



FORMAL ORDER



IN THE SUPREME COURT OF JUDICATURE OF JAMAICA  
IN THE COMMERCIAL DIVISION  
CLAIM NO. SU 2021 CD 00406

IN THE MATTER OF THE COMPANIES ACT OF  
JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY A  
DIRECTOR OF SSL VENTURE CAPITAL  
JAMAICA LIMITED FOR DIRECTIONS  
PURSUANT TO SECTION 130(2) OF THE  
COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF THE HOLDING OF THE  
ANNUAL GENERAL MEETINGS OF SSL  
VENTURE CAPITAL JAMAICA LIMITED

IN CHAMBERS (BY ZOOM)  
BEFORE THE HONOURABLE MR JUSTICE D. BATTS  
THE 15<sup>th</sup> DAY OF OCTOBER, 2021

UPON THE ADJOURNED FIRST HEARING OF THE FIXED DATE CLAIM FORM filed September 22, 2021 coming on for hearing on this day and after hearing Mr. Yakum Fitz-Henley instructed by RamsaySmith, Attorneys-at-Law for the Applicant, and Mrs. Donia Fuller-Barrett, Attorney-at-law on behalf of the Financial Services Commission, with the Applicant, Mr. Zachary Harding, being present, **IT IS HEREBY ORDERED THAT:-**

1. Notwithstanding the provisions of the Companies Act, the provisions of its Articles of Incorporation or information contained in any notice of a general meeting, information circular or other document that may be or have already been disseminated by SSL Venture Capital Jamaica Limited regarding the holding of its general meetings, SSL Venture Capital Jamaica Limited may call, hold and conduct its general meetings, in accordance with this order, and any general meeting called, held or conducted in accordance with this order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted.
2. In addition to the manner prescribed in the Companies Act and in its Articles of Incorporation, SSL Venture Capital Jamaica Limited is permitted, alternatively, to conduct its general meeting by either conducting:
  - a. a Virtual or Electronic general meeting; or

b. a Hybrid general meeting;

as those processes at a and b above are described by the Companies Office of Jamaica in its published “**Guidance on Holding Annual General Meetings During Covid-19**”, as updated on April 28, 2020.

3. SSL Venture Capital Jamaica Limited is permitted to provide its shareholders at any time with notices of general meetings, resolutions, drafts resolutions proposed to be passed, circulars, proxy forms, financial statements, and any other documents necessary or relevant to the conduct of a general meeting by one or more of the following means: electronic mail, pre-paid mail, posting to its website and/or that of the Jamaica Stock Exchange links that can be utilized to view and obtain a copy of the documents.
4. Any notice or document delivered or made in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in general meeting notwithstanding any provision to the contrary in the Companies Act or the Articles of Incorporation of SSL Venture Capital Jamaica Limited.
5. Any vote in a general meeting may be made entirely by electronic means made available for that purpose. Accordingly, where a general meeting is held in accordance with this Order, voting, whether by “show of hand” or poll will allow a member or proxy or representative thereof attending by electronic means to cast a vote live during the general meeting orally or via electronic means.
6. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with this Order shall not constitute a defect in the calling of the general meeting and shall not invalidate any resolutions passed or proceedings taken at that general meeting, provided the said failure or inability is not caused by the Company.



7. Liberty to apply is granted to any director or shareholder of SSL Venture Capital Jamaica Limited.
8. Applicant's Attorneys-at-Law to prepare, file and serve this Formal Order.

**BY THE COURT**

  
\_\_\_\_\_  
**JUDGE/REGISTRAR**

*(Faint circular stamp of the court is visible in the background)*

**FILED** by **RAMSAYSMITH** of 8 Lady Musgrave Road, New Kingston, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Claimant, whose address of service is that of his said Attorneys-at-law (Per: Mr. Y.M. Fitz-Henley, Atty No 5880), telephone # (876) 906-2616/(876) 906-3402, email: [fitz-henley@ramsaysmithjm.com](mailto:fitz-henley@ramsaysmithjm.com).