



In the Matter of The Securities Act Chap. 83:02 (“Act”) and the Securities Industry (Take-Over) By-Laws, 2005 (“By-Laws”)

And

In the Matter of Rule 61 and Rule 62 of Securities Industry (Hearings and Settlements) Practice Rules, 2008 (“Hearing Rules”)

And

In the Matter of NCB Global Holdings Limited’s along with the National Commercial Bank Jamaica Limited (“NCBJ”) and NCB Financial Group Limited (collectively referred to as (“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 (“Targeted Shares”) in Guardian Holdings Limited (“GHL” or “Offeree Issuer”) so as to result in the Offeror holding not more than 62% of the issued and outstanding ordinary shares of Offeree Issuer and other related transactions leading up to the issuance of same (“the Matter”).

RELEASE

1. On December 8, 2017, NCB Global Holdings Limited (“**NCBGH**”), a wholly owned subsidiary of NCB Financial Group Limited (“**NCBFG**”). made an offer to all shareholders of Guardian Holdings Limited (“**GHL**”) to acquire the outstanding shares in GHL, up to a maximum of 62% of the outstanding shares, at and for a price per share of US\$2.35. The

offer and the terms and conditions applicable thereto were set out in a Bid Circular issued on the said date by NCBGH.

2. Following complaints lodged with the Trinidad and Tobago Securities & Exchange Commission (“**Commission**”) by a group of minority shareholders of GHL headed by Mr Peter Permell (a minority shareholder activist and GHL shareholder) and pursuant to the Commission’s regulatory oversight of take-overs and upon review of the Bid Circular, the Staff of the Commission (“**Staff**”) determined that there were matters relating to the acquisition of NCBFG’s shareholding in GHL, on May 12, 2016 and the above offer on December 8, 2017 which the Staff required further explanation in order to determine whether NCBFG complied with the requirements of the Securities Industry (Take-Over) By-Laws, 2005 (“**By-Laws**”).
3. In this regard, the Staff, inter alia, recommended to the Board of Commissioners of the Commission that a hearing be convened for the purpose of considering the issues raised by the said group of minority shareholders. Such Hearing was subsequently convened with the Staff and Mr. Permell as applicants and NCBGH, GHL and the Key Shareholders, represented by Messrs Arthur Lok Jack, Imtiaz Ahamad, Shiraz Ahamad and Reyaz Ahamad, as respondents.
4. Upon such Hearing being convened, the parties thereto each filed various submissions in respect of the subject transactions, as well as established learning and practice applicable to take-over transactions.
5. Prior to any finding being made by the Hearing Panel, but following the review of each other’s submissions, the Staff and NCBGH agreed to enter into settlement discussions pursuant to section 61(1) of the Hearing and Settlement Rules. Such discussions were entered into on the basis that an appropriate settlement of the matters which were the subject of the hearing could be arrived at that would be in the public interest. Both the Staff and NCBGH recognised that the particular circumstances of the transactions and the language of the By-Laws had led to differing views (and arguments) on how the By-Laws should be applied to these types of transactions. There was also a significant concern that the on-going proceedings, while unresolved, would create uncertainty in the capital markets. Having considered such factors, while neither the Staff nor NCBGH have admitted either party’s claim, a settlement has been agreed pursuant to which NCBGH has agreed to make a new take-over offer to GHL shareholders at a price of US\$2.65 per GHL share for such number of shares in GHL (“**GHL Shares**”) that, if accepted, would result in NCBGH, the Offeror holding up to 51.85% but not less than 50.01% of the issued and outstanding GHL Shares (being 120,240,143 or 115,973,183 GHL Shares respectively) provided always that: (i) the Offeror has the right to make an offer for a greater number of the GHL Shares in the new offer the aggregate amount of which shall solely be determined

by NCBGH (ii) save for the price of the new offer, all other commercial terms and the timing of the new offer shall be in the sole discretion of NCBGH, including (but not limited to) a condition that the Offeror shall not be bound to take up any GHL Shares in circumstances where the number of tendered shares would result in NCBGH holding less than 50.01% of the outstanding GHL Shares (when aggregated with the GHL Shares already owned by the NCBGH). The Staff has been advised on the broad terms of such new offer. However, it has also been agreed that all other commercial terms and the timing of the proposed new offer inclusive of the preceding, shall be made available for the Staff's review prior to the offer being made to shareholders. All the terms of such offer shall be announced publicly by NCBGH upon the launch of the offer. The exact timing of the offer has not yet been determined, but it is expected to be shortly after the Staff's review of the proposed offer.

6. The Staff and NCBGH agree that the settlement will achieve the appropriate objectives in the public interest. For the Staff, the settlement will preserve the interests of the public and will bring certainty to the local capital markets and the shareholders of GHL. Mr. Perrell is persuaded on the basis of the totality of the documentary and oral submissions made by the relevant parties during the course of the Hearing and the advice of his legal counsel, that the settlement arrived at, is in the best interest of the GHL minority shareholders. For NCBGH, it may pursue its take-over bid by which it will seek to acquire control of GHL.