

Notice Of Annual General Meeting

VICOM LTD

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Thirty-First Annual General Meeting of the Company will be held at the Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701 on Thursday, 26 April 2012 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 2011 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 7.5 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 2011. **(Resolution 2)**
3. To approve the payment of Directors' fees of \$260,339 for the Financial Year ended 31 December 2011. (FY2010: \$225,167) **(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 Ms Teo Geok Har, Nancy, a Director retiring pursuant to Article 95(2) 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 up to 779,000 shares pursuant to the exercise of the remaining share options under the 2001 VICOM Share Option Scheme." *

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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 2012 for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 7.5 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 2011.

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 2012 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 2012 will rank for the proposed final and special dividends.

The final and special dividends, if approved by the Shareholders at the Thirty-First Annual General Meeting of the Company, will be paid on 14 May 2012.

By Order of the Board

Kua Zhizhen, Jean / Chan Wan Tak, Wendy
 Joint Company Secretaries
 Singapore
 28 March 2012

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, Dr Ho Kah Leong and Mr Ong Teong Wan are Members of the Audit Committee. They are considered independent Directors of the Company. If re-elected or re-appointed, Ms Teo Geok Har, Nancy, Dr Ho Kah Leong and Mr Ong Teong Wan will continue as the Members of the Audit Committee respectively.

*** EXPLANATORY NOTE 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 had a maximum duration of 10 years. This scheme expired on 26 April 2011 and the Company did not seek a renewal of the scheme. While the scheme has expired, the provisions of the scheme shall, in relation to the options granted and accepted and whether such options have been exercised (whether fully or partially) or not, remain in full force and effect.