

18 April 2019

Dear Shareholders,

On behalf of the Directors of Kina Securities Limited (ARBN 606 168 594) (**Kina** or the **Company**), I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM** or **Meeting**) of Kina. Enclosed is the Notice of Meeting setting out the business of the AGM.

Kina's 2019 AGM will be held on Tuesday, 21 May 2019 commencing at 10:00am (Port Moresby time) at the Hilton Hotel, Wards Road, Hohola, Port Moresby, 121, Papua New Guinea.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 10:00am (Port Moresby/Brisbane time) on Sunday, 19 May 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

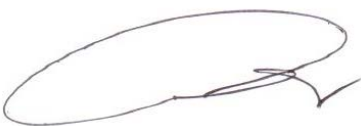
I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the "For" box, the "Against" box or the "Abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors unanimously recommend that shareholders vote in favour of all resolutions.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Kina and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,

A handwritten signature in black ink, appearing to be "Isikeli Taureka", written over a faint, light-colored circular graphic.

**Isikeli Taureka**  
**Chairman**

**Kina Securities Limited**  
**ARBN 606 168 594**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Kina Securities Limited (**Kina** or the **Company**) will be held:

Date: Tuesday, 21 May 2019

Time: 10:00am (Port Moresby time)

Venue: Hilton Hotel  
Wards Road, Hohola  
Port Moresby, 121  
Papua New Guinea

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote sections and your Proxy Form, are part of this Notice of Meeting.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 31 December 2018 (**Reports**).

All shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2018 on the Company's website at <http://investors.kinabank.com.pg/investors/?page=annual-reports>.

**B. QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements;  
and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer any written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1. Election of Director - Andrew Carriline**

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*“That Andrew Carriline, who retires in accordance with Article 70.5 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”*

### **Resolution 2. Election of Director - Paul Hutchinson**

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

*“That Paul Hutchinson, who retires in accordance with Article 70.5 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”*

### **Resolution 3. Re-election of Director - Isikeli Taureka**

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

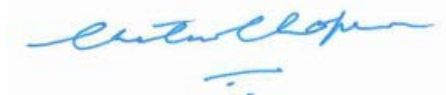
*“That Isikeli Taureka, who retires in accordance with Article 70.6 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”*

### **Resolution 4. Reappointment of Auditor**

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

*“That Deloitte Touche Tohmatsu be reappointed as the Auditor of the Company in accordance with Section 190 of the PNG Companies Act 1997 (Companies Act) and being eligible to do so, offer themselves for reappointment and that, in accordance with Section 191 of the Companies Act, the Directors be authorised to fix the fees and expenses of the Auditor.”*

BY ORDER OF THE BOARD



**Chetan Chopra**  
**Company Secretary**

18 April 2019

## ENTITLEMENT TO ATTEND AND VOTE

### *Appointment of Proxy*

As a member of the Company, you are entitled to appoint a proxy to attend this Meeting on your behalf. The proxy does not need to be a member of the Company. If you are entitled to cast two or more votes, you are entitled to appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to appoint a proxy, please fill out, sign and return the attached Proxy Form as directed by the notes on the Proxy Form.

To be effective, the Proxy Form must be received at the Share Registry of the Company no later than 10.00am (Port Moresby/Brisbane time) on Sunday, 19 May 2019. Proxy Forms must be received before that time by one of the following methods:

	<b>Australia</b>	<b>PNG</b>
By post:	Kina Securities Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	Kina Securities Limited C/- PNG Registries Limited PO Box 1265 Port Moresby NCD Papua New Guinea
By facsimile:	+61 2 9287 0309	+675 321 6379
By delivery in person:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138	PNG Registries Limited Level 2, AON Haus McGregor Street Port Moresby NCD
Electronic:	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>	<a href="mailto:brenda@online.net.pg">brenda@online.net.pg</a>

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Proxy Form not received in this manner.

### *Power of Attorney*

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Port Moresby/Brisbane time) on Sunday, 19 May 2019, being 48 hours before the AGM.

### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must be in writing and under the corporation's common seal or signed by a duly authorised officer and in the form which the Board may prescribe or accept.

### *Voting at the Meeting*

Currently, it is intended that voting on each of the resolutions at this Meeting will be conducted on a show of hands.

