

This document is important and requires your immediate attention. If you are in doubt as to how to respond to the offer, you should consult with your investment advisor, bank manager, attorney-at-law, accountant, tax consultant or other professional advisor.

**DISCLOSURE OF ADDITIONAL INFORMATION IN RESPECT
OF THE DIRECTORS' CIRCULAR
DATED the 14th DAY OF JANUARY 2019
and amended on the 22nd January, 2019**

DATED THIS 15th DAY OF APRIL, 2019



Guardian Group

Guardian Holdings Limited

In respect of the offer by

NCB GLOBAL HOLDINGS LIMITED

**TO ACQUIRE UP TO 74,230,750 ORDINARY SHARES (BEING 32.01% OF
OUTSTANDING GUARDIAN HOLDINGS LIMITED'S SHARES), SO AS TO
RESULT IN NCB GLOBAL HOLDINGS LIMITED HOLDING NOT MORE
THAN 62% OF THE ISSUED AND OUTSTANDING SHARES OF**

GUARDIAN HOLDINGS LIMITED

AT A CASH PRICE OF UNITED STATES (US) \$2.79 PER ORDINARY SHARE

TO: Shareholders of Guardian Holdings Limited, (“GHL”)

This Notice (“this Notice”) is supplemental to and should be read in conjunction with, the Directors’ Circular dated the 14th day of January, 2019, (“the Directors’ Circular”) and the Notice of Change dated the 22nd January 2019 (“the First Notice of Change”) and issued by GHL, wherein GHL responded to and made recommendations in respect of an offer by **NCB GLOBAL HOLDINGS LIMITED** to acquire up to 74,230,750 ordinary shares (being 32.01% of the outstanding GHL shares) at a cash price of US\$ 2.79 per ordinary share, so as to result in NCB Global Holdings Limited holding not more than 62% of the issued and outstanding shares of GHL.

Except as otherwise set forth in this Notice, there have been no changes to those provisions of the Directors’ Circular or the First Notice of Change.

This Notice would be issued and delivered to Shareholders and the Board of Directors of NCB Global Holdings Limited and filed with the Trinidad and Tobago Securities and Exchange Commission and the Trinidad and Tobago Stock Exchange. Neither of these entities takes any responsibility for the veracity or validity of the contents of this Notice, and in accordance with established practice, have neither approved nor disapproved of the Directors’ Circular (as amended herein).

DISCLOSURE OF ADDITIONAL INFORMATION

Directors’ Circular at **Item 5** “Acceptance of Take-Over Bid” PROVIDED

- (i) Henry Peter Ganteaume indicated his intention to tender no more than 240,000 GHL Shares; and
- (ii) David Philip Hamel-Smith indicated that he intended to tender no more than 140,000 GHL Shares.

Since the publication of the Circular GHL has been advised by Mr. Henry Peter Ganteaume that he now intends to tender no more than 340,000 GHL Shares and by Mr. David Philip Hamel-Smith that he intends to tender no more than 295,124 GHL Shares.

DIRECTORS’ APPROVAL

The contents of this Notice have been authorised by the directors of GHL. Messrs. Michael Lee Chin, Patrick Hylton, Dennis Cohen and Nicholas Lok Jack each indicated they had conflicts of interest and therefore, were ineligible to participate at that meeting. Messrs. Arthur Lok Jack, and Imtiaz Ahamad having taken a leave of absence were not present and were not notified of the meeting to approve this Notice, and the delivery of this Notice has been authorised by the remaining directors of GHL.

CERTIFICATE

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Securities legislation in Trinidad and Tobago provides security holders of GHL with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to such security holders. However, such rights shall be exercised within prescribed time limits. Security holders should refer to the applicable provisions of the Trinidad and Tobago securities legislation for particulars of those rights or consult with an Attorney-at-Law.

On Behalf of the Board of Directors of Guardian Holdings Limited



Henry Peter Ganteaume



Maxim Rochester



Charles Percy



David Philip Hamel-Smith



Antony Lancaster



Ravi Tewari



Guardian Group

Guardian Holdings Limited

Head Office: 1 Guardian Drive,
Westmoorings,
Trinidad and Tobago
Tel: 1-868-226-6944

Email: shareholder@myguardiangroup.com
Website: www.myguardiangroup.com