

ASX ANNOUNCEMENT

20 September 2019

Shine Corporate Ltd (SHJ)
2019 Notice of Annual General Meeting, Proxy Form and Annual Report

On 28 August 2019, Shine Corporate Ltd (the Company) announced that its Annual General Meeting will be held on Thursday 24 October 2019 at 10am (Brisbane time) at Level 42, One One One Eagle, 111 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 2019 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 28 August 2019, 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

Shine Corporate Ltd

ACN 162 817 905

Notice of Annual General Meeting

Thursday 24 October 2019
10am (Brisbane time)
Level 42
One One One Eagle
111 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 42, One One One Eagle, 111 Eagle Street, Brisbane, Queensland on Thursday 24 October 2019 at 10am (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 2019.

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 2019 be adopted.

Item 3 – Election of Directors

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

That Greg Moynihan, who retires in accordance with rule 19.3 of the Constitution, and having offered himself for re-election, be re-elected as a Director.

Special business

Item 4 – Approval of the LTIP

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

That, for all purposes, Shareholders approve the issue of Performance Rights under the LTIP and the issue of Shares on the vesting of Performance Rights issued under the LTIP, the terms and conditions of which are summarised in the Explanatory Statement.

The above resolution has been proposed to satisfy the requirements of exception 9 of Listing Rule 7.2 and the Explanatory Statement sets out the information required by that rule.

Item 5 – Renewal of proportional takeover bid approval provision

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

That for the purposes of section 648G of the Corporations Act, proportional takeover bid approval provisions in the form set out in Annexure A to the Explanatory Statement in the

Notice of Meeting be renewed as rule 15 of the Constitution for a period of three years, commencing immediately.

Item 6 – Increase to Directors’ maximum fee pool

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

That for the purposes of Listing Rule 10.17 and pursuant to rule 19.5(a) of the Constitution, the maximum amount of Directors’ fees for their services as Directors be increased by \$200,000 per annum in aggregate, from the present limit of \$500,000 per annum in aggregate to a maximum of \$700,000 per annum in aggregate.

Item 7 – Appointment of Auditor

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

That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, PricewaterhouseCoopers, being qualified to act as auditor of the Company and having consented to act as the Company’s auditor, be appointed as the Company’s auditor on the terms and conditions in the Explanatory Statement.

Voting exclusion statement

The Company will disregard any votes cast on:

- item 2 by any member of Key Management Personnel of the Group details of whose remuneration are included in the Remuneration Report or any Closely Related Party of such a member;
- item 4 by:
 - any Director who is eligible to participate in the LTIP and/or any of their associates; or
 - proxy by any member of Key Management Personnel of the Group or any Closely Related Party of such a member where the appointment does not state the way the proxy is to vote on the item; or
- item 6 by:
 - any Director or any of their associates; or
 - proxy by any member of Key Management Personnel of the Group or any Closely Related Party of such a member where the appointment does not state the way the proxy is to vote on the item.

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 and the appointment as proxy expressly authorises the person chairing the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Group.

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 10am (Brisbane time) on Tuesday 22 October 2019 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 items 2, 4 and 6

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 items 2, 4 and 6, 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 items 2, 4 and 6 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 items 2, 4 and 6.

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, 4 or 6, you will be directing the Chairman to **vote in favour of items 2, 4 and 6** and the Chairman will vote in this way, even though the items are 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 22 October 2019. 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
20 September 2019

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 42, One One One Eagle, 111 Eagle Street, Brisbane, Queensland on Thursday 24 October 2019, commencing at 10am (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 2019.

No resolution is required for this item of business. However, as a Shareholder, you may submit a written question to the Chairman of the Meeting about the management of the Company or to the current auditor, EY, prior to the Meeting, if the question to EY 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 17 October 2019).

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

EY will attend the Meeting and will answer written questions submitted before the Meeting.

