March 29, 2018

Dear Shareholder,

Enclosed please find the formal Notice of our 2018 Annual Meeting together with the Form of Proxy and Management Proxy Circular.

We advise that the 2017 Annual Report and audited financial statements are available for viewing and/or downloading on our website at www.myguardiangroup.com/guardian-holdings-limited/investor-relations/annual-reports, in the Investor Relations section.

If you require a physical copy of the annual report and/or full audited financial statements please make your request by email to shareholder@myguardiangroup.com or contact one of the following persons listed below:

- (868) 226 2037 – Alicia Honnock
- (868) 226 2046 – Roger Ramkissoon
- (868) 226-2048 – Dominique D’Hereaux

Physical copies of the annual report and full audited financial statements will also be available at our 2018 Annual Meeting.

We look forward to seeing you at our Annual Meeting on Tuesday April 24, 2018 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 19, 2018 (i.e. 48 hours prior to the meeting).

Yours sincerely,

Fé Lopez-Collymore
Corporate Secretary
Management Proxy Circular

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

I. Particulars of Meeting:
Annual Meeting of the Company to be held at The Atrium, Guardian Corporate Centre, 1 Guardian Drive, Westmoorings on Tuesday April 24, 2018 at 4:30 in the afternoon.

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

III. 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

IV. 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

V. 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>
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<tbody>
<tr>
<td>March 08, 2018</td>
<td>Fé Lopez-Collymore</td>
<td></td>
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<td></td>
<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 2018 will be held at The Atrium, Guardian Corporate Centre, 1 Guardian Drive, Westmoorings, on April 24, 2018 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, 2017 and the Reports of the Directors and Auditors thereon and for such purpose and (if thought fit) to pass the following resolution.

   “BE IT RESOLVED THAT the Consolidated Financial Statements of the Company for the year ended December 31, 2017 and Reports of the Directors and the Auditors thereon be received and adopted.”

2. To elect directors for specified terms and for such purpose and (if thought fit) to pass the following resolutions:

   (a) That Mr. Arthur Lok Jack be and is hereby re-elected a Director of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this re-election subject to the provisions of Regulation 4.5 of By-Law No. 1;

   (b) That Mr. Antony Lancaster be and is hereby re-elected a Director of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this re-election subject to the provisions of Regulation 4.5 of By-Law No. 1; and

   (c) That Mr. Imtiaz Ahamad be and is hereby re-elected a Director of the Company for a term of three (3) years expiring at the close of the third Annual Meeting of the Company following this re-election subject to the provisions of Regulation 4.5 of By-Law No. 1.

3. To appoint Auditors and to authorise the Directors to fix their remuneration for the ensuing year and for such purpose and (if thought fit) to pass the following resolution.

   “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.”

By Order of the Board

Fé Lopez–Collymore
Corporate Secretary
Date: March 08, 2018
Notes to the Notice of Annual Meeting

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 and Tobago 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 21, 2018 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 21, 2018 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, 2017 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 Tuesday April 24, 2018.

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:

<table>
<thead>
<tr>
<th>RESOLUTION 1: BE IT RESOLVED THAT the Consolidated Financial Statements of the Company for the year ended December 31, 2017 and Reports of the Directors and the Auditors thereon be received and adopted</th>
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<th>RESOLUTION 2 (a): BE IT RESOLVED THAT Mr. Arthur Lok Jack be and is hereby re-elected a Director of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this re-election subject to the provisions of Regulation 4.5 of By-Law No. 1</th>
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<th>RESOLUTION 2 (b): BE IT RESOLVED THAT Mr. Antony Lancaster be and is hereby re-elected a Director of the Company for a term of one (1) year expiring at the close of the first Annual Meeting of the Company following this re-election subject to the provisions of Regulation 4.5 of By-Law No. 1</th>
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Signature(s) ___________________________________ Date:___________________________________
Form of Proxy (continued)

NOTES:
1. If it is desired to appoint a proxy other than the Chairman of the Meeting, the necessary deletion must be made and initialed 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 and Tobago

For official use only
Folio Number
No. of Shares