



**FORMAL ORDER**



**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO.** SU 2020 CD 00227

**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**

**IN CHAMBERS (BY ZOOM)**

**ON THE 24<sup>th</sup> DAY OF JUNE 2020**

**BEFORE THE HONOURABLE MR JUSTICE K. LAING**

**UPON** the Fixed Date Claim Form filed on June 9, 2020 coming on hearing and **AFTER HEARING** Michael Hylton, Q.C., Kevin Powell and Melissa McLeod instructed by Hylton Powell, Attorneys-at-Law for the Applicant, Nerine Small, Catherine Williams and Novia Cotterell instructed by the Director of State Proceedings, Attorney-at-law for the Attorney General, and Marc Morgan, Attorney-at-Law for the Financial Services Commission of Jamaica with Marlene Street Forrest and Lance Hylton, representatives for the Applicant present, all by Zoom

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Notwithstanding the provisions of the Companies Act, the provisions of each of their articles of incorporation regarding the holding of annual general

meetings and any notice of an annual meeting, information circular or other documents that may be or already have been disseminated by the companies identified in the Appendix to this Order (“the Companies”) may call and conduct their 2020 annual general meetings (“the Annual Meetings”, which term includes Annual Meetings conducted following an adjournment or postponement) in accordance with this Order and any Annual Meeting called or held in accordance with this order shall be valid.

2. Each Company is permitted to conduct its Annual Meeting by either:
  - (a) Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the meeting; or
  - (b) Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. The Companies are permitted to provide their shareholders with notices of the Annual Meeting, resolutions, draft resolutions proposed to be passed,

circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor's reports and any other documents necessary or relevant for the conduct of an annual general meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on their respective websites and/or the Jamaica Stock Exchange's website

4. Any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual Meeting notwithstanding any provision to the contrary in the Companies Act or the Companies' articles of incorporation.
5. The failure or inability of a shareholder to attend or remain in an Annual Meeting held in accordance with paragraph 2 of this order as a result of mistake or of events beyond the control of a Company shall not constitute a defect in the calling of the Annual Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual Meeting.
6. Liberty to apply.
7. The Applicant's attorneys-at-law to prepare file and serve this order on the Attorney General, the Financial Services Commission of Jamaica and the Office of the Registrar of Companies.

**BY THE COURT**

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**JUDGE**

**FILED BY Hylton Powell**, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew for and on behalf of the Claimant whose address for service is that of its attorneys-at-law (Attention: Melissa S. McLeod, Att. No. 4611). Telephone number: 926-1672 and facsimile number: 929-7587.

## **APPENDIX**

<b>COMPANY NAME</b>	
1.	Barita Investments Limited
2.	Berger Paints Jamaica Limited
3.	Caribbean Cement Limited
4.	FosRich Company Limited
5.	JMMB Group Limited
6.	Lasco Distributors Limited
7.	Lasco Financial Services Limited
8.	Lasco Manufacturing Limited
9.	Main Event Limited
10.	Mayberry Investments Limited
11.	Sagicor Group Jamaica Limited
12.	Supreme Ventures Limited
13.	The Jamaica Stock Exchange
14.	Trans Jamaica Highway
15.	Victoria Mutual Investments Limited
16.	Wigton Windfarm Limited