

15 April 2016

Dear Shareholder,

On behalf of the Directors of Kina Securities Limited (**Kina**), I am pleased to invite you to attend the 2016 Annual General Meeting (**AGM**) of Kina. Enclosed is the Notice of Meeting setting out the business of the AGM.

Kina's 2016 AGM will be held on Wednesday, 18 May 2016 commencing at 9.30am (Brisbane/PGT time) at PricewaterhouseCoopers Port Moresby.

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 9.30am (Brisbane/PGT time) on Monday, 16 May 2016 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 of Kina 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,



Sir Rabbie Namaliu, GL CSM KCMG
Chairman

NOTICE OF ANNUAL GENERAL MEETING

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

Date: Wednesday, 18 May 2016
Time: 9.30am (Brisbane/PGT time)
Venue: PricewaterhouseCoopers
PwC Haus
Level 6
Harbour City
Port Moresby, NCD 125
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 section and 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 2015*.

All shareholders can view the Annual Report which contains the Financial Report for the year ended *31 December 2015* on the Company's website at www.kina.com.pg

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 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 – Isikeli R. Taureka

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

“That Isikeli R. Taureka, who retires in accordance with clause 70.5 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

Resolution 2. Re-election of Director – Jim Yap

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

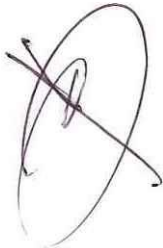
“That Jim Yap, who retires in accordance with clause 70.6 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 3. Reappointment of Auditor

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

“That PricewaterhouseCoopers be appointed as the Auditors 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

A handwritten signature in dark ink, appearing to be 'Kong Wong', written over a faint circular stamp or watermark.

Kong Wong
Company Secretary
15 April 2016

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 must be received at the Share Registry of the Company no later than 9.30am (Brisbane/PGT time) on Monday, 16 May 2016. Proxies must be received before that time by one of the following methods:

	Australia	PNG
By post:	Kina Securities Ltd C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	Kina Securities Ltd 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 Ltd Level 2, AON Haus McGregor Street Port Moresby NCD
Electronic:	www.linkmarketservices.com.au	ssimon@online.com.pg

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 9.30am (Brisbane/PGT time) on Monday, 16 May 2016, 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

Voting on each of the proposed 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, 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 (Brisbane/PGT time) on Tuesday, 10 May 2016. 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 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 to ensure the timely and cost effective receipt of your proxy;
- 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 for you to return either or both the proxy form and AGM Question Form.

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 Wednesday, 18 May 2016.

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.

Resolutions 1. to 2. Election and Re-election of Directors

Resolution 1. Election of Director – Isikeli R. Taureka

The Board appointed Isikeli Taureka (Keli) as an independent Non-executive Director of the Company pursuant to clause 70.5 of the Constitution on 19 April 2016. In accordance with clause 70.5 of the Constitution, Isikeli retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Keli is an Executive Director at InterOil Corporation and was previously Executive Vice President, Papua New Guinea, accountable for InterOil's daily operations in the country.

In previous roles, Keli was the head of Chevron Corporation's Geothermal and Power Operations, President of ChevronTexaco China Energy Company with responsibility for Chevron's oil and gas upstream activities in China, Managing Director of Chevron Asia South Business Unit responsible for exploration and production in Thailand, Bangladesh, Cambodia, Myanmar and Vietnam and General Manager and Country Manager for Chevron New Guinea Limited with responsibility for oil operations in Papua New Guinea and Western Australia.

Before joining Chevron, Keli 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 Resources Investment Finance Limited, a joint venture between Papua New Guinea Banking Corporation, Commonwealth Bank of Australia and Hong Kong Shanghai Bank.

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

The Directors, with Isikeli abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Re-Election of Director – Jim Yap

Jim was appointed as a Non-executive Director of the Company in 2012. In accordance with clause 70.6 of the Constitution, Jim retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Jim has significant experience in the banking industry in Australia, PNG and Taiwan. Within Kina Group, he is also a director of KFL (appointed 2012). Jim currently serves as a director of Niule No.1 Ltd (appointed 2009) and Raintree Development Ltd (appointed 2012).

