



TRINIDAD AND TOBAGO SECURITIES AND EXCHANGE COMMISSION

**In the Matter of
Sections 159 and 155(1) of the Securities Act, Chap. 83:02 and
By-Law 24 of the Securities Industry (Take-Over) By-Laws, 2005 ("By-Laws")**

And

**In the Matter of
NCB Global Holdings Limited's ("Offeror") Offer and Take-Over Bid Circular ("Bid
Circular") dated December 8, 2017 (and amended on January 12, 2018 and February 2,
2018), to acquire 74,230,750 ordinary shares of Guardian Holding Limited ("Offeree
Issuer") so as to result in the Offeror holding not more than 62% of the issued and
outstanding ordinary shares of Offeree Issuer**

TAKE NOTICE that the Trinidad and Tobago Securities and Exchange Commission ("Commission") will convene a Hearing in this matter, on a date to be announced, pursuant to Section 159 of the Securities Act, 2012, for the purpose of considering whether to make an order pursuant to Section 155(1) of the Act and By-Law 24 of the By-Laws with respect to the facts and circumstances surrounding the Offeror's equity interest in the Offeree Issuer and the issuance of the Bid Circular ("the Hearing").

AND TAKE NOTICE that in accordance with Rule 12(3)(a) of the Securities Industry (Hearings and Settlements) Practice Rules, 2008 ("the Hearings Rules"), there will be no Pre-Hearing Conference in the Hearing, in light of the emergency nature of the proceedings.

AND TAKE NOTICE that the Hearing will be an expedited hearing pursuant to Rule 11 of the Hearings Rules and the first hearing in this matter shall be for the issuance of procedural directions and will be conducted at the Commission's Office located at 57-59 Dundonald Street, Port of Spain on **Monday February 26, 2018 at 1:30pm ("the Procedural Hearing")**.

Affected parties who wish to be heard at the Procedural Hearing, may appear in person or be represented by an Attorney-at-Law. Such parties are requested to make written submissions addressed to the Commission's General Counsel/Corporate Secretary by **3:00 p.m. on Friday February 23, 2018**.

Further notice of the date and time of the Hearing will be provided after the Procedural Hearing.

Please email hearings@ttsec.org.tt or contact the Commission's General Counsel/Corporate Secretary via telephone at 624-2991 to indicate whether you will be attending the Procedural Hearing, and/or the name(s) of your representatives by **3:00pm on Friday February 23, 2018.**

Dated February 22, 2018

BY ORDER OF THE COMMISSION