



(Amended)

FORMAL ORDER

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN COMMERCIAL DIVISION
CLAIM NO. SU 2021 CD 00162**

IN THE MATTER OF the Companies Act of
Jamaica

AND

IN THE MATTER OF an application by John
Mahfood for directions pursuant to section
130(2) of the Companies Act of Jamaica

**IN CHAMBERS
BEFORE THE HONOURABLE MR JUSTICE BATTS
THE 18TH DAY OF JUNE 2021**

UPON the final hearing of the Fixed Date Claim Form herein dated and filed 13th April 2021 coming on this day, and **UPON HEARING** Weiden Daley, Attorneys-at-Law, instructed by Hart Muirhead Fatta, Attorneys-at-Law for the Applicant, and Mrs Donia J. Fuller-Barrett, Attorney-at-Law for Financial Services Commission, **IT IS HEREBY ORDERED THAT:-**

1. An Order that notwithstanding the provisions of the Companies Act, the provisions of the articles of incorporation of Jamaican Teas Limited ("**JAMT**"), QWI Investments Limited ("**QWI**"), and KIW International Limited ("**KIW**") (together, the "**Companies**"), regarding the holding of annual general meetings or extraordinary ordinary general meetings, and any notice of an annual general meeting or extraordinary general meeting, information circular or other documents that may be or already have been disseminated by the Companies or are by law or the articles of incorporation of the Companies required to be disseminated by the Companies to their respective shareholders, JAMT, QWI, and KIW may each call and conduct its annual general meetings and any extraordinary general meeting (the "**Meetings**", which term includes meetings conducted following an adjournment or postponement of the Meetings) in accordance with this order, for the years 2021 and for so long as the Disaster Risk Management (Enforcement Measures) orders subsist.
2. A Declaration that the Meetings called or held in accordance with this order shall be valid.
3. An Order that the Companies are each permitted to conduct the Meetings by either:
 - (1) holding a meeting with one or some 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 Companies indicate will be physically present at the meeting; or
- (2) 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. An Order that the Companies are permitted to provide their shareholders with notices of the Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements including profit and loss accounts, balance sheets and auditor's reports and any other document necessary or relevant for the conduct of the Meetings by one or more of the following means, namely: electronic mail, pre-paid mail, posting links to access the documents on their respective websites, and/or on the website of the Jamaica Stock Exchange in the case of JAMT and QWI.
5. A Declaration that any notice or document delivered in accordance with this Order shall satisfy all requirements for serving or delivering documents for the Meetings notwithstanding any provision to the contrary in the Companies Act or the articles of incorporation of the Companies.
6. An Order that the failure or inability of a shareholder to attend or remain in any of the Meetings held in accordance with paragraph 3(1) or 3(2) above as a result of events beyond the control of the Companies shall not constitute a defect in the calling or holding of the Meetings and shall not invalidate any resolution passed or proceedings taken at the Meetings.
7. Liberty to apply.

BY THE COURT:



JUDGE

FILED by **HART MUIRHEAD FATTA** of Victoria Mutual Building, 2nd Floor, 53 Knutsford Boulevard, Kingston 5, Attorneys-at-Law for the Applicant, the address for service of which is that of his said Attorneys-at-Law. Tel. (876) 929-7432; fax (876) 929-5755. Ref: WOD (Attorney No. 3956; email: wodaley@hmf.com.jm).