



Sworn on behalf of: Claimant
Sworn by: Marlene Street Forrest
Affidavit No: 2
Exhibit: "MSF-4", "MSF-5"
Date Sworn: May 3, 2021
Date Filed: May , 2021



**AFFIDAVIT OF MARLENE STREET FORREST
IN SUPPORT OF FIXED DATE CLAIM FORM**

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO.

SU 2021 CD 00196

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

**IN THE MATTER OF AN APPLICATION BY THE
JAMAICA STOCK EXCHANGE FOR DIRECTIONS
PURSUANT TO SECTION 130(2) OF THE COMPANIES
ACT OF JAMAICA**

I, **MARLENE J. STREET-FORREST**, being duly sworn make oath and say
as follows:

1. I am the Managing Director of the Claimant, the Jamaica Stock Exchange, and my address for the purpose of these proceedings is 40 Harbour Street, in the parish of Kingston.
2. In so far as the facts herein are within my knowledge, they are true and in so far as they are not within my personal knowledge, they are true to the best of my knowledge information and belief.
3. On March 13, 2020, the Prime Minister of Jamaica, the Most Hon. Andrew Holness, by the Disaster Risk Management (Enforcement Measures) Order declared Jamaica a disaster area due to the effects of the novel Coronavirus COVID-19. This order which was made pursuant to the Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.

4. After a series of other orders, the Honourable Prime Minister announced that commencing April 13, 2021 the Disaster Risk Management (Enforcement Measures) (No. 5) Order, 2021 (“the Order”) would be in effect, further extending the period for which Jamaica is deemed a disaster area.
5. The Order prohibits public gatherings exceeding 10 persons including specifically annual general meetings and extraordinary general meetings.
6. The Order also maintains the prohibition against persons over the age of sixty years from leaving their place of residence except for specified purposes.
7. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the pandemic will end or be brought under control, and therefore when these restrictions will end.
8. Based on the information now available, it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months extending into the next year and possibly further.
9. Further, out of an abundance of caution, even after the restrictions have been lifted it appears to be prudent to not host large public gatherings.
10. I am advised by the Claimant’s attorneys-at-law and verily believe that the Companies Act requires that the Companies (as defined in the Fixed Date Claim Form) hold annual general meetings within 15 months of their last general meeting. Further, there are likely to be certain business opportunities which arise during the period of the orders

under the Disaster Risk Management Act or for so long as the risks associated with COVID-19 are present in Jamaica which would require or make it advisable for the Companies to call and hold an extraordinary general meeting.

11. I am further advised by the Claimant's attorneys-at-law and verily believe that the Companies Act appears to require that annual general meetings and extraordinary general meetings ("the General Meetings") must be held at a physical venue where shareholders attend in person and all shareholders are entitled to attend these meetings and vote.
12. I exhibit and mark as **MSF-4** a list of the Companies and a director of each company. Most of the Companies are required to hold annual general meetings prior to December 2021.
13. The number of shareholders of each of the Companies exceeds 300 and, in some cases, is more than 5,000.
14. Considering the Order and the conditions caused by the COVID-19 however, it is impracticable for the Companies to hold their General Meetings in accordance with the Companies Act and their articles of incorporation.
15. It is impracticable because of the number of shareholders entitled to attend and the absence of suitable venues which are the appropriate size to accommodate all attendees at the required physical distance.
16. It would also expose the shareholders, the officers of the Companies and all persons associated with hosting the General Meetings to the increased risk of exposure to the Coronavirus COVID-19.
17. In any event, the most recent order made pursuant to the Disaster Risk Management Act continues several restrictions and prohibits the calling

or conduct of General Meetings without a court order permitting the General Meeting to be conducted virtually.

18. I am advised by the Claimant's attorneys-at-law and verily believe that where it is impracticable to hold a General Meeting in the manner prescribed, a director or member of a company may apply to the court pursuant to section 130 of the Companies Act for the court to order the manner in which the meeting may be called, held and conducted.
19. The Companies are minded to call, hold and conduct their General Meetings for the years 2021, 2022 and 2023 or for so long as Jamaica is affected by the COVID-19 pandemic and remains designated a disaster area pursuant to the Disaster Risk Management Act, whichever period is longer, using technology or electronic means that will allow the shareholders to participate in a similar manner to in-person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
20. If the Companies call, hold and conduct the General Meetings in the manner set out in the orders sought in the Fixed Date Claim Form, I believe their shareholders will have an opportunity to attend, participate and vote in those meetings and that they are unlikely to be prejudiced.
21. In the absence of an order of the court allowing for General Meetings by electronic means it would not be possible or feasible for the Companies to hold General Meetings during the period the Order applies (including any likely extension). In any event while COVID-19 remains prevalent in Jamaica, holding General Meetings otherwise than by electronic means as permitted by the court would be at risk to the health of the Companies' shareholders, officers and all persons associated with hosting and attending their General Meetings

22. The Claimant has been appointed as a representative of the Directors and the Companies to make an application pursuant to section 130 of the Companies Act on their behalf.
23. The Companies the subject of this application have registered their articles of incorporation with the Office of the Registrar of Companies which maintains a public registry from which the articles may be accessed.
24. I exhibit and mark "MSF-5", an indexed bundle of copies of the articles of incorporation of each of the Companies.
25. In these circumstances, the Claimant seeks orders in the terms of the Fixed Date Claim Form.

