



KINA ASSET MANAGEMENT LIMITED NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the Ela Beach Hotel, Beachside Brasserie, Port Moresby NCD, Papua New Guinea Thursday, the 29th day of June 2017 at 10.00AM.

BUSINESS

Consideration of Reports

To receive and accept the Financial Statements and the reports of the Directors and Auditors, in respect of the year ended 31 December 2016.

ITEMS FOR APPROVAL

Resolution 1. Election of Director

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

“That Sir Rabbie Namaliu, who retires by rotation, in accordance with clause 69 of the Company Constitution, and being eligible for election, is elected as a Director of the Company.”

Resolution 2. Reappointment of Auditors

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

“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.”

Any Other Business

DATED this 29th day of May 2017.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Sydney George Yates', is written over the printed name and title of the Secretary.

**SYDNEY GEORGE YATES, OBE
SECRETARY**

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 Thursday, 29 June 2017.

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.

Consideration of Reports

The Annual Report including the Financial Statements, Director's Report and the Auditor's Report included in the 2016 Annual Report, for the Company and its subsidiary for the year ended 31 December 2016 are attached to this Explanatory Note for the Shareholders to read prior to the meeting.

Resolution 1: Re-Election of Director

The Board proposes that Sir Rabbie Namaliu be re-appointed as director of the Company. Sir Rabbie is a founding Director of Kina Asset Management Limited and has been a Non-Executive Director since inception. In accordance with the Company's constitution, and being eligible, Sir Rabbie Namaliu offers himself for re-election by the shareholders.

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

Resolution 2: Re-appointment of Auditor

The Board proposes that PricewaterhouseCoopers be re-appointed as auditor of the Company from the conclusion of this meeting until the conclusion of the next annual meeting of the Company and that the Board be authorised to fix their remuneration.

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