

STERLING INVESTMENTS LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5 at 12:30PM on October 8, 2018 for the purpose of considering and, if thought fit, passing the following resolutions:

1. **RESOLVED** as an ordinary resolution that the issued ordinary shares/stock units in the capital of the Company shall be split so that every one (1) issued ordinary share/stock unit of the Company's ordinary shares/stock units is split and converted into five (5) shares/stock units of the Company ranking in all respects *pari passu* with the existing ordinary stock units of the Company.

2. **FURTHER RESOLVED** as an ordinary resolution that the authorized share capital of the Company be increased by the addition thereto of J\$1,850,000,000 comprised of 1,850,000,000 ordinary shares of no par value each, the same to be converted on issue to stock units in the capital of the Company, so that the new share capital of the company shall be J\$2,000,000,000 and the authorized share capital of the Company be comprised as follows:

(a) 2,000,000,000 ordinary shares of no par value;

(b) 10,000 preference shares of J\$10,000;

3. **FURTHER RESOLVED** as an ordinary resolution that the Company hereby approves the issue of ordinary shares (in this resolution "New Ordinary Shares") part of the authorised capital of up to 2,000,000,000 ordinary shares currently unissued, the same to be offered to the holders of ordinary shares/stock units by way of a Rights Issue on such terms (including the number of New Ordinary Shares, the price per New Ordinary Share, the proportion of New Ordinary Shares to be offered in relation to existing ordinary shares/stock units held by the holders thereof and the record date for determining the eligibility of such ordinary stockholders to subscribe for New Ordinary Shares) in each case as the Directors and/or any duly appointed Committee of Directors shall determine AND THAT the Directors be authorized to dispose of all such New Ordinary Shares not taken up by holders of ordinary shares/stock units to whom the offer is made, on terms and conditions as the Directors may consider expedient in their absolute discretion. FURTHER that on issue, the New Ordinary Shares shall be converted and/or confirmed to be ordinary stock units, save that the same shall rank in all respects *pari passu* with the existing ordinary stock units of the Company.

4. **FURTHER RESOLVED** as an ordinary resolution that the Directors and the Secretary of the Company do execute all steps and documents and are hereby authorized to execute all steps and documents in order to give effect to the stock split, the increase in capital, and to implement and effectuate the rights issue, in each case as aforementioned.

BY ORDER OF THE BOARD


Director

Dated: 8th October, 2018

Registered Office: 20 Micoud Street, Castries, St. Lucia

Note: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to vote instead of him. A proxy need not be a member of the Company.