



January 12, 2018

The Director
Market Regulation and Surveillance
Trinidad and Tobago Securities and Exchange Commission
57-59 Dundonald Street
PORT OF SPAIN



Attention: Mr. Ayoub Barcoo

Dear Sirs

Re: Guardian Holdings Limited (GHL) - Material Change Report

Pursuant to Section 64 (1) (a) of the Securities Act 2012 we enclose the Material Change Report dated January 12, 2018 in connection with a Notice received from NCB Global Holdings Limited.

In compliance with Section 64 (1) (b) of the Securities Act 2012 we are aware that we must publish a notice in two (2) daily newspapers disclosing the nature and substance of the material change and we expect to make such publication no later than January 17, 2018 in compliance with the legislation.

Kindly acknowledge receipt of this letter and enclosure by signing and returning a copy of the letter attached.

Yours sincerely,
GUARDIAN HOLDINGS LIMITED

Kathryn Abdulla
Assistant Secretary

Encl

FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GUARDIAN HOLDINGS LIMITED



2. DATE OF MATERIAL CHANGE

Date of material change
January 12, 2018

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
Guardian Holdings Limited (GHL) hereby advises that on January 12, 2018 the Board of Directors was presented with a Notice of Disclosure of Additional information and Notice of Extension of Closing Date of even date ('the NCBGH Notice') issued by NCB Global Holdings Limited (NCBGH) regarding its Offer and Take-Over Bid Circular to all Shareholders for NCB to acquire up to 74,230,750 ordinary shares in GHL at the Offer Price in cash of US \$2.35 per ordinary share (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 January 17, 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)	Mrs. Kathryn Abdulla
Position in Organization	Assistant 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

Kathryn Abdulla Kabdeella

January 12, 2018

Print Name

Signature

Position

Date

FOR OFFICIAL USE ONLY

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

Approved By : _____

Date (DD/MM/YYYY) _____