

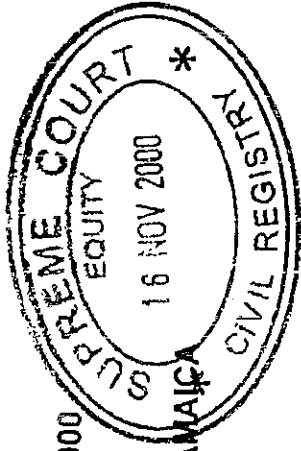
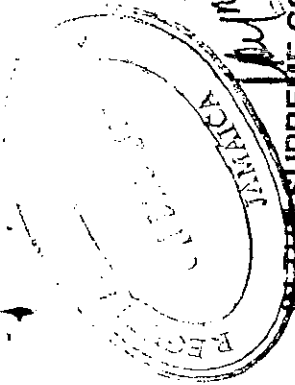
FC 110/11

ORDER

SUIT NO. E 413 of 2000

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN EQUITY



IN THE MATTER OF A SCHEME OF ARRANGEMENT BETWEEN NATIONAL COMMERCIAL BANK JAMAICA LIMITED AND N.C.B. GROUP LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

AND

IN THE MATTER OF SECTION 192 OF THE COMPANIES ACT

BEFORE THE HONOURABLE MR JUSTICE SMITH

THE 16th DAY OF NOVEMBER 2000

UPON the Petition to Sanction Scheme of Arrangement dated the 3rd day of November 2000 and filed herein coming on for hearing this day, and after hearing Mr Michael Hylton, Q.C. and Miss Debbie Fraser instructed by Miss Nesia Warner of Myers, Fletcher & Gordon, Attorneys-at-Law for the Petitioners, IT IS HEREBY ORDERED that:

1. The Scheme of Arrangement between National Commercial Bank Jamaica Limited, N.C.B. Group Limited and their shareholders approved on the 8th day of November 2000 by the said Shareholders and attached hereto is hereby sanctioned by the Court.
2. The 865,925,287 ordinary shares in N.C.B. Group Limited are hereby transferred to and vested in the following:
 1. 865,925,281 shares in Finsac Limited;
 2. 1 share in Patrick Hylton;
 3. 1 share in Patrick McDonald;
 4. 1 share in Rosemarie Morgan;
 5. 1 share in Audrey Robinson;
 6. 1 share in Martin Gooden;
 7. 1 share in Valerie Alexander.

3. The preference shares held by Finsac Limited in National Commercial Bank Jamaica Limited are hereby converted to 940,151,975 ordinary shares.
4. The 1,973,410,262 ordinary shares in National Commercial Bank Jamaica Limited (including the shares referred to in paragraph 3 above) are hereby transferred to and vested in the following:
 1. 1,322,184,876 shares in Atrium Holdings Limited;
 2. 177,606,923 shares in AtriumXS Holdings Limited;
 3. 473,618,463 shares in the Public Shareholders as defined in the said Scheme of Arrangement and in accordance with its terms.
5. The 12,000,000 ordinary shares in N.C.B. (Investments) Limited are hereby transferred to and vested in the following:
 1. 11,999,999 shares in National Commercial Bank Jamaica Limited;
 2. 1 share in Dunbar McFarlane.
6. The 24,396,419 ordinary shares in Edward Gayle & Company Limited to which N.C.B. Group Limited is legally and beneficially entitled are hereby transferred to and vested in National Commercial Bank Jamaica Limited.
7. The 12,500,000 ordinary shares in West Indies Trust Company Limited are hereby transferred to and vested in the following:
 1. 12,499,994 shares in National Commercial Bank Jamaica Limited;
 2. 1 share in Dunbar McFarlane;
 3. 1 share in Christopher Lowe;
 4. 1 share in Theodore Golding;
 5. 1 share in Leroy Bucknor;
 6. 1 share in Douglas Peebles;
 7. 1 share in Maria Christian.
8. The 1,500,000 ordinary shares in Data-Cap Processing Limited are hereby

transferred to and vested in the following:

1. 1,499,999 shares in National Commercial Bank Jamaica Limited;
 2. 1 share in Dunbar McFarlane.
9. The 7 ordinary shares in NCB Jamaica (Nominees) Limited are hereby transferred to and vested in the following:
1. 6 shares in National Commercial Bank Jamaica Limited;
 2. 1 share in Dunbar McFarlane.
10. The 19,000 ordinary shares in Epsom Holdings Limited are hereby transferred to and vested in the following:
1. 18,999 shares in N.C.B. Group Limited;
 2. 1 share in Patrick Hylton.

BY THE COURT:



JUDGE

FILED by MYERS, FLETCHER & GORDON of No. 21 East Street, Kingston, Attorneys-at-Law for and on behalf of the Petitioners herein.