Jim's previous experience includes senior management roles at ANZ Banking Group (PNG) Ltd, including roles as head of commercial banking and head of regional sales and origination. In addition, Jim has held a number of other roles within ANZ spanning over 37 years in retail banking, import and export, credit, corporate and institutional banking.

Jim holds a Bachelor of Science degree and Graduate Diploma in Education from Monash University, Melbourne, Australia, a Graduate Diploma in Management from the Royal Melbourne Institute of Technology, Melbourne, Australia, and is a member of the PNG Institute of Directors

The Directors, with Jim Yap abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 3. Reappointment of Auditor

The resolution to re-appoint the Company's auditor, PricewaterhouseCoopers, to hold office from the conclusion of this Meeting until the conclusion of the Company's next Annual 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.



Kina Securities Limited
ARBN 606 168 594

LODGE YOUR VOTE



ONLINE
www.linkmarketservices.com.au



BY MAIL
Kina Securities Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX
+61 2 9287 0309



BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

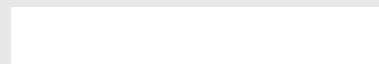
I/We being a member(s) of Kina Securities Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am on Wednesday, 18 May 2016 at PricewaterhouseCoopers PwC Haus, Level 6, Harbour City, Port Moresby, NCD 125, Papua New Guinea** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Election of Director – Isikeli R. Taureka

☐	☐	☐
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2 Re-election of Director – Jim Yap

☐	☐	☐
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3 Reappointment of Auditor

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

KSL PRX1601A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Monday, 16 May 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Kina Securities Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



Kina Securities Limited

LODGE YOUR VOTE

By Mail:
PNG Registries Limited
Level 2, AON Haus
PO Box 1265
PORT MORESBY NCD
Papua New Guinea

By Fax: (+675) 321 6379

By Email: ssimon@online.net.pg

All enquiries to Telephone: (+675) 321 6377

«Reg_Line_1»
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«Reg_Line_4»
«Reg_Line_5»
«Reg_Line_6»

SRN: «Holding_No»

SHAREHOLDER PROXY FORM

I/We, being a shareholder(s) of Kina Securities Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

The Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name/s of the person/s or body/ies corporate (no more than 2 proxies can be appointed and proxies cannot include the registered shareholder) you are appointing as your proxy

OR failing the person named above, or if no person is named, the chairman of the meeting, to act generally at the Meeting as the Shareholder's proxy to vote for the Shareholder and on the Shareholder's behalf at the Annual General Meeting of Shareholders of the Company to be held at 9:30am (Brisbane/PGT time) on Wednesday, 18th May, 2016 at PricewaterhouseCoopers, PwC Haus, Level 6 Harbour City, Port Moresby NCD, Papua New Guinea and at any adjournment of that meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Election of Director - Isikeli R Taureka	☐	☐	☐
Resolution 2	Re-election of Director - Jim Yap	☐	☐	☐
Resolution 3	Re-appointment of Auditor	☐	☐	☐

*** If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Security Holder 1 (Individual)

Sole Director & Sole Company Secretary

Joint Security Holder 1 (Individual)

Director/Company Secretary (Delete one)

Joint Security Holder 2 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution (under its Common Seal)

HOW TO COMPLETE THIS FORM

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any items of business. **Please note: if you mark more than one box on an item your vote on that item will be invalid.**

4 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

If a representative of the Company/Corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporation Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Monday, 16th May 2016**, being **not later than 48 hours before the commencement of the meeting**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Completed and signed Proxy Form may be lodged:

By mail:

PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea

By Fax: (+675) 321 6379

By Email: ssimon@online.net.pg

By Hand: PNG Registries Limited, Level 2, AON Haus, McGregor Street, Port Moresby, NCD

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.