

Notice Of Annual General Meeting

VICOM LTD

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Company will be held at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Tuesday, 26 April 2011 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 2010 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 6.6 cents per ordinary share and a tax-exempt one-tier special dividend of 3.2 cents per ordinary share in respect of the Financial Year ended 31 December 2010. **(Resolution 2)**
3. To approve the payment of Directors' fees of \$225,167 for the Financial Year ended 31 December 2010. (FY 2009: \$205,315) **(Resolution 3)**
4. To re-elect Mr Heng Chye Kiou, a Director retiring pursuant to Article 95(2) of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect Mr Goh Yeow Tin, a Director retiring pursuant to Article 96 of the Company's Articles of Association. **(Resolution 5)**
6. To re-appoint Mr Lim Jit Poh 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 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 7)**
8. 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 8)**
9. 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 9)**
10. To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their remuneration. **(Resolution 10)**

SPECIAL BUSINESS:

11. To consider and, if thought fit, to pass the following resolution with or without modifications as Ordinary Resolution: **(Resolution 11)**

"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."*

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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 4 May 2011 for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 6.6 cents per ordinary share and a tax-exempt one-tier special dividend of 3.2 cents per ordinary share for the Financial Year ended 31 December 2010.

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 3 May 2011 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 3 May 2011 will rank for the proposed final and special dividends.

The final and special dividends, if approved by the Shareholders at the Thirtieth Annual General Meeting of the Company, will be paid on 13 May 2011.

By Order of the Board

Chan Wan Tak, Wendy
Company Secretary
Singapore
28 March 2011

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 Sim Cheok Lim is the Chairman of the Audit Committee and Mr Ong Teong Wan and Mr Goh Yeow Tin are Members of the Audit Committee. They are considered independent Directors of the Company. If re-elected, Mr Sim Cheok Lim, Mr Ong Teong Wan and Mr Goh Yeow Tin will continue as Chairman and Members of the Audit Committee respectively.

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

Resolution 11 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. 2010 was the last year for which new options were granted under this scheme. The Company is not seeking a renewal of the scheme.