EY 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 by 99.87% of the votes cast at the Company's 2018 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 Greg Moynihan (Age 62) *BCom, Grad Dip SIA, CPA, FFin, MAICD*

In accordance with the Constitution, Greg Moynihan will retire at the Meeting and, being eligible, offers himself for re-election.

Greg joined the Board in 2013 as a Non-executive Director.

He is a former chief executive officer of Metway Bank Limited and has held senior executive positions with Citibank Australia and Suncorp-Metway over a range of disciplines including financial and capital management, investment management and corporate strategy.

Greg has served as a non-executive director of various public companies (listed and unlisted) and is currently a non-executive director of Corporate Travel Management Limited and several private companies.

Greg chairs the Board's Audit & Risk Management Committee and serves on the Nomination & Remuneration Committee.

The Directors, with Mr Moynihan abstaining, recommend that Mr Moynihan be re-elected as a Director.

Special business

Item 4 – Approval of the LTIP

Stakeholders and industry participants expect that Shine's remuneration framework should provide competitive and appropriate remuneration so that Shine can attract and retain skilled employees and motivate them to improve Company performance.

The Board established the LTIP in 2016 as a means of providing incentives to key management personnel and senior executives. Under the LTIP, annual grants of Performance Rights may be made to executives to align remuneration with the creation of Shareholder value over the long term.

Reason for Shareholder approval of the LTIP

Under Listing Rule 7.1, subject to certain exceptions, a company must not issue more than 15% of the company's total issued capital without shareholder approval. An exception is provided in Listing Rule 7.2 (exception 9) where holders of ordinary securities have approved the issue of securities under an employee incentive scheme within the three years before the date of issue.

Accordingly, item 4 is proposed so that the Company can take advantage of this exception in order to exclude any Performance Rights or Shares issued on the vesting of Performance Rights under the LTIP from the 15% limit.

Shareholder approval for the issue of Performance Rights under the LTIP and the issue of Shares on the vesting of Performance Rights issued under the LTIP was given in accordance with Listing Rule 7.2 (exception 9) at the annual general meeting of Shareholders in 2016.

If the resolution is passed, the Company may rely on the exception for issues under the LTIP during the period of three years from the date of the Meeting.

Summary of the LTIP

Under the LTIP, Directors and employees of and consultants to the Group (**Eligible Participants**) may be offered Performance Rights. It is not intended that Rights will be offered to Non-executive Directors.

The LTIP is administered by the Board. The Board determines which Eligible Participants will be offered Performance Rights and the terms of those offers, including any vesting conditions which must be satisfied or any disposal restrictions which may be imposed.

The Board may amend the Plan in any manner it decides, other than an amendment which would materially adversely affect or prejudice the rights of Performance Rights at the time (subject to limited exceptions, including amendments required by law).

The vesting of each Performance Right results in an entitlement to one Share which may be issued, transferred or allocated by a trust established for the purposes of the LTIP, to the Eligible Participant. The Board has a discretion to instead pay a cash amount based on the market value of Shares on the vesting date of vested Performance Rights.

Shares resulting from the vesting of Performance Rights will rank equally with all issued Shares.

Eligible Participants may nominate a controlled body corporate or other entity approved by the Board to receive the grant of Performance Rights. Performance Rights cannot be transferred or secured without the consent of the Board.

No payment is required for a grant of Performance Rights or the issue, transfer or allocation of Shares on the vesting of Performance Rights.

Performance Rights will not be quoted on ASX and confer no right to vote or to participate in dividends, Share issues or in a winding up of the Company. Performance Rights lapse on cessation of employment or consultancy, except in the case of death or permanent disablement, unless the Board decides otherwise.

In the event of a reconstruction of the Company's capital or a pro rata issue of securities, the number of Shares over which a Performance Right exists will be adjusted in accordance with the Listing Rules. In the event of a change in control of the Company, Performance Rights will vest to the extent determined by the Board, having regard to the performance of the Company and all relevant circumstances.

