



**FORMAL ORDER**



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

**IN THE COMMERCIAL DIVISION**

**CLAIM NO. SU 2020 CD 00441**

**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 VIA ~~ZOOM~~ VIDEO CONFERENCE**

**BEFORE THE HONOURABLE MRS JUSTICE PALMER-HAMILTON**

**ON THE 25<sup>TH</sup> DAY OF NOVEMBER 2020**

**UPON** the Fixed Date Claim Form filed October 27, 2020 coming on for hearing **AND** after hearing **MICHAEL HYLTON, Q.C., KEVIN POWELL** and **KERRI-ANNE MAYNE** instructed by Hylton Powell, Attorneys-at-law for the Applicant, and **MARC MORGAN**, Attorney-at-Law for the Financial Services Commission of Jamaica,

**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 next due 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 above 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. Paragraphs 1-5 of this order shall apply with such modifications as necessary to the extraordinary general meeting to be called by the Jamaica Stock Exchange Limited.
7. Liberty to apply.
8. Applicant's Attorneys-at-Law to prepare file and serve this order.

**BY THE COURT**

AS  
ssd  
C. Bennett  
~~JUDGE~~  
Registrar



AS  
ssd

Filed by **Hylton Powell**, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys at Law for and on behalf of the Applicant (Attention: Kerri-Anne Mayne - Attn # 5683), whose address for service is that of its Attorneys-at-law. Telephone: 926-1672 & Fax: 929-7587.

## **APPENDIX**

### **COMPANY NAME**

1. Caribbean Assurance Brokers Limited
2. Ciboney Group Limited
3. Everything Fresh Limited
4. Jamaica Broilers Group Limited
5. KLE Group Limited
6. NCB Financial Group Limited
7. Wisynco Group Limited