

FORM 10  
MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012



1. NAME OF REPORTING ISSUER

Name of Reporting Issuer

GUARDIAN HOLDINGS LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change

February 23, 2018

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change

GHL hereby advises that on February 23, 2018 it received a copy of a Press Release from attorneys-at-law acting on behalf of NCB Global Holdings Limited ("the Offeror") regarding the NCB Global Holdings Limited's Offer and Take-Over Bid Circular ("the Offer") as amended on January 12, 2018 and on February 2, 2018 notifying that as at February 23, 2018 at 4:00pm there were terms and conditions of the Offer which remained outstanding and that the Offeror confirmed :

- That the Offer has lapsed due to a condition contained in the Offer; Condition 2.4.5.
- As at the time of going to press, the latest tally reflected that 535 GHL shareholders tendered approximately 91,743,975 GHL shares (subject to verification of validity of all acceptances received by Republic Securities Limited) which, together with the Offeror's existing shareholding in GHL, represents approximately 70.24% of the outstanding GHL Shares.
- No shares deposited have been taken up by the Offeror.
- All GHL shareholders who deposited their tenders pursuant to the Offer directly to Republic Securities Limited ("RSL") may collect their documents from RSL at 2<sup>nd</sup> Floor, Promenade Centre, 72 Independence Square, Port of Spain, Trinidad at any time during usual business hours following Wednesday February 28, 2018. Alternatively, persons may collect their tenders from a Republic Bank branch office by emailing RSL at [rsinfo@republictt.com](mailto:rsinfo@republictt.com) so that arrangements may be made for such tender forms to be forwarded to the relevant branch office.
- Any enquiries in respect of the Offer or the settlement in respect of tendered shares can be directed to the lead broker with respect to this Offer, Republic Securities Limited at 2nd Floor, Promenade Centre, 72 Independence Square, Port of Spain, Trinidad Tel: (868) 623-0435/6/8/9 Email: [rsinfo@republictt.com](mailto:rsinfo@republictt.com)

The Offeror also indicated that it had received notice from the Trinidad and Tobago Securities and Exchange Commission (the "Commission") that it had decided to convene a hearing (the "Hearing") in accordance with the provisions of the Securities Act, 2012 in respect of the facts and circumstances surrounding the Offeror's equity interest in GHL and the issuance of the Offer Circular. GHL was advised

that notwithstanding the lapse of the Offer, the Offeror and NCB Financial Group Limited are committed to participating in the Hearing with a view to aiding the Commission in completing its review of the Offer.

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	Yes	No
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?		x

If "No"

Date of Publication of Notice (dd/mmm/yyyy)	No later than March 6, 2018.
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If "Yes"

State the reasons for applying for the exemption
N/A

5. DETAILS OF SENIOR OFFICER

Name (Salutation, First name, Last name)	Ms. Kathryn Abdulla
Position in Organization	GHL Assistant Company Secretary
Business Address	1 Guardian Drive, Westmoorings Trinidad.
Work Phone (1-xxx-xxx-xxxx)	1-868-226-2043
Fax Phone(1-xxx-xxx-xxxx)	1-868-632-5695
Mobile Phone (1-xxx-xxx-xxxx)	1-868-789-5996
Email Address	kathryn.abdulla@myguardiangroup.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Kathryn Abdulla



Assistant Secretary

27/02/18

Print Name

Signature

Position

Date



**FOR OFFICIAL USE ONLY**

<b>Tool</b>	<b>ID Information</b>
Registrant's number	
Director's Number	
Document/Record number	
Record's Management Date Received (dd/mm/yy)	

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_