

THE EASTERN CARIBBEAN SUPREME COURT

IN THE COURT OF APPEAL

ANGUILLA

AXAHCVAP2020/0008

B E T W E E N:

1. THE ANGUILLA ELECTRICITY CO. LTD.
2. HAROLD RUAN, CHAIRMAN
3. DAWNETTE GUMBS, DIRECTOR

Appellants/Applicants

and

THE ATTORNEY-GENERAL OF ANGUILLA
(in right of the Government of Anguilla)

Respondent

ORDER

Before His Lordship, The Hon. Mr. Paul Webster, Justice of Appeal [Ag.] on the 30th day of April, 2020

FURTHER to the Order of the Court in this matter dated 22nd April 2020;

IT IS HEREBY ORDERED THAT:

1. The directions for holding the annual general meeting of shareholders ("**AGM**") of the Anguilla Electricity Co. Ltd. ("**ANGLEC**") attached as Appendix "A" to this Order (the "**Directions**") are ordered and the AGM shall be held in accordance with the Directions.

2. Statutory provisions of the *Companies Act*, RSA c. C65 ("**Act**") as they relate to the holding of an AGM and the material to be put before the shareholders are waived with respect to this AGM, including but not limited to the provisions regarding:

- (a) setting a record date (s. 107);

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- (b) sending notice to the shareholders no less than seven (7) days prior to the date of the AGM (s. 110);
 - (c) preparing a list of shareholders (s. 113);
 - (d) sending audited financial statements to the shareholders not less than twenty-one (21) days before the AGM (s. 134); and
 - (e) submitting financial information to the registrar not less than twenty-one (21) days before the AGM (s. 135).
3. Provisions of ANGLEC's By-Laws as they relate to the holding of an AGM and the material to be put before the shareholders are waived with respect to this AGM, including but not limited to the provisions regarding the following:
- (a) providing notice of the meeting to shareholders no less than twenty-one (21) days before the date of the meeting (s. 12.3); and
 - (b) the procedure for the election of a chair of the AGM (ss. 4.12 and 12.6.2).
4. Rev. Dr. Whycherly Gumbs is appointed to preside over the call to order and nomination of directors.
5. The parties are at liberty to seek further directions from this Honourable Court.

Dated the 30th day of April, 2020



BY THE COURT

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DEPUTY CHIEF REGISTRAR

APPENDIX "A"

PROPOSAL FOR THE ANNUAL GENERAL MEETING OF THE ANGUILLA ELECTRICITY CO. LTD.

1. ***Date and Time of the Annual General Meeting ("AGM") of The Anguilla Electricity Co. Ltd. ("ANGLEC"):*** Tuesday, 26 May 2020 at 5 pm (Atlantic Standard Time).
2. ***Location:*** Royale Caribbean Conference Centre, Little Harbour and virtual platform.
3. ***Record Date:*** 29 April 2020
4. ***Notice to Shareholders:*** Notice of the place, date and time of the AGM to be sent to shareholders by no later than 5 May 2020. The annual financial statements for the years ended 31 December 2017 and 31 December 2018 will remain accessible on ANGLEC's website and ANGLEC shall provide hard copies to shareholders upon request. Printed copies will be made available at the AGM.
 - (a) The Notice of the AGM (including the agenda) will be sent to shareholders by post and by e-mail where email addresses are available.
 - (b) The agenda for the meeting will include:
 - (i) the election of directors
 - (ii) consideration of the financial statements;
 - (iii) the directors' report
 - (iv) the auditor's report, if any.
 - (a) An update with the date, time and place of the AGM, alerting shareholders to check their post and e-mail for the Notice, and referring

shareholders to ANGLEC's website for further information will be circulated by the following modes:

- (i) publication on *The Anguillian's* website, if possible;
- (ii) publication on ANGLEC's website and social media accounts;
- (iii) a daily radio announcement between 30 April 2020 until 14 May 2020 on Klass FM, Radio Anguilla and Heartbeat Radio;
- (iv) a weekly text blast on Digicel and Flow commencing between 30 April 2020 until 14 May 2020 (if this can be arranged).

2. ***Nomination of Directors:*** The nomination of candidates for the board of directors shall be in accordance with By-Law 4.5.

- (a) Not less than seven (7) days before the AGM, a shareholder duly qualified to attend and vote at the AGM may give written notice of his intention to propose a nominee for election to the board of directors ("**Nomination**"). The Nomination should be left at ANGLEC's registered office or sent by e-mail to the Corporate Secretary (jeri@anglec.com). The Nomination must be signed by the nominee to confirm his willingness to be elected.
- (b) Each nominee is required to complete, notarize and return the company's Authorization Form to permit ANGLEC to ascertain the status of their Police Record, verify their employment history and qualifications and to obtain credit information in relation to their eligibility to be a director of the company. A copy of their resume and passport identification page.

3. ***Election of Directors:*** The election of nominees to the board of directors shall be in accordance with By-Law 4.4, which provides that election to the board of directors shall be by secret vote. On such a vote, unless a ballot is demanded, each shareholder who is present in person shall have one vote and each proxy holder shall have one vote for each proxy held. Upon a ballot, each shareholder shall have one vote for each share held by that shareholder.

4. Shareholders may attend the AGM on the virtual platform if one is established prior to the meeting

6. **Chair of the AGM:** Rev. Dr. Whycherly Gumbs shall act as Chair of the AGM to preside over the call to order and nomination of directors.