



VICOM LTD
A member of GovanGuan

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting (the “**AGM**”) of VICOM Ltd (the “**Company**”) will be held on Wednesday, 24 April 2024 at 10.00 a.m. via electronic means and in person at:

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

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

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 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier final dividend of 2.75 Singapore cents (S\$0.0275) per ordinary share in respect of the financial year ended 31 December 2023. **(Resolution 2)**
- To approve the payment of Directors’ fees of S\$734,314 for the financial year ended 31 December 2023. (FY2022: S\$723,943) **(Resolution 3)**
- To approve Directors’ fees of up to S\$745,315 for the financial year ending 31 December 2024. [Please refer to Explanatory Note (a)] **(Resolution 4)**
- To re-elect Dr Tan Kim Siew, 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 Phiau Wui, Victor, a Director retiring pursuant to Regulation 98(b) of the Company’s Constitution. [Please refer to Explanatory Note (c)] **(Resolution 6)**
- 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 (d)] **(Resolution 7)**
- To re-elect Ms Wong Yoke Woon, a Director retiring pursuant to Regulation 98(b) of the Company’s Constitution. [Please refer to Explanatory Note (e)] **(Resolution 8)**
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on Friday, 3 May 2024 for the purpose of determining Shareholders’ entitlements to the proposed tax-exempt one-tier final dividend of 2.75 Singapore cents (S\$0.0275) per ordinary share for the financial year ended 31 December 2023 (the “**Proposed Final Dividend**”).

Duly completed and stamped transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, up to 5.00 p.m. on Friday, 3 May 2024 will be registered to determine Shareholders’ entitlements to the Proposed 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 Friday, 3 May 2024 will be entitled to such Proposed Final Dividend.

The Proposed Final Dividend, if approved by the Shareholders at the Forty-Third AGM of the Company, will be paid on Monday, 13 May 2024.

BY ORDER OF THE BOARD

Angeline Joyce Lee Siang Pohr
Cher Ya Li Sheryl
Company Secretaries
Singapore
26 March 2024

EXPLANATORY NOTES:

ORDINARY BUSINESS:

- Resolution 4 is to approve the payment of Directors’ fees for the Non-Executive Directors of the Company during the financial year ending 31 December 2024 (“**FY2024**”). If the Resolution is passed, the Non-Executive Directors can be paid during the financial year in which the fees are incurred. The proposed Directors’ fees are computed based on the anticipated number of Directors on the Board and composition of the Board Committees, as well as the anticipated number of Board and Board Committee meetings for FY2024. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting before any payments are made to the Non-Executive Directors for the shortfall.
- Dr Tan Kim Siew⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Board and the Nominating and Remuneration Committee, and a member of the Sustainability Committee and the Technology Committee. Dr Tan will be considered an Independent Non-Executive Director of the Company.
- Professor Shim Phiau Wui, Victor⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Technology Committee and a member of the Audit and Risk Committee and the Sustainability Committee. Professor Shim will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- Ms June Seah Lee Kiang⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Sustainability Committee and a member of the Audit and Risk Committee. Ms Seah will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- 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 Nominating and 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 FY2023 Annual Report of the Company.

NOTES:

- A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
- Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
- A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a dividend share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
“Relevant intermediary” means:
 - a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
 - the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- Investors holding shares under the Central Provident Fund Investment Schemes (“**CPF Investors**”) and/or Supplementary Retirement Scheme (“**SRS Investors**”) who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 10.00 a.m. on Friday, 12 April 2024). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
- The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, 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 agm2024@vicom.com.sg; or
 - If submitted electronically, be lodged at the Company’s AGM pre-registration website, www.conveneagm.sg/VICOM_AGM2024, in each case, by 10.00 a.m. on Sunday, 21 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
- In the case of shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on Sunday, 21 April 2024), as certified by The Central Depository (Pte) Limited to the Company.
- A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
- The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

IMPORTANT INFORMATION

The AGM is being convened and will be held physically (“**Physical Meeting**”) and by electronic means (“**Virtual Meeting**”). Shareholders of the Company (“**Shareholders**”) shall take note of the following arrangements for the conduct of the AGM on Wednesday, 24 April 2024 at 10.00 a.m.:

1. Attendance

The pre-registration procedures are set out below:

Virtual Meeting

Proceedings of the AGM will be broadcasted through live audio visual and audio-only feeds (“**Live Webcast**”).

