



FORMAL ORDER

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU2021CD00074**

**IN THE MATTER OF THE COMPANIES ACT OF
JAMAICA**

AND

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

AND

**IN THE MATTER OF JAMAICA PRODUCERS GROUP
LIMITED**

**IN CHAMBERS (VIA VIDEO CONFERENCE)
ON THE 12th DAY OF MAY 2021
BEFORE THE HONOURABLE MR JUSTICE D. BATTS**

UPON THE Fixed Date Claim Form filed on March 5, 2021 coming on for hearing before me this day and after hearing Mrs. Symone M. Mayhew Q.C. and Miss Lesley-Ann Stewart instructed by MayhewLaw, Attorneys-at-Law for the Applicant, Mrs. Donia Fuller-Barret, Attorney -at- Law, instructed by Marc Morgan on behalf of the Financial Services Commission, with the representative of the Applicant, Ms. Simone Pearson, Company Secretary, being present, **IT IS HEREBY ORDERED THAT**

1. Notwithstanding the provisions of the Companies Act and the provisions of the Articles of Incorporation for Jamaica Producers Group Limited regarding the holding of Annual General Meetings by Jamaica Producers Group Limited (“the Company”), the Company may call and conduct its 2021 Annual General Meeting (“the Annual General Meeting”), which term includes Annual General Meetings conducted following an adjournment or postponement in accordance with this order and any Annual General Meeting called or held in accordance with this order shall be valid.
2. The Company is permitted to conduct its Annual General Meeting by either:

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- 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 Company is permitted to provide its shareholders with notices of the Annual General Meeting, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial including profit and loss accounts, balance sheets and auditor's reports and other documents necessary or relevant for the conduct of an Annual General Meeting by the following means: electronic mail, pre-paid mail and posting links to access the documents on the Company's website.
 4. A declaration that any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual General Meeting notwithstanding any provision to the contrary in the Companies Act or the Company's articles of incorporation.
 5. The failure or inability of a shareholder to attend or remain in an Annual General Meeting held in accordance with paragraph 2 above as a result of mistake or of events beyond the control of the Company shall not invalidate any resolutions passed or proceedings taken at the Annual General Meeting.
 6. Liberty to Apply.

BY THE COURT



JUDGE/REGISTRAR

FILED by MAYHEWLAW (Attention: Lesley - Ann Stewart, Atty No. 5771) of Unit 11 Seymour Park 2 Seymour Avenue, Kingston 10, Telephone number (876) 927-8505 Facsimile 927-8663, email: mayhewlaw@gmail.com for and on behalf of the Applicant herein whose address for service is that of the said Attorney-at-Law.