

ANNOUNCEMENT TO SHAREHOLDERS

AMENDMENT TO BY-LAWS

Guardian Holdings Limited (GHL) hereby advises that its By-Law No. 1 enacted by resolution of the Directors on the 14th day of April, 1998 and amended as confirmed by resolutions of the shareholders on the 23rd April, 2001, the 1st September, 2010 and 8th May, 2012 was further amended by resolution of the Board of Directors on 25th June, 2020 and confirmed by the Shareholders of GHL at its Annual Meeting held on 30th July, 2020 as follows.

1. By the amendment of Regulation 15.1.1 to add the words:

"and shall include meetings convened by means of such telephone or other communication facilities as permit persons participating in the meeting to hear each other" after the words, "The Annual Meeting shall be held on such day in each year and at such time and place within Trinidad and Tobago as the Directors may determine".

2. By the inclusion of the following new Regulation numbered 16.6 immediately following Regulation 16.5:

"16.6 Telephone and Electronic Participation:

16.6.1 If shareholders holding more than fifty percent of the issued and outstanding ordinary shares of the Company consent, a Shareholder may participate in a meeting of Shareholders by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other (and every reference in the By-laws to a show of hands shall be construed in the case of such meeting as requiring an oral indication by the shareholder of his vote or by such other mechanism as contained in Regulation 16.4.1) and a Shareholder participating in such a meeting by such means is deemed to be present at that meeting. Any such meeting shall be deemed to be held in Trinidad and Tobago notwithstanding that some or a majority of the Members participating are not present in Trinidad and Tobago."

- 3.

By the amendment of Regulation 16.4.1 and 17.1.1 as follows:-

- (a) In the second line of regulation 16.4.1, the addition of the words "which voting may be conducted via such electronic mechanism that permits each shareholder to cast his or her vote" after the words "in the first instance by a show of hands".
- (b) In the second line of regulation 17.1.1 the deletion of the words "in person" after the words "authorized to represent a shareholder who is present".

This Notice is published pursuant to Section 64(1) (b) of the Securities Act 2012.



Ravi Tewari
Group Chief Executive Officer
8th August 2020