The following Performance Rights have been granted under the LTIP:

Financial Year	Date of grant	Number granted	Number lapsed	Balance
FY18	27 June 2018	2,002,921	162,936	1,839,985
FY19	14 December 2018	1,802,140	106,927	1,695,213
Total				3,535,198

No Performance Rights were granted under the LTIP prior to 27 June 2018.

Some Rights have lapsed due to the departure of holders from the Group.

The maximum number of Performance Rights (and Shares) issued under the LTIP in a rolling three year period must not (subject to certain exemptions) be more than 5% of the Company's issued capital. The number of Performance Rights currently on issue is equivalent to approximately 2% of the Company's issued capital.

Performance Rights have been granted to selected members of the Leadership Team, National Principals and Branch, General and Department Managers.

The number of Rights granted to each recipient represented a percentage of base remuneration, taking into account the average Share price on the 15 trading days preceding and the 15 trading days following the announcement of the financial results for the financial year immediately preceding the financial year to which the Rights relate.

No Performance Rights have yet vested. FY18 Rights have a vesting date on or about 31 August 2020 and FY19 Rights have a vesting date on or around 31 August 2021.

The FY18 Rights and FY19 Rights are subject to the following performance hurdles being met during the three year performance period commencing at the beginning of the financial year to which they relate:

- 70% of the Rights will vest if the Company achieves earnings per share growth of an average of 10% per annum during the three year performance period, with partial vesting (straight line vesting between 50% and 100%) if 7-10% growth is achieved; and

- 30% of the Rights will vest if the Company ranks in the 75th percentile or above of total shareholder return achieved by companies in the S&P/ASX Small Ordinaries Index, excluding resource, mining and real estate companies in the three year performance period, with partial vesting (straight line vesting between 50% and 100%) if the Company ranks in the 50th to 75th percentile.

It is proposed that a grant of Performance Rights will be made in respect of each financial year.

The Directors unanimously recommend that Shareholders vote in favour of item 4.

Item 5 – Renewal of proportional takeover bid approval provision

Background

A proportional takeover bid is one in which a bidder offers to buy a proportion only of each shareholder's shares in the target company. This can result in control being transferred to the bidder without shareholders having the chance to sell all their shares. It also means a bidder can obtain control of a company without paying appropriate consideration for gaining such control.

The Corporations Act allows companies to include in their constitution provisions which prohibit the registration of a transfer of shares resulting from an offer made under a proportional takeover bid, unless shareholders approve the bid.

Under the Corporations Act, the proportional takeover bid provisions lapse after three years unless renewed by special resolution of shareholders.

Rule 15 of the Constitution, which was included in the Constitution in 2013 and renewed in 2016 in accordance with the relevant sections (648D to 648H) of the Corporations Act, has lapsed. Under section 648G of the Corporations Act, the Company may renew the proportional takeover bid provisions for a further three years.

It is proposed to reinsert rule 15, substantially in its previous form, as set out in Annexure A.

Nature of the provision

The provision enables Shareholders to decide by majority vote, either at a general meeting or by means of a postal ballot, whether they approve or reject a proportional takeover offer for the Company. The Directors may determine whether the vote is to be taken at a meeting or by postal ballot.

The resolution must be considered at least 14 days before the offer closes.

On a vote, each Shareholder who holds shares in the class of shares which is the subject of the takeover offer is entitled to one vote for each share of the relevant class held. The party making the offer and its associates will be excluded from voting on the resolution. Unless the approval of at least 50% of the votes of Shareholders is obtained, the Company will be prevented from registering the transfer of any shares acquired under the offer. If the resolution is rejected, the offer will be deemed to be withdrawn. If no resolution to approve the bid has been voted on within the required time, a resolution approving the bid will be deemed to have been passed.

