

# NOTICE OF ANNUAL GENERAL MEETING

## VICOM Ltd

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 198100320K)

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting\* of the Company will be held at the **Auditorium, ComfortDelGro Headquarters, 205 Braddell Road, Singapore 579701** on Wednesday, 24 April 2019 at 10.00 a.m. for the purpose of transacting the following business:

### ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2018 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax-exempt one-tier final dividend of 23.17 cents per ordinary share and a tax-exempt one-tier special dividend of 8.62 cents per ordinary share in respect of the Financial Year ended 31 December 2018. **(Resolution 2)**
3. To approve the payment of Directors' fees of \$427,439 for the Financial Year ended 31 December 2018. (FY2017: \$377,894) **(Resolution 3)**
4. To re-elect Mr Lim Jit Poh, 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 Mr Sim Wing Yew, 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 Mr Goh Yeow Tin, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. [Please refer to Explanatory Note (c)] **(Resolution 6)**
7. To re-elect Mr Soh Chung Hian, a Director retiring pursuant to Regulation 99 of the Company's Constitution. [Please refer to Explanatory Note (d)] **(Resolution 7)**
8. To re-elect Dr Tan Kim Siew, a Director retiring pursuant to Regulation 99 of the Company's Constitution. [Please refer to Explanatory Note (e)] **(Resolution 8)**
9. To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their Remuneration. **(Resolution 9)**

\* Light refreshments will be served after the Annual General Meeting

**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 2019 for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 23.17 cents per ordinary share and a tax-exempt one-tier special dividend of 8.62 cents per ordinary share for the Financial Year ended 31 December 2018.

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 3 May 2019 will be registered to determine Shareholders' entitlements to the final and special dividends. 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 3 May 2019 will be entitled for the proposed final and special dividends.

The final and special dividends, if approved by the Shareholders at the Thirty-Eighth Annual General Meeting of the Company, will be paid on 10 May 2019.

By Order of the Board

Chan Wan Tak, Wendy  
Yeo Tee Yeok, Edwin  
Joint Company Secretaries  
Singapore  
25 March 2019

**Notes:**

- 1 (a) 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.
- (b) 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.

- 2 A proxy need not be a member of the Company.
- 3 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.

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**NOTICE OF 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 penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**Explanatory Notes**

- (a) Ordinary Resolution 4. Mr. Lim Jit Poh, if re-elected<sup>1</sup>, will continue to serve as Chairman of the Board and a Member of both the Nominating Committee and Remuneration Committee.
- (b) Ordinary Resolution 5. Mr Sim Wing Yew, if re-elected<sup>1</sup>, will continue to serve as Executive Director and Chief Executive Officer.
- (c) Ordinary Resolution 6. Mr Goh Yeow Tin, if re-elected<sup>1</sup>, will continue to serve as Lead Independent Director, Chairman of the Nominating Committee and a Member of the Audit and Risk Committee. Mr Goh is considered to be independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.
- (d) Ordinary Resolution 7. Mr Soh Chung Hian, if re-elected<sup>1</sup>, will continue to serve as Chairman of the Audit and Risk Committee and a Member of the Nominating Committee. Mr Soh is considered to be independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.
- (e) Ordinary Resolution 8. Dr Tan Kim Siew, if re-elected<sup>1</sup>, will continue to serve as a Member of the Nominating Committee and the Remuneration Committee.

<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 2018 Annual Report of the Company.