 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 bonus issue, 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 9)

- 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 number of issued shares in the capital of the Company excluding treasury shares, from time to time.”

(Resolution 10)

**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 14 May 2008 to 15 May 2008 (both dates inclusive) for the purposes of determining Shareholders' entitlements to the proposed tax-exempt (one-tier) final dividend of 2.75 cents per ordinary share for the financial year ended 31 December 2007.

Duly completed and stamped transfers received by the Company's Share Registrars, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758 up to 5.00 p.m. on 13 May 2008 will be registered before Shareholders' entitlements to the final dividend is 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 13 May 2008 will rank for the proposed final dividend.

The final dividend, if approved by the Shareholders at the Twenty-Seventh Annual General Meeting of the Company, will be paid on 28 May 2008.

By Order of the Board

**CHAN WAN TAK, WENDY**

*Company Secretary*

Singapore

11 April 2008

**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**

Ms Teo Geok Har, Nancy is a member of the Audit Committee and Mr Sim Cheok Lim is the Chairman of the Audit Committee. They are considered independent Directors of the Company. If re-elected, Ms Teo Geok Har, Nancy and Mr Sim Cheok Lim will continue as a member and the Chairman of the Audit Committee respectively.

**EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED**

Resolution 9 is to empower the Directors (from the passing of Resolution 9 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 total number of issued shares in the capital of the Company excluding treasury shares, of which the aggregate number of shares to be issued other than on a pro-rata basis to Shareholders does not exceed 10% of the total number of issued shares in the capital of the Company excluding treasury shares. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares, excluding treasury shares will be calculated based on the total number of issued shares in the capital of the Company excluding treasury shares when Resolution 9 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 9 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 10 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 excluding treasury shares, from time to time.