

## Notice of Extension of Closing Date issued by **NCB GLOBAL HOLDINGS LIMITED**

in respect of the Offer and Take-Over Bid Circular dated 8th of December, 2017 and amended on 12th of January, 2018

**To: Holders of issued and outstanding ordinary shares of Guardian Holdings Limited.**

This Further Notice (this '**Further Notice**') is supplemental to, and should be read in conjunction with, the Take-Over Bid Circular dated the 8th of December, 2017 (the '**Offer Circular**') issued by NCB Global Holdings Limited (the '**Offeror**') as amended by the Notice dated the 12th of January, 2018 (the '**First Notice of Change**' together with the Offer Circular, the '**Original Offer Documents**'), pursuant to which the Offeror offered to acquire up to Seventy-Four Million Two Hundred and Thirty Thousand Seven Hundred and Fifty (74,230,750) ordinary shares (the '**Offer Shares**') in Guardian Holdings Limited ('**GHL**') at the Offer Price in cash per Ordinary Share subject to the terms and conditions contained in the Offer Circular (the '**Offer**'). Unless the context requires otherwise, terms not defined herein have the meanings set forth in the Original Offer Documents. The term "**Amended Offer Circular**" means the Offer Circular, as supplemented by the First Notice of Change and this Further Notice.

Except as otherwise set forth in this notice and the First Notice of Change, there have been no changes to the terms and conditions of the Offer and, as such, those terms and conditions previously set forth in the Offer Circular continue to be applicable in all respects.

This Notice will be issued in Trinidad and Tobago and a copy delivered to the Board of Directors of GHL and filed with the Trinidad and Tobago Securities and Exchange Commission ('**TTSEC**') and the Trinidad and Tobago Stock Exchange ('**TTSE**'). 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 Amended Offer (as amended herein).

### **EXTENSION OF THE CLOSING DATE**

In the First Notice of Change, the Offeror indicated that the majority of the terms and conditions of the Offer had been satisfied or otherwise waived and that it had received the sign-off from most of the relevant regulatory authorities in respect of the proposed acquisition. As of the date of this Notice, all required regulatory approvals in all applicable jurisdictions have been obtained other than the approval from the Central Bank of Trinidad & Tobago.

The Offeror is restricted from taking up any GHL Shares until such time as all approvals are obtained and, therefore, in order to prevent the Offer from lapsing before such approvals are obtained, the Offeror has elected to extend the Closing Date to the **23rd day of February, 2018**.

The Amended Offer (as amended hereby, the "**Further Amended Offer**") will remain open for acceptance until, but not later than, 23rd day of February, 2018 at 4:00PM (the "**Extended Closing Date**").

### **TIME OF PAYMENT**

The Offeror will, upon the terms and subject to the conditions of the Offer, take up and pay for all Offer Shares deposited and not withdrawn under the Offer within the period required by applicable securities law and, in any event, except as otherwise required by applicable law, not later than ten (10) days after the Extended Closing Date, if all the terms and conditions of the Offer have been complied with or waived.

### **RIGHT TO WITHDRAW**

The rights of withdrawal applicable to GHL Shareholders are set out in Section 4 of Appendix 1 of the Offer Circular. The rights of withdrawal remain the same in the case of the Further Amended Offer.

### **JURISDICTION**

The making of the Offer to persons not resident in, nor citizens of, Trinidad and Tobago may be affected by the laws of the relevant jurisdictions of those persons. GHL Shareholders not resident in and/or not citizens of Trinidad and Tobago should inform themselves about and observe and comply with any applicable legal requirements in their respective jurisdictions. It is the responsibility of any such GHL Shareholders wishing to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in connection therewith, including the obtaining of any governmental or other licenses, consents or approvals which may be required or the compliance with other necessary formalities.


### **DIRECTORS' APPROVAL**


The contents of this Notice have been approved, and the publication of this Notice has been authorized by, the directors of the Offeror.

### **CERTIFICATE**

The Offer Document and this Notice contain no untrue statement of a material fact and do not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Yours faithfully  
For and on behalf of  
**NCB GLOBAL HOLDINGS LIMITED**

By:   
Name: Patrick Hylton  
Title: Director  
Dated this 2nd day of February, 2018

And By:   
Name: Dennis Cohen  
Title: Director  
Dated this 2nd day of February, 2018

### **Any questions or requests for assistance may be directed to:**

Republic Securities Limited  
2nd Floor, Promenade Centre  
72 Independence Square  
Port of Spain, Trinidad  
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