

# VICOM LTD

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting of VICOM Ltd (the "Company") will be held on Wednesday, 22 April 2020 at 10.00 a.m. at **AUDITORIUM, COMFORTDELGRO HEADQUARTERS, 205 BRADDELL ROAD, SINGAPORE 579701**.

The Annual General Meeting ("AGM") is for the purpose of transacting the following business:

### ORDINARY BUSINESS:

- To receive and adopt the Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier final dividend of 24.29 cents per ordinary share in respect of the Financial Year ended 31 December 2019. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$479,552 for the Financial Year ended 31 December 2019. (FY2018: S\$427,439) **(Resolution 3)**
- To re-elect Mr Yang Ban Seng, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. [Please refer to Explanatory Note (a)] **(Resolution 4)**
- To re-elect Ms June Seah Lee Kiang, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. [Please refer to Explanatory Note (b)] **(Resolution 5)**
- To re-elect Professor Shim Phayau Wui, Victor, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. [Please refer to Explanatory Note (c)] **(Resolution 6)**
- To note that Ms Teo Geok Har Nancy will be retiring pursuant to Regulation 98(b) of the Company's Constitution and will not be seeking re-election at this AGM.
- To re-elect Ms Tan Poh Hong, a Director retiring pursuant to Regulation 99 of the Company's Constitution. [Please refer to Explanatory Note (d)] **(Resolution 7)**
- To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their Remuneration. **(Resolution 8)**

### SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolution:

#### Ordinary Resolutions:

- PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO (4) ORDINARY SHARES ("SHARE SPLIT")** **(Resolution 9)**

That:

- on and with effect from the Record Date to be determined by the Directors of the Company, every one (1) existing ordinary share in the capital of the Company be split into (4) ordinary shares in the capital of the Company; and
  - the Directors of the Company (or their authorised representative) and each of them be and are hereby authorised and empowered to do all acts and things as they or he/she may consider necessary or expedient to give effect to the Share Split, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.
- [Please refer to Explanatory Note (e)]

### RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 30 April 2020, at 5.00 p.m. for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 24.29 cents per ordinary share for the Financial Year ended 31 December 2019.

Duly completed and stamped transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, 8, Robinson Road, #03-00 ASO Building, Singapore 048544 up to 5.00 p.m. on 30 April 2020 will be registered to determine Shareholders' entitlements to the final dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 30 April 2020 will be entitled for the proposed final dividend.

The final dividend, if approved by the Shareholders at the Thirty-Ninth Annual General Meeting of the Company, will be paid on 11 May 2020.

By Order of the Board

Chan Wan Tak, Wendy

Yeo Tee Yeok, Edwin

Joint Company Secretaries

Singapore

23 March 2020

### Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
  - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies (a form is enclosed) must be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701 not less than 72 hours before the time appointed for holding the Annual General Meeting.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any actions, proceedings, penalties, liabilities, claims, demands, costs, expenses, losses and damages suffered or incurred by the Company as a result of the member's breach of warranty.

### EXPLANATORY NOTES

#### ORDINARY BUSINESS:

- Ordinary Resolution 4. Mr Yang Ban Seng <sup>(1)</sup>, if re-elected, will continue to serve as Deputy Chairman of the Board and considered a Non-Executive and Non-Independent Director.
- Ordinary Resolution 5. Ms June Seah Lee Kiang <sup>(1)</sup>, if re-elected, will continue to serve as the Chairman of Remuneration Committee and a Member of the Nominating Committee. Ms Seah is considered a Non-Executive and Independent Director, pursuant to Rule 704(8) of the Listing Manual of SGX-ST.
- Ordinary Resolution 6. Professor Shim Phayau Wui Victor <sup>(1)</sup>, if re-elected, will continue to serve as the Lead Independent Director, the Chairman of the Nominating Committee and a Member of the Audit and Risk Committee. Professor Shim is considered a Non-Executive and Independent Director, pursuant to Rule 704(8) of the Listing Manual of SGX-ST.
- Ordinary Resolution 7. Ms Tan Poh Hong <sup>(1)</sup>, if re-elected, will continue to serve as a Member of both the Audit and Risk Committee and Remuneration Committee. Ms Tan is considered a Non-Executive and Independent Director, pursuant to Rule 704(8) of the Listing Manual of SGX-ST.

<sup>(1)</sup> Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled "Board of Directors", "Directors' Particulars" and "Additional Information on Directors Seeking Re-election" in the 2019 Annual Report of the Company.

#### SPECIAL BUSINESS:

- Ordinary Resolution 9, if passed, will empower the Directors of the Company to do all acts and things as they or he/she may consider necessary or expedient to give effect to the Share Split on the terms as set out in the Circular to Shareholders appended to this Notice, which is available at [www.vicom.com.sg](http://www.vicom.com.sg).

### Measures to Minimise Risk of COVID-19

In order to minimise the risk of community spread of COVID-19, the following steps will be taken for Shareholders and others attending the AGM:

- All persons attending the AGM will be required to undergo a temperature check and make a health declaration;
- Any person who has recent travel history to affected countries listed by the Ministry of Health, irrespective of nationality, will not be permitted to attend the AGM;
- Any person who has fever or exhibits flu-like symptoms will not be permitted to attend the AGM; and
- If the situation remains at DORSCON Orange or higher, there will be no food served at the AGM.

Shareholders are advised to arrive at the AGM venue early given that the above-mentioned measures may cause delay in the registration process.

In view of the COVID-19 situation, we wish to advise Shareholders that it is not essential for you to attend the AGM in person. Shareholders should refrain from attending the AGM under the present circumstances as long as the DORSCON level remains at Orange, or higher.

To vote on any or all of the resolutions at the AGM, you are encouraged to send in your votes in advance by proxy. You may appoint the Chairman as your proxy. The proxy form is attached to the Notice of AGM.

If you have any questions in relation to any item of the Agenda of the AGM, you may send them in advance via email to our Investor Relations team at [girspo@comfortdelgro.com](mailto:girspo@comfortdelgro.com).

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the AGM.

We will post updates on our corporate website at [www.vicom.com.sg](http://www.vicom.com.sg)

The Company seeks the understanding and cooperation of all Shareholders.