April 5, 2016

Dear Shareholder,

Some years ago we made the decision to provide shareholders with a summary of our financial statements as permitted by section 155 (2) of the Companies Act Ch. 81:01 of the laws of Trinidad and Tobago and have the full annual report available online or on request. We believed that this step represented our commitment to reducing unnecessary waste and expense incurred in producing a large number of annual reports.

With the introduction of the Electronic Transactions Act (proclaimed in 2012) we now have the opportunity to achieve greater efficiencies by making the audited financial statements and annual report available electronically through posting on our website.

We are therefore enclosing the formal Notice of our 2016 Annual Meeting together with the Proxy Form and advise that the 2015 Annual Report including audited financial statements is available on our website (www.myguardiangroup.com (go to Investor Relations/Annual Report)).

Should you require a physical copy of the annual report we will be happy to provide you with one. You can request a copy by calling us at (868) 632 5433 extensions 2037 and 2046 or email your request to shareholder@myguardiangroup.com. Copies of the annual report will also be available at our 2016 Annual Meeting.

We look forward to seeing you at your Annual Meeting on Friday, April 29, 2016 at 4.30 p.m. at 1 Guardian Drive, Westmoorings, Trinidad, W.I.

If you wish to appoint a proxy, please remember to submit the duly completed proxy form on or before 4.30 p.m. on April 27, 2016 (i.e. 48 hours prior to the meeting).

Yours sincerely,

Fe Lopez-Collymore
Corporate Secretary and General Counsel
I. Name of Company: GUARDIAN HOLDINGS LIMITED
   Company No. G - 967 (C)

II. Particulars of Meeting:
   Annual Meeting of the Company to be held at The Atrium, Guardian Corporate Centre, 1 Guardian
   Drive, Westmoorings on Friday, April 29, 2016 at 4:30 in the afternoon.

III. Solicitation:
   It is intended to vote the proxy solicited hereby (unless the shareholder directs otherwise) in favour
   of all resolutions specified therein.

IV. Any Director’s statement submitted pursuant to section 76 (2):
   No statement has been received from any Director pursuant to Section 76 (2) of the Companies
   Act, Ch 81:01

V. Any auditor’s statement submitted pursuant to section 171 (1):
   No statement has been received from the Auditors of the Company pursuant to Section 171 (1)
   of the Companies Act, Ch 81:01

VI. Any shareholder’s proposal submitted pursuant to sections 116 (a) and 117 (2):
   No proposal has been received from any Shareholder pursuant to Sections 116 (a) and 117 (2) of
   the Companies Act, Ch 81:01

<table>
<thead>
<tr>
<th>Date</th>
<th>Name and Title</th>
<th>Signature</th>
</tr>
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<tbody>
<tr>
<td>March 9, 2016</td>
<td>Fé Lopez-Collymore</td>
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<td>Corporate Secretary</td>
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Notice of Annual Meeting

Notice is hereby given that the Annual Meeting of Shareholders of Guardian Holdings Limited for 2016 will be held at The Atrium, Guardian Corporate Centre, 1 Guardian Drive, Westmoorings, on April 29, 2016 at 4:30 in the afternoon for the following purposes:

1. To review and consider the Consolidated Financial Statements of the Company for the year ended December 31, 2015 and the Reports of the Directors and Auditors thereon.

2. To elect directors for specified terms and for such purpose and (if thought fit) to pass the following resolutions:
   (a) That Messrs. Richard Espinet, Maxim Rochester, Henry Peter Ganteaume and David Philip Hamel-Smith be and are hereby elected for a term expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and,
   (b) That Messrs. Antony Lancaster and Selby Wilson be and are hereby elected for a term expiring at the close of the first Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and

3. To appoint Auditors and to authorise the Directors to fix their remuneration for the ensuing year.

By Order of the Board

Fé Lopez-Collymore

Corporate Secretary

Date: March 9, 2016
1. MEETING REQUIREMENTS

Members are asked to observe the following requirements of the By-Laws for attendance and voting at the Annual Meeting.

Proxies

Members of the company entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend and vote instead of them. A proxy need not also be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or be signed by its attorney, in fact.

