



FORMAL ORDER



**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION
CLAIM NO. SU2021CD00103**

**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 PANJAM INVESTMENT LIMITED

**IN CHAMBERS (VIA VIDEO CONFERENCE)
ON THE 3rd DAY OF JUNE 2021
BEFORE THE HONOURABLE MR. JUSTICE K. LAING**

UPON THE Fixed Date Claim Form filed on April 1, 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, with the Applicant, Mr Paul Facey and Ms Joanna Banks, Senior Vice President of PanJam Investment Limited, being present, **IT IS HEREBY ORDERED THAT:**

1. Notwithstanding the provisions of the Companies Act, regarding the holding of Annual General Meetings (“AGMs”) PanJam Investment Limited (“the Company”) may call and conduct its 2021 and 2022 Annual General Meetings (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. Notwithstanding the provisions of the Companies Act regarding the holding of Extraordinary General Meetings (“EGMs”), the Company may call and conduct any Extraordinary General Meetings, which term includes Extraordinary General Meetings in 2021 and 2022 in accordance with this order and any Extraordinary General Meeting called or held in accordance with this order shall be valid.

3. The Company is permitted to conduct its Annual General Meeting or any Extraordinary General Meeting in 2021 and 2022 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.
4. The Company is permitted to provide its shareholders with notices of its 2021 and 2022 Annual General Meetings or any Extraordinary General Meeting called in 2021 and 2022 and any resolutions, draft resolution 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 or any Extraordinary General Meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on the Company's website.
5. A declaration that any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for the Annual General Meetings or any Extraordinary General Meeting notwithstanding any provision to the contrary in the Companies Act or the Company's articles of incorporation.
6. The failure or inability of a shareholder to attend or remain in an Annual General Meeting or Extraordinary General Meeting held in accordance with paragraph 3 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 said meeting.

7. A copy of this order is to be served on all the parties in respect of service ordered by the order of The Honourable Mrs. Justice L. Palmer Hamilton on April 26, 2021.

BY THE COURT

JUDGE/REGISTRAR

Extracted by MAYHEWLAW (Attention: Lesley - Ann Stewart, Atty #5771) of Unit 11 Seymour Park 2 Seymour Avenue, Kingston 10, Telephone number (876) 927-8505 Facsimile 927-8663, email: mayhewlaw@gmail.com Attorney-at-Law for and on behalf of the Applicant herein whose address for service is that of the said Attorney-at-Law.

