

Form of Proxy

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CH 81:01

[SECTION 143 (1)]

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 10:00 in the morning on Thursday May 9, 2019.

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:

	FOR	AGAINST
RESOLUTION 1: BE IT RESOLVED THAT the Consolidated Financial Statements of the Company for the year ended December 31, 2018 and Reports of the Directors and the Auditors thereon be received and adopted		
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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and		
RESOLUTION 2 (b): BE IT RESOLVED THAT Mr. Henry Peter Ganteaume 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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and		
RESOLUTION 2 (c): BE IT RESOLVED THAT Mr. David Philip Hamel-Smith 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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and		
RESOLUTION 2 (d): 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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1 and		
RESOLUTION 2 (e): BE IT RESOLVED THAT Mr. Maxim Rochester 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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1; and		
RESOLUTION 2 (f): BE IT RESOLVED THAT Mr. Charles Percy is hereby elected for a term of three (3) years 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;		
RESOLUTION 2 (g): BE IT RESOLVED THAT Ms. Patricia Ghany be and is hereby 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 appointment subject to the provisions of Regulation 4.5 of the By-Law No. 1;		
RESOLUTION 3: BE IT RESOLVED THAT PricewaterhouseCoopers be appointed as auditors of the Company and that the Directors be authorised to fix their remuneration for the ensuing year.		

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	