Members who return completed proxy forms are not precluded, if subsequently they so wish, from attending the Meeting instead of their proxies and voting in person.

Representatives of Corporations

Corporate members are entitled to attend and vote by a duly authorised representative who need not himself be a member. Such appointment must be by resolution of the board of directors of the corporate member.

Delivery to the Company

Any instrument appointing a proxy (including an instrument evidencing the authority pursuant to which it is executed) or evidencing the authority of a representative of a corporate member, must be completed and deposited with the Secretary at the Company’s Registered Office, 1 Guardian Drive, Westmoorings, Trinidad not less than 48 hours before the time for holding the meeting or adjourned meeting.

Proof of Identity

Members are also reminded that the By-Laws provide that the Directors may require that any member, proxy or duly authorised representative provide satisfactory proof of his identity before being admitted to the Annual Meeting.

Persons Entitled to Notice

In accordance with section 110(2) of the Companies Act Ch. 81:01 the Directors of the Company have fixed March 29, 2016 as the Record Date for the determination of shareholders who are entitled to receive Notice of the Annual Meeting. Only shareholders on record at the close of business on March 29, 2016 are therefore entitled to receive Notice of the Annual Meeting. A list of such shareholders will be available for examination by shareholders at the Company’s Registered Office during usual business hours and at the Annual Meeting.

2. DIRECTORS’ CONTRACTS

There are no contracts during or at the end of the year ended December 31, 2015 in which a director of the company is or was materially interested and which is or was significant in relation to the company’s business.

There are no service contracts between a director and the company or any subsidiary company which has a term of 10 years or more and cannot be determined without payment of compensation.
Form of Proxy

1. Name of Company: GUARDIAN HOLDINGS LIMITED   Company No. G - 967 (C)

2. Particulars of Meeting: Annual Meeting of the Company to be held at 4:30 in the afternoon on Friday, April 29, 2016.

I/We (block capitals please) ____________________________________ being Shareholder(s) in the above Company (or in the case of an owner whose shares are held in a Clearing Agency being authorised by the Clearing Agency to do so) appoint (s) the Chairman of the Meeting, or failing him, ________________________ of ____________________________________________________
to be my/our Proxy to attend and vote for me/us on my/our behalf at the above meeting and any adjournment thereof as indicated below on the Resolutions to be proposed in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

Please indicate with an “X” in the spaces below how you wish your Proxy to vote on the resolutions referred to. If no such indication is given the Proxy will exercise his discretion as to how he votes or whether he abstains from voting.

RESOLUTION 1:
BE IT RESOLVED THAT the Consolidated Financial Statements of the Company for the year ended 31st December 2015 and Reports of the Directors and the Auditors thereon be received and adopted.

RESOLUTION 2:
(a) BE IT RESOLVED THAT That Messrs. Richard Espinet, Maxim Rochester, Henry Peter Ganteaume and David Philip Hamel-Smith be re-elected Directors of the Company for a term expiring at the close of the third Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of By-Law No.1; and

(b) That Messrs. Antony Lancaster and Selby Wilson be re-elected Directors of the Company for a term expiring at the close of the first Annual Meeting of the Company following this appointment subject to the provisions of Regulation 4.5 of By-Law No.1;

RESOLUTION 3:
BE IT RESOLVED THAT Ernst & Young be reappointed as auditors of the Company and that the Directors be authorised to fix their remuneration for the ensuing year.

Signature(s): ________________________________

Date: ________________________________

NOTES:
1. If it is desired to appoint a proxy other than the Chairman of the Meeting, the necessary deletion must be made and initialled and the name inserted in the space provided.
2. In the case of joint holders the signature of any holder is sufficient but the names of all joint holders should be stated.
3. If the appointor is a corporation this form must be under its common seal or under the hand of its attorney in fact.

Mail or deliver to: The Corporate Secretary
Guardian Holdings Limited
P.O. Box 88
1 Guardian Drive, Westmoorings, 110612
Trinidad

FOR OFFICIAL USE ONLY:
Folio Number _______________________
No. of Shares _______________________

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Guardian Holdings Limited
P.O. Box 88
1 Guardian Drive, Westmoorings, 110612
Trinidad