



NOTICE OF ANNUAL GENERAL MEETING

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The Annual General Meeting (AGM) of iCreate Limited is scheduled to be held on **MONDAY, DECEMBER 28, 2020** at iCreate Limited, 72B Hope Road, Kingston 6, in the parish of Saint Andrew at **3:00pm** for the purpose of transacting the following business: -

1. To receive the Audited Financial Statements for the year ending December 31, 2019 together with the Reports of the Directors and Auditors.

The Shareholders are being asked to consider, and if thought fit, pass the following resolution: -

"That the Audited Financial Statements for the year ending December 31, 2019 together with the Reports of the Directors and Auditors be received and adopted."

2. To appoint Auditors and to authorise the Directors to fix their remuneration.

The Shareholders are being asked to consider, and if thought fit, pass the following resolution: -

"That the remuneration of the Auditors, CrichtonMullings & Associates, Chartered Accountants, who have signified their willingness to continue in office, be such as may be agreed between the Directors of the Company and the Auditors."

3. To retire and elect Directors

The Shareholders are being asked to consider, and if thought fit, pass the following resolution: -

"That the Directors, retire by rotation upon the expiration of three (3) years and be re-elected by a single resolution."

Pursuant to a Fixed Date Claim Form filed on June 24, 2020 in the Commercial Division of the Supreme Court of Judicature, the AGM will be a hybrid general meeting at the physical venue with **ten (10)** individuals, inclusive of shareholders and directors, and via live stream at www.iCreateEDU.com/Investor. We invite our shareholders who are unable, or prefer not, to attend the AGM, to join via this medium and appoint a proxy with their voting positions.

For those shareholders and Proxy holders who plan to attend, please note the following: -

1. There will be strict observance of the gathering and social distancing protocols, with the staggering of arrivals and departure to prevent overcrowding;
2. All individuals will be required to wear a mask;

3. Temperature checks will be administered to all individuals attending the AGM;

4. All individuals will be required to sanitize prior to entering the meeting room; and

5. No shareholder or proxy holder will be admitted if he/she is displaying flu-like symptoms or has an elevated temperature.

We would be most grateful if the individuals precluded from attending the AGM, pursuant to the Disaster Risk Management (Enforcement Measures) Orders, would join via the live stream.

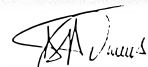
Additionally, shareholders may submit their questions by electronic mail within **seventy two (72) hours** prior to the AGM, to be reviewed and announced by the Corporate Secretary of the Board of Directors. Questions may be sent to corpsecretary@icreateedu.com. A member entitled to attend and vote at the AGM may appoint a proxy, who need not be a member to attend and so on a poll, vote on his/her behalf.

The proxy form must be lodged with the Company Registrar, Jamaica Central Securities Depository, 40 Harbour Street not less than forty eight (48) hours before the time of the AGM.

A Corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Regulation 75 of the Company's Articles of Incorporation.

Voting will be conducted electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the AGM.

**Dated the 2nd day of December 2020
BY ORDER OF THE BOARD OF DIRECTORS**


**DEMETRIE A. ADAMS
Corporate Secretary**