## **SHAREHOLDER QUESTIONS**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select 'Voting' then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Port Moresby/ Brisbane time) on Tuesday, 14 May 2019. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

## **ENCLOSURES**

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the AGM by a proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Kina Securities Limited's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your Proxy Form;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or PricewaterhouseCoopers (our external auditor) at the AGM; and
- a reply paid envelope.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 21 May 2019.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Each of the resolutions are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

### **Resolution 1. Election of Director - Andrew Carriline**

The Board appointed Andrew Carriline as a Non-executive Director of the Company pursuant to Article 70.5 of the Constitution on 16 August 2018. In accordance with Article 70.5 of the Constitution, Mr Carriline will retire from office and is eligible for election as a Director of the Company.

Andrew is an experienced business executive, highly skilled at operating successfully in regulated environments. In addition to his position with Kina, Andrew is a Non-executive Director of Bluestone Group, GRC Solutions Pty Limited and the Human Rights Law Centre. He is also the inaugural Ambassador for the International Centre for Democratic Partnerships, a private non-profit company expanding and strengthening leadership capability, and Australia's relationships, throughout the Pacific.

Andrew retired from a major Australian bank in July 2017. He spent the period from 2002 until his retirement in senior risk and executive roles. He was also Chairman of the bank's business in PNG until early 2018. Until 2002, Andrew practiced corporate law in the public, private and corporate sectors.

Andrew holds Bachelor degrees in Law and Commerce from UNSW, is a graduate of the Australian Institute of Company of Directors and is an accredited coach and facilitator

*The Directors, with Mr Carriline abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

### **Resolution 2. Election of Director - Paul Hutchinson**

The Board appointed Paul Hutchinson as a Non-executive Director of the Company pursuant to Article 70.5 of the Constitution on 16 August 2018. In accordance with Article 70.5 of the Constitution, Mr Hutchinson will retire from office and is eligible for election as a Director of the Company.

Paul is currently employed by the University of Adelaide in the capacity of Executive Director for the Faculty of Professions responsible for the provision of strategic, technical and operational support to the schools of Business, Economics and Law. Previously, Paul was the Managing Director and Chief Executive Officer of Rural Bank (specialising in the provision of financial services to the agribusiness sector), Chief Operating Officer of New Zealand Post and a variety of senior appointments with Westpac Banking Corporation, National Australia Bank and Bank of New Zealand.

Paul has extensive background in strategy, finance, sales and distribution, commercial operations and risk management honed over 30 years in the financial services sector. He is well versed in corporate governance practices having previously been a member of the Rural Bank Board and other public companies in Australia and New Zealand. Paul has attended the Bankers Course in conjunction with the New Zealand Bankers Association and the University of Victoria, is a graduate of the Harvard Business School General Management Program and is a member of the Australian Institute of Company Directors

*The Directors, with Mr Hutchinson abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

### **Resolution 3. Re-election of Director - Isikeli Taureka**

The Board appointed Isikeli Taureka as a Non-executive Director of the Company pursuant to Article 70.5 of the Constitution on 19 April 2016 and was appointed as Chairman of the Board at the conclusion of the 2017 AGM on 16 May 2017. In accordance with Article 70.6 of the Constitution, Mr Taureka will retire from office and is eligible for re-election as a Director of the Company.

Isikeli previously held a number of roles in the oil & gas sector, including Executive Director InterOil Corporation; President Chevron Geothermal & Power - Indonesia and Philippines; President of ChevronTexaco China Energy Company; Managing Director of Chevron Asia South Business Unit responsible for exploration and production in Thailand, Bangladesh, Cambodia, Myanmar and Vietnam and; Country Manager for Chevron New Guinea Limited with responsibility for oil operations in Papua New Guinea and Western Australia.

Before joining Chevron, Mr Taureka managed the PNG-owned Post and Telecommunication Corporation, worked at the Bank of South Pacific Limited in a senior management capacity and was Deputy Managing Director at Resources Investment Finance Limited.

Isikeli is currently the Executive Manager for Newcrest Mining Limited in Papua New Guinea.

Mr Taureka holds a Bachelor of Economics degree from the University of Papua New Guinea and is a Graduate Member of the Australian Institute of Company Directors.

*The Directors, with Mr Taureka abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

### **Resolution 4. Reappointment of Auditor**

This resolution is to reappoint the Company's Auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual General Meeting, and to authorise the Directors to fix the fees and expenses of the Auditor is formally put to shareholders, in accordance with Sections 190 - 191 of the Companies Act.

*The Directors unanimously recommend Shareholders vote in favour of this Resolution*