Advantages and disadvantages of the provision

As the shares in listed companies are often held by a large number of people, a person may be able to gain effective control of a company when holding less than 50% of the company's issued shares. This can be facilitated by a proportional takeover offer which allows the offeror to specify the percentage shareholding it wishes to achieve. As a result, shareholders may not have the opportunity to dispose of all of their shares to the offeror even if there is a risk that the takeover may cause a decrease in the market price of the shares.

Shareholders may feel pressured into accepting an offer even if they did not want control of the Company to pass to the offeror because they may not wish to take the risk, in the event the offer is successful and effective control of the Company passes to the offeror, of:

1. being left as part of a minority interest in the Company;
2. the value of the shares decreasing; or
3. the shares becoming less attractive and accordingly difficult to sell.

Rule 15 enables the Directors to formally ascertain the views of Shareholders in the event of a proportional takeover offer. Shareholders will have the opportunity to study the offer and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the offer or alternatively to exercise their vote in a postal ballot. This will permit a majority of Shareholders to prevent a proportional takeover if they believe control of the Company should not pass to the offeror and may avoid the problems set out in the items numbered 2 and 3 above. If an offer is rejected by the resolution, it will encourage any future proportional takeover offers to be in terms attractive to the majority of Shareholders.

A potential disadvantage of the rule is that it may discourage proportional takeover offers by making them more difficult to proceed and accordingly may reduce an element of takeover speculation in the Share price on ASX.

A further possible disadvantage is that Shareholders who would otherwise accept the offer to sell a portion of their Shares will be denied that opportunity where a majority of Shareholders reject the offer.

Finally, the proposed procedure introduces an additional formal mechanism to the existing statutory takeover requirements.

Under the Corporations Act, a company may only renew its proportional takeover approval by special resolution of Shareholders, which must be supported by at least 75% of the votes cast on the resolution.

None of the Directors is aware of a proposal by a person to acquire or to increase the extent of a substantial interest in the Company.

The Directors consider that the Shareholders should have the benefit of rule 15 in the Constitution and therefore recommend that Shareholders vote in favour of item 5.

Item 6 – Increase in maximum Directors' fee pool

The Listing Rules of ASX provide that the total amount of directors' fees paid to the directors of a listed company, including superannuation payments, may not exceed the total amount approved by shareholders. Any increase in that total amount requires further shareholder approval (Listing Rules 10.17 and 10.17A).

On 20 March 2013, the Company's shareholders resolved that the maximum aggregate amount payable to non-executive Directors for their service as Directors, including service on a committee of Directors, would be set at \$500,000 per annum, to be apportioned at the Directors' discretion.

Since listing of the Company on ASX in 2013, the Chairman has been remunerated \$120,000 per year and the other non-executive Directors have been remunerated \$80,000 per year, with no increases during that time. No fees have been paid for participating in committees of the Board. Superannuation contributions have been made on behalf of the Directors. In the financial year ended 30 June 2019, the total amount of remuneration paid to the non-executive Directors (including superannuation contributions) was \$306,600.

A decision has been taken to increase Directors' fees to appropriately remunerate the current Board and to attract and retain high calibre Board members. For the financial year ending 30 June 2020, the Chairman will be remunerated \$180,000 per annum (plus superannuation at 9.5%) and the other non-executive Directors will be remunerated \$120,000 (plus superannuation at 9.5%), totalling \$459,900.

In order to accommodate any additional appointment to the Board, it is proposed to increase the maximum fee pool by \$200,000 to \$700,000 per annum.

All Directors (including the Managing Director) and their associates will be excluded from voting on the resolution.

No securities have been issued to any non-executive Director under Listing Rule 10.11 or 10.14 with shareholder approval within the last three years.

Item 7 – Appointment of PricewaterhouseCoopers as Auditor

Subject to receiving ASIC consent, EY will resign as auditor of the Company at the conclusion of the Meeting. The Board thanks EY for its services provided as auditor of the Company.

