

# Notice of Annual General Meeting

## VICOM LTD

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of the Company will be held at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Monday, 27 April 2009 at 2.30 p.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 2008 together with the Auditors' Report thereon. **(Resolution 1)**
- 2 To declare a one-tier tax-exempt final dividend of 4.25 cents per ordinary share in respect of the Financial Year ended 31 December 2008. **(Resolution 2)**
- 3 To approve the payment of Directors' fees of \$189,833 for the Financial Year ended 31 December 2008. (FY2007 : \$189,833) **(Resolution 3)**
- 4 To re-elect Mr Kua Hong Pak, 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-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 Mr Ong Teong Wan 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 8)**
- 9 To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their remuneration. **(Resolution 9)**

### Special Business:

- 10 To consider and, if thought fit, to pass the following resolution with or without modifications as an Ordinary Resolution:

"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)**

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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 on 6 May 2009 for the purposes of determining Shareholders' entitlements to the proposed one-tier tax-exempt final dividend of 4.25 cents per ordinary share for the Financial Year ended 31 December 2008.

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 5 May 2009 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 5 May 2009 will rank for the proposed final dividend.

The final dividend, if approved by the Shareholders at the Twenty-Eighth Annual General Meeting of the Company, will be paid on 15 May 2009.

By Order of the Board

## **Chan Wan Tak, Wendy**

Company Secretary  
Singapore  
9 April 2009

## **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 and Mr Sim Cheok Lim is the Chairman of the Audit Committee. They are considered independent Directors of the Company. If re-elected, Mr Ong Teong Wan 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 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.