



FORMAL ORDER



IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU2021CD00113

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

AND

IN THE MATTER of an Application by **FOSRICH
COMPANY LIMITED** for directions pursuant to
Section 130(2) of the **COMPANIES ACT 2004** of
Jamaica

IN CHAMBERS

ON THE 26th DAY OF APRIL 2021

BEFORE THE HONOURABLE MR. JUSTICE DAVID BATTS

UPON the Fixed Date Claim Form filed on April 8, 2021 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, **FOSRICH COMPANY LIMITED**; Ms. Novia Cotterell and Ms. Shanique Leon, Attorneys-at-Law for the Attorney General instructed by the Director of State Proceedings,; Mrs. Donia Fuller-Barrett, Attorney-at-Law for the Financial Services Commission of Jamaica and Mr. Cecil Foster, representative of **FOSRICH COMPANY LIMITED**, all being present by Videoconference, **IT IS HEREBY ORDERED AND DECLARED THAT: -**

1. Notwithstanding the provisions of the **Companies Act** and the Articles of Incorporation of **FOSRICH COMPANY 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 2021 Annual General Meeting and subsequent General Meetings during the declaration of disaster area due to the effects of the SARS-CoV-2 Coronavirus (COVID-19), in accordance with this Order and shall be valid.
2. **FOSRICH COMPANY LIMITED** is permitted to conduct its Annual General 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 to ask questions in such a reasonable order and manner as the Chairman may allow, and to vote electronically including before the meeting or by proxy chosen from among the persons the company indicated 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. **FOSRICH COMPANY LIMITED** is permitted to provide its shareholders with notices of the Annual General 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 its website and/or the website of the Jamaica Stock Exchange.
4. Any notice or document delivered to shareholders by electronic mail and/or by posting links to access the documents on the websites of **FOSRICH COMPANY LIMITED** and the Jamaica Stock Exchange shall satisfy the requirements for serving documents for an Annual General Meeting notwithstanding the provisions to the contrary in the **Companies Act** and the Articles of Incorporation of **FOSRICH COMPANY LIMITED**;
5. The failure or inability of a shareholder to attend or remain in the Annual General Meeting to be held in accordance with of these Orders as a result of mistakes or of events beyond the control of **FOSRICH COMPANY 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;
6. Paragraphs 1 to 5 of the Orders herein shall apply with such modifications as necessary to any Extraordinary General Meeting to be called by **FOSRICH COMPANY LIMITED**;
7. Liberty to Apply; and
8. This Order is to be prepared, filed and served by the Applicant's Attorneys-at-Law on the parties herein.

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 A. Adams – demetrie.adams@dm3legal.com*)