



**FORMAL ORDER**

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

**CLAIM NO.** SU 2021 CD 00225

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

**AND**

**IN THE MATTER OF AN APPLICATION BY MAILPAC  
GROUP LIMITED FOR DIRECTIONS PURSUANT TO  
SECTION 130 (2) OF THE COMPANIES ACT OF JAMAICA**

**IN CHAMBERS VIA VIDEO CONFERENCE**

**BEFORE THE HONOURABLE MR JUSTICE K. LAING**

**ON THE 8<sup>th</sup> DAY OF JULY 2021**

**UPON** the Fixed Date Claim Form filed May 20, 2021, coming on for hearing **AND** after hearing **KEVIN POWELL** instructed by Hylton Powell, Attorneys-at-law for the Applicant, and **DONIA FULLER-BARRETT**, Attorney-at-Law for the Financial Services Commission of Jamaica,

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. Notwithstanding the provisions of the Companies Act, the provisions of its Articles of Incorporation regarding the holding of general meetings and any notice of a general meeting, information, circular or other documents that it may disseminate or may have already disseminated, Mailpac Group Limited ("Mailpac") may call and conduct its next general meetings ("the General Meetings", which term includes annual general meetings and/or

extraordinary general meetings or any of them conducted following an adjournment or postponement) in accordance with this order and the General Meetings called or held in accordance with this order shall be valid.

2. Mailpac is permitted to conduct General Meetings for the years 2021, 2022 and 2023 or for so long as Jamaica remains or is designated a disaster area pursuant to the Disaster Risk Management Act (whichever period is longer) 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 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 Mailpac 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 a reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. Mailpac is permitted to provide its shareholders with notices of the General Meetings, 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 and/or extraordinary general meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on its website at [www.mailpacgroup.com](http://www.mailpacgroup.com) and/or the website of the Jamaica Stock Exchange at [www.jamstockex.com](http://www.jamstockex.com).

4. Any notice or documents delivered in accordance with this order shall satisfy all requirements for serving documents for the General Meetings notwithstanding any provision to the contrary in the Companies Act or Mailpac's Articles of Incorporation.
5. The failure or inability of a shareholder to attend or remain in the General Meetings held in accordance with paragraph 2 above because of a mistake which is not occasioned by Mailpac or because of events beyond the control of Mailpac shall not constitute a defect in the calling of the General Meetings and shall not invalidate any resolutions passed or proceedings taken at that General Meeting.
6. Liberty to apply.

**BY THE COURT**

  
**JUDGE/REGISTRAR**

**Filed by Hylton Powell**, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Applicant (Attention: Kevin Powell- Attorney# 3901), whose address for service is that of its Attorneys-at-Law. Telephone number: (876) 926-1672 and facsimile number: (876) 929-7587. Email: [kpowell@hyltonpowell.com](mailto:kpowell@hyltonpowell.com)