



VICOM LTD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting (the "AGM") of VICOM Ltd (the "Company") will be held on Wednesday, 28 April 2021 at 10.00 a.m. via electronic means and at:

**AUDITORIUM
COMFORTDELGRO HEADQUARTERS
205 BRADDELL ROAD
SINGAPORE 579701**

The AGM is for the purpose of transacting the following business:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following Resolutions

- To receive and adopt the Directors' Statement and Audited Financial Statements for the Financial Year ended 31 December 2020 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier final dividend of 6.22 cents per ordinary share in respect of the Financial Year ended 31 December 2020. **(Resolution 2)**
- To approve the payment of Directors' fees of \$454,841 for the Financial Year ended 31 December 2020. (FY2019: \$479,552) **(Resolution 3)**
- To re-elect Mr Lim Jit Poh, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. **(Resolution 4)**
[Please refer to Explanatory Note (a)]
- To re-elect Mr Sim Wing Yew, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. **(Resolution 5)**
- To re-elect Mr Goh Yeow Tin as a director on the following terms: **(Resolution 6)**
 - Mr Goh is an Independent Non-Executive Director who is retiring pursuant to Regulation 98(b) of the Company's Constitution and, being eligible, has offered himself up for re-election. He will cease to be designated as independent as of 1 January 2022 in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022), unless both Resolution 6 and 7 are passed.
 - If both Resolution 6 and Resolution 7 are passed, Mr Goh shall continue to be designated as an Independent Non-Executive Director from 1 January 2022 and for the duration specified in Resolution 7.
 - If only Resolution 6 is passed but Resolution 7 is not passed, Mr Goh shall continue to be designated as an Independent Non-Executive Director up to and including 31 December 2021 and shall thereafter be re-designated as a Non-Independent Non-Executive Director as of and from 1 January 2022.
- Subject to and contingent upon Resolution 6 being passed, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022), to re-elect Mr Goh Yeow Tin as an Independent Non-Executive Director on the following terms: **(Resolution 7)**
 - If passed, this Resolution shall remain in force until Mr Goh's retirement or resignation as director, or the conclusion of the annual general meeting of the Company in 2024, whichever is the earliest.
 - For the purposes of this Resolution, the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST): (i) shall abstain from voting; and (ii) must not accept appointment as proxies unless specific instructions as to voting are given. Any votes cast by such persons in contravention of the foregoing shall be disregarded for the purposes of determining if this Resolution has been passed in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST.
- To re-elect Mr Soh Chung Hian, Daniel, a Director retiring pursuant to Regulation 98(b) of the Company's Constitution. **(Resolution 8)**
[Please refer to Explanatory Note (b)]
- To re-elect Ms Wong Yoke Woon, a Director retiring pursuant to Regulation 99 of the Company's Constitution. **(Resolution 9)**
[Please refer to Explanatory Note (d)]
- To re-appoint Messrs Deloitte & Touche LLP as Auditors and authorise the Directors to fix their Remuneration. **(Resolution 10)**

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 6 May 2021, at 5 p.m. for the purposes of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 6.22 cents per ordinary share for the Financial Year ended 31 December 2020.

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 6 May 2021 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 6 May 2021 will be entitled for the proposed final dividend.

The final dividend, if approved by the Shareholders at the Fortieth Annual General Meeting of the Company, will be paid on 18 May 2021.

BY ORDER OF THE BOARD

Angeline Joyce Lee Siang Poh
Joint Company Secretary
Singapore
24 March 2021

NOTES:

General

- Pursuant to the COVID-19 (Temporary Measures) (Alternative arrangements for Meetings for Companies, Variable Capital Companies, Business Trust, Unit Trust and Debenture Holders) Order 2020 (the "Order"), the Company is permitted to hold physical meetings with strict adherence to safe management measures. The AGM will be held both physically at 205 Braddell Road, Singapore 579701 and by way of electronic means.
- Alternative arrangements relating to attendance at the AGM, 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 this Notice of AGM. This Notice of AGM may also be accessed at the Company's website at www.vicom.com.sg and will also be made available on SGXNET.

