



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU2020CD00248



IN THE MATTER of an Application under **Section 130(2)** of the **COMPANIES ACT 2004** for an Order for **iCREATE LIMITED** to hold its Annual General Meeting in a manner not prescribed in its Articles of Incorporation;

AND

IN THE MATTER of the **COMPANIES ACT 2004** of Jamaica.

IN CHAMBERS (BY ZOOM)

ON THE 23rd DAY OF JULY 2020

BEFORE THE HONOURABLE MR. JUSTICE KISSOCK LAING

llc **UPON** the Fixed Date Claim Form filed on June 24, 2020 coming on for hearing and after hearing Mr. Demetrie Adams, Attorney-at-Law instructed by Messrs. Tavares-Finson Adams, Attorneys-at-Law for the Claimant, **iCREATE LIMITED**; Misses Catherine Williams and Novia Cotterell instructed by the Director of State Proceedings, Attorneys-at-Law for the Attorney General; Mr. Marc Morgan, Attorney-at-Law for the Financial Services Commission of Jamaica; Miss Amanda Wallace, ^{AND MS SUSAN JOHNS} representatives of the Companies Office of Jamaica and Mr. Tyrone Wilson, representative of **iCREATE LIMITED**, all being present by Zoom, **IT IS HEREBY ORDERED AND DECLARED THAT: -**

1. Notwithstanding the provisions of the **Companies Act** and the provisions the Articles of Incorporation of **iCREATE LIMITED** regarding the holding of its Annual General Meeting, information circular or other documents that may be or already have been disseminated by the company, it may call and conduct its 2020 Annual General Meeting in accordance with this Order and shall be valid.
2. **iCREATE LIMITED** is permitted to conduct its Annual General Meeting by way of a hybrid general meeting at a physical venue with **ten (10)** individuals inclusive of shareholders and directors and for the meeting to also be held electronically(including webcasting, videoconferencing, a combination of theses and /or other electronic means), so that all shareholders and directors who are unable to attend to

physically attend see and hear the proceedings, ask questions in such reasonable order and manner as the Corporate Secretary 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;

3. **iCREATE LIMITED** is permitted to provide its shareholders with notices of the Annual General Meeting, resolution(s), draft resolution(s) proposed to be passed, proxy form(s), audited financial statement(s) and any other documents necessary to conduct the Annual General Meeting by electronic mail, pre-paid mail, posting links to access the documents on the websites of **iCREATE LIMITED** and the Jamaica Stock Exchange;
4. Any notice or document delivered to shareholders in accordance with this Order shall satisfy the requirements for serving documents for an Annual General Meeting in accordance with the provisions of the **Companies Act** and the Articles of Incorporation of **iCREATE LIMITED**;
5. The shareholders may submit their questions within **seventy-two (72)** hours prior to the Annual General Meeting to be reviewed and announced by the Corporate Secretary of the Board of Directors at the said Annual General Meeting;
6. The failure or inability of a shareholder to attend or remain in the Annual General Meeting to be held in accordance with paragraph one (1) as a result of mistakes or of events beyond the control of **iCREATE LIMITED** shall not constitute a defect in the calling of the Annual General Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual General Meeting;
7. Liberty to Apply; and
8. The Applicant's Attorneys-at-Law to prepare, file and serve this Order on the Attorney General, the Financial Services Commission of Jamaica, the Jamaica Stock Exchange and the Office of the Registrar of Companies.

BY THE COURT


JUDGE

EXTRACTED by Tavares-Finson Adams, Attorneys-at-Law of Maryfield Place, 58 Hope Road, Kingston 6 in the parish of Saint Andrew. Telephone No. (876) 946-1729 Fax: (876) 978-0159, Attorneys-at-Law for and on behalf of the Applicant herein whose address for service is that of its said Attorneys-at-Law. (**Per: Demetrie Adams - demetrie.adams@faattorneys.com**)