All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: www.conveneagm.sg/VICOM_AGM2024 for verification purposes by 10.00 a.m. on Sunday, 21 April 2024.

Shareholders who are appointing proxy(ies) (“**Proxy(ies)**”) to attend the Virtual Meeting should inform his/her Proxy(ies) to pre-register at the URL: www.conveneagm.sg/VICOM_AGM2024 not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Sunday, 21 April 2024), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Monday, 22 April 2024 (“**Confirmation Email for Virtual Meeting**”) via the email address provided during the pre-registration or as indicated in the Proxy Form to access the Live Webcast to watch the live feed of the AGM proceedings via the log-in credentials created during the pre-registration or log-in with their SingPass account.

Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Shareholders who have registered by 10.00 a.m. on Sunday, 21 April 2024 but have not received the Confirmation Email for Virtual Meeting by Monday, 22 April 2024, please email to ir@vicom.com.sg. If you have any queries on the Live Webcast, please email to ir@vicom.com.sg or support@conveneagm.com or call the telephone number +65 6856 7330.

2. Submission of Questions

(a) Submission of questions in advance of the AGM:

Shareholders can submit questions in advance relating to the businesses of the AGM either via:

- electronic mail, to ir@vicom.com.sg; or
- the Company’s AGM pre-registration website, www.conveneagm.sg/VICOM_AGM2024.

All questions must be submitted by 10.00 a.m. on Thursday, 11 April 2024.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Thursday, 18 April 2024, which is seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms (i.e. 10.00 a.m. on Sunday, 21 April 2024).

(b) Submission of questions during the AGM:

Virtual Meeting

Shareholders and Proxy(ies) who have pre-registered and been verified to attend the AGM proceedings via the Live Webcast will be able to ask questions relating to the agenda of the AGM during the AGM by:

- Submitting text-based questions via the Live Webcast by clicking the “Ask a Question” feature and then clicking “Type Your Question” to input their queries in the questions text box.
- Clicking the “Ask a Question” feature and then clicking the “Queue for Video Call” via the Live Webcast. The relevant Shareholder or Proxy will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual means during the AGM within a certain prescribed time limit.

(c) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

3. Voting

Live voting will be conducted during the AGM for Shareholders and Proxy(ies) attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxy(ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and Proxy(ies) will be required to log-in via the email address provided during the pre-registration or as indicated in the Proxy Form.

The Proxy Form for the AGM may be accessed at the Company’s website at www.vicom.com.sg/agm2024proxyform, or on SGXNET. The electronic proxy form is also available on the Company’s AGM pre-registration site, www.conveneagm.sg/VICOM_AGM2024.

(a) Live Voting:

Shareholders and Proxy(ies) may cast their votes in real time for each resolution to be tabled during the AGM via the log-in credentials created during the pre-registration or via their SingPass accounts. Shareholders and Proxy(ies) will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxy(ies) must bring a web-browser enabled device in order to cast their votes. CPF/SRS Investors who have used their CPF/SRS monies to buy the Company’s shares should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(b) Voting via appointing the Chairman of the Meeting as proxy:

As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the Meeting as proxy to vote on their behalf. Duly completed Proxy Forms must be:

- deposited at the Company’s registered office at 205 Braddell Road, Singapore 579701; or
- sent via electronic mail to agm2024@vicom.com.sg; or
- lodged at the Company’s AGM pre-registration website, www.conveneagm.sg/VICOM_AGM2024,

and submitted by 10.00 a.m. on Sunday, 21 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

(c) CPF/SRS Investors:

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company’s shares should not make use of the Proxy Form and should instead approach their respective intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on Friday, 12 April 2024), to ensure that their votes are submitted.

4. Access to documents or information relating to the AGM

The Annual Report for the financial year ended 31 December 2023 has been uploaded on SGXNET on 26 March 2024 and may be accessed via SGXNET and also the Company’s website at www.vicom.com.sg.

5. Filming and Photography

When a Shareholder or Proxy attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her video and/or photographs being taken for the purpose of publication on the Company’s website and publicity materials without further notification.

FURTHER UPDATES

Shareholders should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company’s website regularly for any further updates.

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.