

ASX ANNOUNCEMENT

15 September 2017

Shine Corporate Ltd (SHJ) 2017 Notice of Annual General Meeting, Proxy Form and Annual Report

On 25 August 2017, Shine Corporate Ltd (the Company) announced that its Annual General Meeting will be held on Thursday, 19 October 2017 at 11am (Brisbane time) at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland 4000. Attached is a copy of the Notice of Meeting and Proxy Form which will be sent to shareholders.

A printed copy of the 2017 Annual Report is also being mailed to all shareholders who have elected to receive a printed copy. A copy of the Annual Report, which was lodged with ASX on 25 August 2017, is also available on the Company's website: www.shinecorporate.com.au.



Annette O'Hara
Company Secretary

Shine Corporate Ltd
Level 13, 160 Ann Street
Brisbane QLD 4000

15 September 2017

Shine Corporate Ltd

ACN 162 817 905

Notice of Annual General Meeting

Thursday, 19 October 2017
11am (Brisbane time)
Level 11, Central Plaza 2
66 Eagle Street
Brisbane, Queensland

Part 1: Notice of Annual General Meeting

The Annual General Meeting of the Shareholders of Shine Corporate Ltd will be held at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland on Thursday, 19 October 2017 at 11am (Brisbane time).

The Annual Report is available on our website for viewing if you have elected not to receive a hard copy. Our website address is www.shinecorporate.com.au.

Ordinary business

Item 1 – Annual financial report, Directors’ report and auditor’s report

To receive and consider the annual financial report of the Company, together with the Directors’ report and the auditor’s report for the financial year ended 30 June 2017.

Item 2 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **advisory only resolution**:

That the Remuneration Report for the year ended 30 June 2017 be adopted.

Item 3 – Election of Directors

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

That Carolyn Barker AM, who retires in accordance with rule 19.3 of the Constitution, and having offered herself for re-election, be re-elected as a Director.

Voting exclusion statement

The Company will disregard any votes cast on item 2 by any member of Key Management Personnel of the Group or any Closely Related Party of such a member.

However, the Company need not disregard a vote if it is cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions as to how to vote on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

Please refer below to the important information about the appointment of proxies.

Other information

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form provided provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the chairman of the Meeting, who must vote all proxies as directed.

Proxy forms must be lodged by 11am (Brisbane time) on Tuesday, 17 October 2017 by one of the following methods:

By post:	Shine Corporate Ltd c/- Link Market Services Limited Locked bag A14 Sydney South NSW 1235 Australia
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery (Monday – Friday 9am – 5pm):	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000
Online:	Login at www.linkmarketservices.com.au using the holding details as shown on the proxy form. Shareholders will need their 'Holder Identifier' (which is the Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). Once logged in, Shareholders should select 'voting' and follow the prompts to lodge their vote.

Important information about proxy votes on item 2

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chairman of the Meeting) and their Closely Related Parties to vote on item 2, including where they are voting as proxy for another Shareholder. To ensure your votes are counted, you are encouraged to direct your proxy as to how to vote on item 2 by indicating your preference (by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form).

The Chairman of the Meeting intends to vote all undirected proxies in favour of item 2.

If you appoint the Chairman of the Meeting as your proxy but do not direct the Chairman how to vote in respect of item 2, you will be directing the Chairman to **vote in favour of item 2** and the Chairman will vote in this way, even though the item is connected with the remuneration of Key Management Personnel.

Corporate representatives

Any:

- Corporate Shareholder; or
- Corporate proxy appointed by a Shareholder,

which has appointed an individual to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry, Link Market Services, in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available online at www.linkmarketservices.com.au or by contacting the Company's share registry, Link Market Services, on +61 1300 554 474.

If you have any queries on how to cast your votes, please call the Company's share registry, Link Market Services, on +61 1300 554 474.

Voting entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (Sydney time) on Tuesday, 17 October 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.

By Order of the Board of Directors



Annette O'Hara
Company Secretary
15 September 2017

Part 2: Explanatory Statement

1 Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the Annual General Meeting to be held at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland on Thursday, 19 October 2017, commencing at 11am (Brisbane time).

The purpose of this Explanatory Statement is to provide Shareholders with the information known to the Company that the Board considers material to their decision on whether to approve the resolutions in the Notice. This document is important and should be read in conjunction with the Notice.

Capitalised terms are defined in section 4.

