



YOUR CREATIVE CAREER AWAITS

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the hybrid Extraordinary General Meeting (“EGM”) of iCreate Limited (“the Company”) is scheduled to be held on **Thursday, August 25, 2022 at 2:00pm** at the AC Hotel by the Marriott, 38-42 Lady Musgrave Road, Kingston 5, in the parish of Saint Andrew for the purposes of transacting the following business: -

### **Ordinary Resolutions**

#### **(Approving the Proposed Rights Issue AND Obtaining of Convertible Debt Financing)**

#### **WHEREAS:**

- a. The Board of Directors of the Company has over time considered the benefits of raising debt and/or equity financing to enable it to complete the acquisition of Visual Vibes.Com Limited (the “**Acquisition**”);
- b. The Company requires additional capital/funding in order to continue its growth strategy by pursuing several mergers and acquisitions;
- c. On May 19, 2022, the Board of Directors of the Company passed a resolution, subject to the approval of the shareholders of the Company and any regulatory approval(s) that may be necessary, authorising the Company to consider raising the sum of **Four Hundred and Twenty Five Million Jamaican Dollars (J\$425,000,000.00)** by way of a Rights Issue, offering to the existing shareholders the opportunity to subscribe for additional ordinary shares in the capital of the Company the proceeds of which will be relied on, to complete the Acquisition;
- d. On July 18, 2022, the Board of Directors of the Company passed a resolution, subject to the approval of the shareholders of the Company, authorising the acceptance by the Company of convertible debt financing of **One Hundred Million Jamaican Dollars (J\$100,000,000.00)** and **Four Hundred Thousand United States Dollar (US\$400,000.00)** (collectively the “Loans”) to be provided by Astronomical Holdings Limited and Kintyre Holdings Limited respectively and the proceeds of which will also be relied on, to complete the Acquisition, with the intent that the Loans will be converted to Ordinary Shares at a conversion price as will be the same as the subscription price fixed for the Ordinary Shares proposed to be made available for subscription pursuant to the Rights Issue; and
- e. The Directors and the Company Secretary wish to be authorised to execute all steps and documents in order to implement and effectuate the Rights Issue and the allotment of the shares not taken up by the Allotees as the Directors shall deem fit. The Directors and the Company Secretary wish to be authorized to execute all steps and documents in order to obtain the convertible debt financing to be offered by the Loans and to grant the rights for conversion of the Loans to Ordinary Shares on the terms hereinbefore described.

#### **BE IT RESOLVED THAT:**

1. “The Company hereby approves the offer for subscription of ordinary shares (in this resolution “New Ordinary Shares”) as part of the authorised capital of up to **Two Hundred and Twelve Thousand Five Hundred (212,500,000) ordinary shares** (with the option to upsize at such greater amount as the Directors in their absolute discretion may approve) currently unissued for the purposes of raising capital for the benefit of the Company, 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



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ordinary stockholders to subscribe for New Ordinary Shares) in each case as the Directors and /or any duly appointed Committee of Directors shall deem fit and approve and the resulting issue of the Ordinary Shares pursuant to the Rights Issue.”

2. “The Company hereby approves the acceptance by the Company of convertible debt financing by way of the Loans of **One Hundred Million Jamaican Dollars (J\$100,000,000.00)** and **Four Hundred Thousand United States Dollar (US\$400,000.00)** to be provided by Astronomical Holdings Limited and Kintyre Holdings Limited respectively with the intent that the Loans will be converted to Ordinary Shares at a conversion price of **no less than ten percent (10%) discount** in relation to Astronomical Holdings Limited and **a premium of ten percent (10%)** in relation to Kintyre Holdings Limited at subscription price fixed for the Ordinary Shares proposed to be made available for subscription pursuant to the Rights Issue.”
3. “Any pre-emption rights to which the existing shareholders may be entitled, howsoever arising, be and are hereby dis-applied for the purpose of the implementation of the Rights Issue and the obtaining and/or securing of the Convertible Debt Financing hereinbefore described.”
4. “The Directors be authorised to dispose of all such New Ordinary Shares not taken up by holders of ordinary shares/stock units to whom the offer (pursuant to the Rights Issue) is made, on terms and conditions as the Directors may consider expedient in their absolute discretion.”
5. “The Directors and the Company Secretary do execute all steps and documents and are hereby authorised to execute all steps and documents in order to implement and effectuate the Rights Issue and the convertible debt financing, in each case as described in the Notice of Extraordinary General Meeting dated August 2, 2022 and to dispose of all such New Ordinary Shares not taken up by the Allottees (pursuant to the Rights Issue) on terms and conditions as the Directors may consider expedient in their discretion, in consultation with the Arranger for the Rights Issue aforesaid, VM Wealth Management Limited.”

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The EGM will be live streamed at <https://www.icreateedu.com/investor>. Additionally, shareholders may submit their questions by electronic mail **within seventy-two (72) hours** prior to the EGM, to be reviewed and announced by the Corporate Secretary of the Board of Directors. Questions may be sent to [corpsecretary@icreateedu.com](mailto:corpsecretary@icreateedu.com). A member entitled to attend and vote at the EGM 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, Kingston **not less than seventy-two (72) hours** prior to the EGM. A corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Articles 75 and 76 of the Company's Articles of Incorporation.

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

**Dated the 2<sup>nd</sup> day of August 2022**  
**BY ORDER OF THE BOARD OF DIRECTORS**

**DEMETRIE A. ADAMS**  
**Corporate Secretary**

A form of proxy. A shareholder who is entitled to attend and vote at the EGM of the Company may appoint one (1) 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 seventy two (72) hours before the EGM.

\*\*\*\*The details of the modes of accessing the meeting online will be shared shortly.\*\*\*\*