



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

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## NOTICE OF DEFERRED ANNUAL GENERAL MEETING

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VICOM Ltd (the “**Company**”) refers to its Notice of Annual General Meeting dated 23 March 2020 (the “**Original Notice**”) for the Annual General Meeting originally scheduled for 22 April 2020. The Annual General Meeting was deferred pursuant to the Company’s announcement dated 14 April 2020.

NOTICE IS HEREBY GIVEN that the deferred Thirty-Ninth Annual General Meeting (the “**AGM**”) of the Company will be convened and held via electronic means on **Wednesday, 20 May 2020 at 10.00 a.m.**

The AGM is for the purpose of transacting the business stated in the Original Notice. They are set out below for ease of reference:

### **ORDINARY BUSINESS:**

1. 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)**
2. 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)**
3. To approve the payment of Directors’ fees of S\$479,552 for the Financial Year ended 31 December 2019. (FY2018: \$427,439) **(Resolution 3)**
4. 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)**
5. 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)**
6. To re-elect Professor Shim Phiau Wui, Victor, a Director retiring pursuant to Regulation 98(b) of the Company’s Constitution.  
[Please refer to Explanatory Note (c)] **(Resolution 6)**
7. 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.
8. 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)**
9. 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:**

10. **PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO (4) ORDINARY SHARES (“SHARE SPLIT”)** (Resolution 9)

That:

- (a) 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
- (b) 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 29 May 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 29 May 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 29 May 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 5 June 2020.

By Order of the Board

Chan Wan Tak, Wendy  
Yeo Tee Yeok, Edwin  
Joint Company Secretaries  
Singapore  
28 April 2020

**Notes:**

1. The AGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the [www.vicom.com.sg](http://www.vicom.com.sg). This Notice will also be made available on SGXNET.
2. Alternative arrangements relating to attendance at the AGM via webcast, submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 28 April 2020. This announcement may be accessed at the Company's website at [www.vicom.com.sg](http://www.vicom.com.sg), and will also be made available on SGXNET.

**Due to the Government's prevailing regulations to prevent the spread of Covid-19, Shareholders are to attend the AGM via webcast only.** Shareholders who wish to vote at the AGM must submit their proxy forms in advance and appoint "Chairman of the Meeting" as their proxy. The proxy form for the AGM may be accessed at the Company's website at [www.vicom.com.sg/agm2020proxyform](http://www.vicom.com.sg/agm2020proxyform), and will also be made available on SGXNET. The proxy form must be submitted in the following manner:

- (a) if submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
- (b) if submitted electronically, be submitted by email to the following email address: [agm2020@vicom.com.sg](mailto:agm2020@vicom.com.sg),

in either case, by **10.00 a.m. on Sunday, 17 May 2020.**

**Proxy forms previously submitted pursuant to the Original AGM Notice will not be valid for the AGM. Shareholders are requested to submit a fresh proxy form in the manner set out above.**

Persons who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to participate in the AGM via webcast should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

**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:**

- (a) 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.
- (b) 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.
- (c) Ordinary Resolution 6. Professor Shim Phiau 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.
- (b) 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:**

- (e) 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).