2 Ordinary business

Item 1 – Annual financial report, Directors’ report and auditor’s report

The first item of business of the Meeting is to receive and consider the financial report, together with the Directors’ and auditor’s reports for the financial year ended 30 June 2017.

No resolution is required for this item of business. However, as a Shareholder, you may submit a written question to the auditor prior to the Meeting, provided that it relates to:

- the content of the auditor’s report; or
- the conduct of the audit of the financial report.

All written questions must be received by the Company no later than the fifth business day before the Meeting (by Thursday 12 October 2017).

All questions must be sent to the Company, not directly to the auditor.

The auditor will attend the Meeting and will answer written questions submitted before the Meeting.

The auditor will also be available to answer questions from Shareholders relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the 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.

Item 2 – Remuneration Report

Shareholders are entitled to vote on the question of whether the Remuneration Report contained in the Annual Report is adopted.

The Remuneration Report explains the Company’s remuneration policy and reports the remuneration arrangements for Key Management Personnel.

Shareholders should note that the resolution is ‘advisory’ only and does not bind the Directors or the Company.

However, the Corporations Act provides that if 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those meetings on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the company's directors (other than the managing director) who were in office at the date of the approval of the later directors' report must stand for re-election.

The resolution to approve the remuneration report was passed on a poll at the Company's 2016 annual general meeting.

Following consideration of the Remuneration Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in favour of item 2.

Item 3 – Election of Directors

The third item of business of the Meeting relates to the election of Directors.

The Constitution requires the Company to hold an election of Directors each year. The Director who has been longest in office since last being elected must retire. No Director who is not a managing director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

Set out below are details of the candidate for re-election, together with the recommendation of the Board.

Re-election of Carolyn Barker AM, BBus, MBA, FAIM (Life Member) (Age 58)

In accordance with the Constitution, Carolyn Barker AM will retire at the Meeting and, being eligible, offers herself for re-election.

Carolyn joined Shine Lawyers in 2009 and was appointed to the Board as a Non-executive Director in 2013. Carolyn is an experienced senior executive and is the current Executive Director of the ANZ Higher Education Division of the global private education company, Study Group. Previously, Carolyn was Chief Executive Officer of the Australian Institute of Management and founder and Managing Director of The Cyber Institute Pty Ltd.

Carolyn contributes skills and expertise to the Board including executive management, digital technologies, strategic marketing, general commercial, and policy, regulation and stakeholder management.

Carolyn is the Chair of Brisbane's Transport Advisory Board and a member of Brisbane City Council's Audit Committee.

During the financial year ended 30 June 2017, Carolyn chaired the Remuneration Committee and was a member of the Audit & Risk Management Committee and the Nomination Committee. The Nomination Committee and the Remuneration Committee were merged into a joint committee on 1 July 2017. From that date, Tony Bellas has chaired the Nomination & Remuneration Committee and Carolyn has served as a member of that committee. She continues to serve as a member of the Audit & Risk Management Committee.

The Directors, with Ms Barker abstaining, recommend that Ms Barker be re-elected as a Director.

4 Definitions

In this Explanatory Statement and in the Notice, the following terms have the following meanings unless the context otherwise requires:


Annual General Meeting or Meeting	The annual general meeting of the Shareholders convened pursuant to the Notice for the purpose of considering the business set out in the Notice.
Annual Report	The annual report of Shine for the financial year ended 30 June 2017.
ASX	ASX Limited or the securities market operated by it, as applicable.
Board	The Board of Directors of the Company.
Closely Related Party	In relation to a member of Key Management Personnel: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or of the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	Shine Corporate Ltd ACN 162 817 905.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Group	The Company and its subsidiaries.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any Director (whether executive or not).
Listing Rules	The official listing rules of ASX.
Notice or Notice of Meeting	The notice in Part 1 pursuant to which the Meeting is convened.
Remuneration Report	The section of the Directors' report contained in the Annual Report entitled 'Remuneration Report'.
Share	A fully paid ordinary share in Shine.
Shareholder	A holder of Shares.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Shine Corporate Ltd
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

PROXY FORM

I/We being a member(s) of Shine Corporate Ltd 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 **11:00am (Brisbane time) on Thursday, 19 October 2017 at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director Carolyn Barker AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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).

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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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:

- (a) 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
- (b) 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 **11:00am (Brisbane time) on Tuesday, 17 October 2017**, 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

Shine Corporate Ltd
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.**