Pre-registration

- To minimise physical interactions and COVID-19 transmission risk, the number of shareholders allowed to attend the AGM in person will be kept at 25. Shareholders who wish to attend the AGM in person or virtually via webcast should pre-register at www.conveneagm.sg/VICOM_AGM2021 by **10.00 am on Sunday, 25 April 2021** to enable the Company to verify their status as shareholders.
- Following the verification, confirmed shareholders will receive an email by **Monday, 26 April 2021**, notifying if they will be able to attend the AGM in person, or virtually using the account credentials created during pre-registration. Please do not disclose your login details to any other persons who are not entitled to attend the AGM. Your presence via the live webcast shall be taken as attendance at the AGM.
- Shareholders who hold their shares through relevant intermediaries, including CPF and SRS investors, who wish to participate in the AGM via the live webcast should approach their respective 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.

Submission of questions

- Shareholders who wish to ask questions relating to the resolutions to be tabled for approval at the AGM must do so in advance via signing in to the pre-registration site. Alternatively, shareholders may email their questions in advance to IR@comfortdelgro.com, together with their full name and NRIC/FIN/Company Registration Number, whichever is applicable.
- All questions must be submitted by **10.00 am on Sunday, 25 April 2021**.

Voting

- Shareholders (whether individual or corporate), either attending in person or via live webcast, must appoint the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.
- Where a shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF or SRS approved nominees to submit their votes not less than 7 working days before the AGM by **10.00 am on Monday, 19 April 2021**.
- The proxy form for the AGM may be accessed at the Company's website at www.vicom.com.sg/agm2021proxyform, and on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, www.conveneagm.sg/VICOM_AGM2021.
- The proxy form must be submitted in the following manner:
 - If submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
 - If submitted by electronic mail, be sent to agm2021@vicom.com.sg; or
 - If submitted electronically, be lodged at the Company's AGM pre-registration site, www.conveneagm.sg/VICOM_AGM2021, in either case, by **10.00 am on Sunday, 25 April 2021**.
- The instrument appointing the Chairman of the Meeting as proxy must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- Shareholders will not be able to vote through the live webcast and can only vote via their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

Annual Report and other documents

The Annual Report for the financial year ended 31 December 2020 has been uploaded on SGXNET on 24 March 2021 and may be accessed via SGXNET and also the Company's website at www.vicom.com.sg.

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 Lim Jit Poh⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as Chairman of the Board and a member of the Remuneration Committee and the Nominating Committee. Mr Lim will be considered as a Non-Independent and Non-Executive Director of the Company.
- Ordinary Resolution 6 and Ordinary Resolution 7 relate to Mr Goh Yeow Tin's⁽¹⁾ re-election as a director of the Company and his continued designation as an Independent Non-Executive Director. As of 1 January 2022, Mr Goh would have been a Director of the Company for an aggregate period of more than 9 years and will cease to be regarded as independent on such date pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will come into effect on 1 January 2022), unless Resolution 6 and Resolution 7 are both passed.

If Resolution 6 and Resolution 7 are both passed, Mr Goh will continue to be designated as an Independent Non-Executive Director of the Company for the duration specified in Resolution 7.

If only Resolution 6 is passed but Resolution 7 is not passed, Mr Goh shall continue to be designated as an Independent Non-Executive Director of the Company up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Independent Non-Executive Director as of and from 1 January 2022.

If Resolution 6 is not passed, Resolution 7 will not be put to the vote at the Annual General Meeting in the interest of efficiency.

The Nominating Committee and the Board have determined that Mr Goh Yeow Tin has remained objective and independent in Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he has been serving, with pertinent experience and competence to facilitate sound decision making. His length of service does not in any way interfere with his exercise of independent judgement nor hinder his ability to act in the best interest of the Company. The Board is of the view that Mr Goh is able to continue to discharge his duties independently with integrity and competence.

- Ordinary Resolution 8. Mr Soh Chung Hian, Daniel⁽¹⁾ will, upon re-election as a director of the Company, continue to serve as Chairman of the Audit and Risk Committee and a member of the Nominating Committee. Mr Soh will be considered as an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- Ordinary Resolution 9. Ms Wong Yoke Woon⁽¹⁾ will, upon re-election as a director of the Company, continue to serve as a member of the Audit and Risk Committee and the Remuneration Committee. Ms Wong will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

(1) 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 2020 Annual Report of the Company.

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 at short notice up to the day of the AGM.

Shareholders are advised to closely monitor announcements made by the Company on SGXNET.