The Company has nominated PwC to be appointed as auditor on EY's resignation. PwC were selected following a competitive tender process which took into consideration the relative expertise, independence and proposed fee structure of the tender participants. PwC has deep experience in the industry and offers a unique value proposition when benchmarked against peer competitors. PwC's selection and nomination for appointment was overseen by the Audit & Risk Management Committee of the Board and approved by the Board.

Having received:

- (a) PwC's consent to act, which has not been withdrawn; and
- (b) written notice from Mr Simon Morrison in his capacity as a member of the Company, nominating PwC for appointment as auditor (in accordance with section 328B of the Corporations Act, a copy of which is annexed to this notice of meeting as Annexure B)

PwC now stands for appointment as auditor of the Company in accordance with section 327B(1)(b) of the Corporations Act. If the Resolution is passed, the appointment of PwC as the Company's auditor will take effect at the close of the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of item 7.

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 2019
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 or Shine	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
EY	EY (formerly Ernst & Young)
FY18 Right	A Performance Right issued in June 2018 in respect of the financial year ended 30 June 2018
FY19 Right	A Performance Right issued in December 2018 in respect of the financial year ended 30 June 2019
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
LTIP	The Performance Rights Plan adopted by the Board
Notice or Notice of Meeting	The notice in Part 1 pursuant to which the Meeting is convened
Performance Right or Right	A right, upon vesting, to have one Share issued, transferred or allocated by a trust in accordance with the terms of the LTIP
PwC	PricewaterhouseCoopers
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

Annexure A

15 Proportional takeover bids

15.1 Definitions

In this rule:

Term	Definition
Approving Resolution	means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 15.3.
Approving Resolution Deadline	means the day that is 14 days before the last day of the bid period, during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	means a takeover bid that is made or purports to be made under section 618(1)(b) Corporations Act for securities included in a class of securities in the company.
Relevant Class	means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

15.2 Transfers not to be registered

Despite rules 12.2(c) and 12.3, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed under rule 15.3.

15.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the directors must, before the Approving Resolution Deadline:
 - (i) Either convene a meeting, or conduct a postal ballot (in any manner determined by the directors), of the persons entitled to vote on the Approving Resolution for the purpose of approving the Proportional Takeover Bid; and
 - (ii) ensure that the resolution is voted on under rule 15.3.
- (b) The provisions of this constitution about general meetings apply, modified as the circumstances require, to a meeting that is convened under rule 15.3(a), as if that meeting were a general meeting of the company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 15.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities of the Relevant Class, is entitled to vote on the Approving Resolution for the Proportional Takeover Bid.

- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on under rule 15.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken to have been passed under rule 15.3 on the Approving Resolution Deadline.

15.4 Sunset

Rules 15.1, 15.2 and 15.3 cease to have effect on the third anniversary of the later of the date of adoption or last renewal of rule 15 under the Corporations Act.

Annexure B

28 August 2019

Ms Annette O'Hara
Company Secretary
Shine Corporate Ltd
Level 13, 160 Ann Street,
Brisbane QLD 4000

Dear Ms O'Hara,

Nomination of PricewaterhouseCoopers as auditor

I, Simon Morrison, being a member of Shine Corporate Ltd (the **Company**), hereby nominate PricewaterhouseCoopers of 480 Queen Street, Brisbane, Queensland, pursuant to section 328B of the *Corporations Act 2001* (Cth) for appointment as the Company's auditor at the Annual General Meeting to be held on 24 October 2019 (or any adjournment of that meeting).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Simon Morrison', with a stylized, cursive script.


Simon Morrison


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 **10:00am (Brisbane time) on Thursday, 24 October 2019 at Level 42, 111 Eagle Street, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 4 & 6: 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 Resolutions 2, 4 & 6 even though the Resolutions are 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*			For	Against	Abstain*
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Increase to Directors' maximum fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Greg Moynihan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Renewal of proportional takeover bid approval provision	<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 Resolutions are 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" must 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 **10:00am (Brisbane time) on Tuesday, 22 October 2019**, 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.**