Sworn to by **MARLENE J. STREET-FORREST**)

at 40 Harbour Street)
 in the Parish of Kingston)
 this 3rd day of May, 2021)
 before me:-)

Marlene J. Street-Forrest
MARLENE J. STREET-FORREST

Michael B. Johnson

JUSTICE OF THE PEACE FOR THE
PARISH OF Kingston

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Applicant whose address for service is that of its said Attorneys-at-Law (Attention: Kerri-Anne Mayne 5683). Telephone: 926-1672; Facsimile: 929-7587. Email: kamayne@hyltonpowell.com



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 Sworn by: Marlene Street Forrest
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EXHIBIT MSF-4

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IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD

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AND

**IN THE MATTER OF AN APPLICATION BY THE
 JAMAICA STOCK EXCHANGE FOR DIRECTIONS
 PURSUANT TO SECTION 130(2) OF THE COMPANIES
 ACT OF JAMAICA**

This is a copy of the list of Companies and director of each company referred to in paragraph 12 of the Affidavit of Marlene Street Forrest sworn to on May 3, 2021:

DATED THE 3rd DAY OF MAY 2021

Michael B. Johnson

JUSTICE OF THE PEACE

Marlene J. Street Forrest

MARLENE J. STREET-FORREST

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Applicant whose address for service is that of his said Attorneys-at-Law (Attention: Kerri-Anne Mayne 5683). Telephone: 926-1672; Facsimile: 929-7587. Email: kamaync@hyltonpowell.com

Company	Director
1. 1834 Investments Limited	Joseph M. Matalon
2. Access Financial Services Limited	Company Secretary
3. AMG Packaging and Paper Company Limited	Peter Chin
4. Berger Paints Jamaica Limited	Adam M. Sabga
5. Caribbean Assurance Brokers Limited	Raymond Walker
6. Derrimon Trading Co. Limited	Derrick Cotterell
7. G West Corporation Limited	Wayne Gentles
8. Iron Rock Insurance Company Limited	R.E.D. Thwaites
9. JMMB Group Limited	Archibald Campbell
10. Jamaica Public Service Company Limited	Bok Hoa Jeong
11. Jamaica Stock Exchange Limited	Marlene Street Forrest
12. Kingston Properties Limited	Nicole Foga
13. Lasco Distributors Limited	John De Silva
14. Lasco Financial Services Limited	Jacinth Hall-Tracey
15. Lasco Manufacturing Limited	James E.D. Rawle
16. Main Event Entertainment Group Limited	Dr. Ian Blair
17. Medical Disposables & Supplies Limited	Nikeisha Boothe
18. Mayberry Investments Limited	Gary H. Peart
19. Radio Jamaica Limited	Christopher Barnes
20. Seprod Limited	Richard Pandohie
21. Supreme Ventures Limited	Gary Peart
22. The Limners and Bards Limited	Michael Bennett
23. tTech Limited	Christopher Reckord
24. Wigton Windfarm Limited	Earl Barrett



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EXHIBIT MSF-5

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This is the indexed bundle referred to in paragraph 24 of the Affidavit of Marlene Street-Forrest sworn to on May 3, 2021 which includes copies of the Articles of Incorporation for the following companies:

Company	Page No.
1. 1834 Investments Limited	1 - 36
2. Access Financial Services Limited	37 - 60
3. AMG Packaging and Paper Company Limited	61 - 92
4. Berger Paints Jamaica Limited	93 - 128
5. Caribbean Assurance Brokers Limited	129 - 156
6. Derrimon Trading Co. Limited	157 - 176
7. G West Corporation Limited	177 - 214
8. Iron Rock Insurance Company Limited	215 - 247
9. JMMB Group Limited	248 - 281
10. Jamaica Public Service Company Limited	282 - 335
11. Jamaica Stock Exchange Limited	336 - 384
12. Kingston Properties Limited	385 - 436
13. Lasco Distributors Limited	437 - 460
14. Lasco Financial Services Limited	461 - 488
15. Lasco Manufacturing Limited	489 - 520

Company	Page No.
16. Main Event Entertainment Group Limited	521 - 548
17. Medical Disposables & Supplies Limited	549 - 569
18. Mayberry Investments Limited	570 - 587
19. Radio Jamaica Limited	588 - 625
20. Seprod Limited	626 - 645
21. Supreme Ventures Limited	646 - 687
22. The Limners and Bards Limited	688 - 725
23. tTech Limited	726 - 755
24. Wigton Windfarm Limited	756 - 795

DATED THE 3rd DAY OF MAY 2021

Michael B. Johnson
JUSTICE OF THE PEACE

Marlene J. Street-Forrest
MARLENE J. STREET-FORREST

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Applicant whose address for service is that of his said Attorneys-at-Law (Attention: Kerri-Anne Mayne 5683). Telephone: 926-1672; Facsimile: 929-7587. Email: [kamayne@hyltonpowell.com](mailto:kamaync@hyltonpowell.com)