

BACKGROUND FACTS FOR THE COURT-ORDERED EXTRAORDINARY GENERAL MEETING OF EKOCORP PLC

EKOCORP PLC (“the Company”) began operations in 1977 as Mercy Specialist Clinic, within a few years, the practice had expanded to four clinic locations within Lagos metropolis to take advantage of the expanding patient base and broadening range of clinical services. The EKO hospital coined from the first letters of the founders’ surnames was established in 1982.

The three founders, Dr. Alex Eneli, Dr. Sunny Kuku and Dr. Ameachi Obiora established the hospital as a joint medical practice. The company was registered as a Public Limited Company (PLC) in 1991 as EKO Hospital Plc. However, the name was changed to EKOCORP PLC in 1994. The philosophy of the multi-hospital group is to provide excellent medical care at primary, secondary and tertiary levels.

The hospital opened its first branch in Ikeja on Mobolaji Bank Anthony Way and another branch in Surulere some years after. With time, the hospital became famous for treating the upper middle class and rich Nigerians.

Things went well for the hospital for over two decades until after the millennium when it started experiencing some cash flow challenges. The Company then decided to source equity investment from investors when she approached Dr. Geoff Ohen of Geoff Ohen Ltd to invest in EKOCORP PLC.

The Company having fallen into difficult times in 2006 and in order to shore up its financial position she entered into a Share Purchase Agreement with Geoff Ohen Limited to issue its 110,000,000 (One hundred and Ten Million) ordinary shares at ₦4 each in August 2007. Geoff Ohen Limited promptly paid the sum of ₦440,000,000.00 (Four hundred and Forty Million Naira) as agreed to the Company on the 3rd of August, 2007.

Following the completion of the Board of Directors meeting of EKOCORP PLC in June, 2008 and the subsequent approval of Security & Exchange Commission (SEC), EKOCORP PLC through private placement issued the 110,000,000 ordinary shares of the Company to Geoff Ohen Limited.

There has been dispute relating to the sale/purchase of the 110,000,000 shares hinging on corporate governance issues. These had led to some court cases by interested persons at various courts and tribunals including the Investment and Securities Tribunal, the Federal High Court and the Court of Appeal.

Having discovered the illegality of EKOCORP PLC in entering the private placement arrangement, the court refused to approve the purchase of 110,000,000 ordinary shares of the Company by Geoff Ohen Limited since the required approval of the general meeting of the Company was not obtained as the resolution submitted by the Company to SEC was allegedly forged and illegally procured by the Company (EKOCORP PLC). This was the pronouncement of the court in line with the evidence given by the parties in the suit.

Therefore, the judgment of the Court of Appeal in **Appeal No. CA/L/837/15 (KUDAISI AYODELE & 3 ORS V EKOCORP PLC & 2 ORS)**, delivered on the 4th of March, 2021 where the court ordered that the general meeting of the Company be held for the purpose of the members in the general meeting to approve or reject the sale of the 110,000,000 ordinary shares to Geoff Ohen Limited, hence the order of the court to stage the general meeting.