

The Hub, 34 Lady Musgrave Road / Kingston 5 / Jamaica, W.I. / [www.iCreateEDU.com](http://www.iCreateEDU.com) /  
876-649-5563

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of iCreate Limited (“the Company”) is scheduled to be held on **Friday, November 24, 2023 at 10:00 a.m.** at the Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5 in the parish of Saint Andrew for the purpose of transacting the following business: -

### **Ordinary Resolutions**

- i. To receive and adopt the Reports of the Directors and Auditors and the Audited Financial Statements for the year ended December 31, 2022

To consider, and if thought fit, pass the following resolution: -

#### **Resolution No. 1**

***“THAT the Reports of the Directors and Auditors and the Audited Financial Statements for the year ended December 31, 2022 be received and adopted.”***

- ii. To retire, re-elect and appoint Directors

To consider, and if thought fit, pass the following resolution: -

#### **Resolution No. 2 (a)**

***“THAT the Directors, retire by rotation upon the expiration of one year (1) year and be re-elected and appointed by a single resolution.”***

In accordance with **Article 102** of the Company’s Articles of Incorporation, Messrs. Arlene Martin, Ricardo Allen, Dainya-Joy Wint, Darren Peart, Stephen Hector, Ivan Carter and Adrian Smith, retire from office by a single rotation and being eligible, with the exception of Mr. Stephen Hector offer themselves for re-election and appointment.

To consider, and if thought fit, pass the following resolutions: -

#### **Resolution No. 2 (b)**

***“THAT Ms. Arlene Martin who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

#### **Resolution No. 2 (c)**

***“THAT Mr. Ricardo Allen who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

#### **Resolution No. 2 (d)**

***“THAT Mrs. Dainya-Joy Wint who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

#### **Resolution No. 2 (e)**

***“THAT Mr. Darren Peart who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

#### **Resolution No. 2 (f)**

***“THAT Mr. Ivan Carter who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

#### **Resolution No. 2 (g)**

***“THAT Mr. Adrian Smith who retires by rotation and being eligible for re-election be and is hereby re-elected and appointed as a Director of the Company.”***

- iii. To fix the remuneration of the Directors

To consider, and if thought fit, pass the following resolutions: -

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**Resolution No. 3**

***“THAT the remuneration of the Directors be determined by the Board of Directors upon their re-election for the ensuing year.”***

- iv. To appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors

To consider, and if thought fit, pass the following resolutions: -

**Resolution No. 4**

***“THAT Crichton Mullings & Associates, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed Auditors of the Company, to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”***

**Special Resolution**

- v. To amend Article 99 of the Company's Articles of Incorporation

To consider, and if thought fit, pass the following resolutions: -

**Resolution No. 5**

***“THAT Article 99 of the Company's Articles of Incorporation be amended, approved and adopted by the Company to permit for the retirement, re-election and appointment of Directors to be done on a three (3) year rotation and the Directors be authorised and directed to register such amendment to the Company's Articles of Incorporation with the Office of the Registrar of Companies as the Board of Directors of the Company may deem appropriate after receiving requisitions from the Office of the Registrar of Companies Registrar, by replacing and/or amending Article 99 to provide as follows: -***

***“At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year, **one-third of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), the number nearest one-third (1/3) all of the Directors for the time being shall likewise retire from office.”*****

**NOTES**

- Shareholders are being asked to submit their questions by electronic mail **within forty eight (48) hours** prior to the AGM, to be reviewed and announced by the Chairman and/or Company Secretary of the Board of Directors. Questions may be sent to ***info@corpcom.pro***.
- A member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote on one's behalf, and who need not be a member to attend and so on a poll, vote on one's behalf. A corporate shareholder may, instead of appointing a proxy, appoint a corporate representative in accordance with **Articles 75 and 76** of the Company's Articles of Incorporation.
- All completed original proxy forms must be deposited together with the power of attorney or other document accompanying the proxy form must be lodged with the Company Registrar, Jamaica Central Securities Depository, 40 Harbour Street, Kingston **not less than forty eight (48) hours** prior to the AGM.

**Dated the 31<sup>st</sup> day of October 2023  
BY ORDER OF THE BOARD OF DIRECTORS**

  
**DEMETRIE A. ADAMS  
Company Secretary**

A form of proxy. A shareholder who is entitled to attend and vote at the Annual General Meeting of the company may appoint one or more proxies to attend in his/her place. A proxy need not be a shareholder of the company. All completed original proxy forms must be deposited together with the power of attorney or other document accompanying the proxy at the registered office of the company at least forty eight (48) hours before the Annual General Meeting.\*\*\*\*The details of the modes of accessing the meeting online will be shared shortly.\*\*\*\*