



**FORMAL ORDER**

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO. SU 2021 CD 00416**

**IN THE MATTER OF THE COMPANIES ACT OF  
JAMAICA**

**AND**

**IN THE MATTER OF AN APPLICATION BY A DIRECTOR  
OF CARIBBEAN CEMENT COMPANY LIMITED FOR  
DIRECTIONS PURSUANT TO SECTION 130(2) OF THE  
COMPANIES ACT OF JAMAICA**

**AND**

**IN THE MATTER OF THE HOLDING OF THE GENERAL  
MEETINGS OF CARIBBEAN CEMENT COMPANY  
LIMITED**

**IN CHAMBERS (VIA VIDEO CONFERENCE)**

**BEFORE THE HON. MR JUSTICE BATTS**

**THE 8<sup>TH</sup> DAY OF NOVEMBER, 2021**

**UPON THE FIRST HEARING OF THE FIXED DATE CLAIM FORM** filed September 24, 2021 and after hearing Mrs Alexis Robinson and Mr James-Erle Kirkland instructed by Myers, Fletcher & Gordon, attorneys-at-law for the Applicant, Ms Melissa Ferguson, attorney-at-law for Caribbean Cement Company Limited, Ms Donia Fuller-Barrett, attorney-at-law for the Financial Services Commission and Ms Heather Sutherland, attorney-at-law for the Companies Office of Jamaica, **IT IS HEREBY ORDERED THAT:**

1. **CARIBBEAN CEMENT COMPANY LIMITED** may call, hold and conduct its shareholder meetings in accordance with its Articles of Incorporation, as amended on September 17, 2020.
2. Alternatively, notwithstanding the provisions of the Companies Act, the provisions of its Amended 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 **CARIBBEAN CEMENT COMPANY LIMITED** regarding the holding of its general meetings, **CARIBBEAN**

**CEMENT COMPANY LIMITED** may call, hold and conduct its general meetings, for so long as Jamaica remains a declared Disaster Area on account of the SARS-CoV-2 (Coronavirus COVID-19) ("Covid-19") pandemic, 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.

3. In addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, **CARIBBEAN CEMENT COMPANY LIMITED** is permitted, alternatively, to conduct its general meetings for so long as Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic by either:

- a. Conducting a Virtual or Electronic general meeting;
- b. Conducting 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.

4. **CARIBBEAN CEMENT COMPANY LIMITED** is permitted, in addition to the manner prescribed in the Companies Act and in its Amended Articles of Incorporation, to provide its shareholders at any time during which Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic with notices of general meetings, resolutions, draft 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, facsimile, posting to its website, posting to its regulators' website, publishing in the daily newspapers links that can be utilized to view and obtain a copy of the documents.

5. Any notice or document delivered or made available in accordance with this order shall satisfy all requirements for serving documents for a general meeting or laying such documents before the company in a general meeting notwithstanding any provision to the contrary in the Companies Act or the Amended Articles of Incorporation of **CARIBBEAN CEMENT COMPANY LIMITED**.

6. 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 poll or "show of hands" 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.

7. The failure or inability of a shareholder to attend or remain in a general meeting held in accordance with paragraph 3 above 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.
8. Liberty to apply is granted to any director or shareholder of **CARIBBEAN CEMENT COMPANY LIMITED**.
9. No order as to costs.
10. Formal Order to be prepared, filed and served by posting on the websites of the Jamaica Stock Exchange and Caribbean Cement Company Limited, and publication in one Sunday newspaper with national circulation.

**BY THE COURT**

A handwritten signature in black ink, appearing to be "D. J. ...", written over a horizontal line.

**JUDGE**

**FILED** by **MYERS, FLETCHER & GORDON** of 21 East Street, Kingston, Attorneys-at-Law for the Claimant whose address for service is that of its said Attorneys-at-Law. Attention: Mrs. Alexis Robinson, Attorney No 4112, Telephone No. (876) 922-5860-8; Fax No. 922-4811. Email: [alexis.robinson@mfg.com.jm](mailto:alexis.robinson@mfg.com.jm)