

22 September 2023

ASX Announcement

Shine Justice Ltd (SHJ) 2023 Annual General Meeting

As announced on 29 August 2023, Shine Justice Ltd will hold its Annual General Meeting (**AGM**) on Thursday 26 October 2023 at 12pm (noon) (Brisbane time).

The AGM will be held at Level 32 Riparian Plaza, 71 Eagle Street, Brisbane, Queensland (Baker McKenzie).

The following documents are attached:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Sample Proxy Form.

A printed copy of the 2023 Annual Report is being mailed to shareholders who have elected to receive a printed copy. A copy of the Annual Report, which was lodged with ASX on 29 August 2023, is also available on the Company's website, www.shinejustice.com.au.

Authorised for release by the Board

For more information:



Annette O'Hara
Company Secretary | General Counsel
aohara@shine.com.au

Shine Justice

22 September 2023

Dear Shareholders,

I am pleased to advise that the 2023 Annual General Meeting (**AGM**) of Shine Justice Ltd (the **Company**) will be held as a physical meeting at Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland (Baker McKenzie) at 12pm (noon) (Brisbane time) on Thursday 26 October 2023.

The Notice of AGM, including detailed information about the business of the AGM, has been lodged with the Australian Securities Exchange (**ASX**) and is also available on the Company's website.

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of AGM. If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have elected to receive notices in physical form, a copy of your proxy form will be posted to you together with this letter.

As an alternative to attending the AGM, you may wish to consider voting by proxy ahead of the meeting. Your proxy form may be lodged online at <https://investorcentre.linkgroup.com> or by other means described on the proxy form. Proxy forms must be received by 12pm (noon) (Brisbane time) on Tuesday 24 October 2023.

The AGM notice and the Annual Report can be accessed on the Shine Justice website:
AGM Notice: www.shinejustice.com.au/investors/?page=asx-announcements
Annual Report: www.shinejustice.com.au/investors/?page=annual-reports

We look forward to your participation at the Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Graham Bradley".

Graham Bradley AM
Chairman

Notice of Annual General Meeting

Thursday 26 October 2023
12pm (noon) (Brisbane time)
Level 32, Riparian Plaza
71 Eagle Street
Brisbane, Queensland
(Baker McKenzie)



Part 1: Notice of Annual General Meeting

The Annual General Meeting of the Shareholders of Shine Justice Ltd will be held at Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland (Baker McKenzie) on Thursday 26 October 2023 at 12pm (noon) (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.shinejustice.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 2023.

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 2023 be adopted.

Item 3 – Re-election of Directors

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

- a. *That Teresa Dyson, who retires in accordance with rule 19.3(b) of the Constitution and Listing Rule 14.4, and having offered herself for re-election, be re-elected as a Director;*
- b. *That David Bayes, who retires in accordance with rule 19.3(b) of the Constitution and Listing Rule 14.4, and having offered himself 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, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member.

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

- by a person appointed in writing 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.

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 12pm (noon) (Brisbane time) on Tuesday 24 October 2023 by one of the following methods:

By post:	Shine Justice 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 Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150
Online:	Login at https://investorcentre.linkgroup.com 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 24 October 2023. 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
22 September 2023



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 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland (Baker McKenzie) on Thursday 26 October 2023, commencing at 12pm (noon) (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 3.

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 2023.

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 its auditor, PwC, prior to the Meeting, if the question to PwC 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 19 October 2023).

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

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

PwC 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 98.25% of the votes cast at the Company's 2022 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, noting that Directors, other Key Management Personnel and their Closely Related Parties are excluded from voting on the item.

Item 3 – Re-election of Directors

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

The Constitution and the Listing Rules require the Company to hold an election of Directors each year. 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.

Teresa Dyson and David Bayes were elected by Shareholders at the Company's 2020 annual general meeting and now offer themselves for re-election. Set out below are details of the candidates for re-election, together with the recommendations of the Board.

Re-election of Teresa Dyson BA, LLB (Hons), MTax, MAppFin, FAICD

Teresa Dyson was appointed as an independent Non-executive Director by the Board in February 2020 and was elected by Shareholders at the Company's 2020 annual general meeting.

In accordance with the Constitution and Listing Rule 14.4, Teresa Dyson holds office until the conclusion of the Annual General Meeting and, being eligible, offers herself for election.



Teresa is an experienced company director, whose career has spanned both the public and private sectors. Teresa is an admitted lawyer and has previously been a partner at a global law firm and professional services firm.

Teresa is a Non-executive Director and Chair of the Audit and Risk Committee of Seven West Media Limited, Non-executive Director and Chair of the Audit & Risk Management Committee of Genex Power Limited, Non-executive Director of Entyr Limited, Non-executive Director and Chair of the Finance & Audit Committee and the Risk & Compliance Committee of Brighter Super (formerly LGIAsuper), Non-executive Director and Chair of the Audit Committee of Energy Queensland and Non-executive Director of each of National Housing Finance and Investment Corporation, Gold Coast Hospital and Health Board and the Foundation for Alcohol Research and Education and a member of the Takeovers Panel. Teresa is a former Non-executive Director of UN Women National Committee Australia Ltd and Opera Queensland, a former Chair of each of the Board of Taxation and the Business Law Section of the Law Council of Australia and a former member of the Foreign Investment Review Board.

Teresa chairs the Audit & Risk Management Committee of the Board and is a member of the Nomination and Remuneration Committee of the Board.

The non-candidate Directors unanimously recommend that Mrs Dyson be re-elected as a Director.

Re-election of David Bayes *FAICD*

David Bayes was appointed as an independent Non-executive Director by the Board in February 2020 and was elected by Shareholders at the Company's 2020 annual general meeting.

In accordance with the Constitution and Listing Rule 14.4, David Bayes holds office until the conclusion of the Annual General Meeting and, being eligible, offers himself for re-election.

David is a Director and former Chairman of Plarre Foods Pty Ltd (trading as Ferguson Plarre Bakehouses) and a Director of Barker Trailers Pty Ltd. He has previously held a variety of board and executive positions, including Director of Sigma Healthcare Limited, Chief Executive Officer of Choice Hotels Australasia, Chief Operating Officer of Mortgage Choice Limited, Chief Executive Officer and Director of Bakers Delight, Director of Chiquita Brands South Pacific Ltd and North Western Healthcare Network and Vice President and Director of McDonald's Australia.

David is a former Director of the Australian Institute of Company Directors (AICD) and past President of the Victoria Council of the AICD.

David has over 40 years' experience in multi-outlet retail business.

David is a member of the Audit & Risk Management Committee and the Nomination and Remuneration Committee of the Board.

The non-candidate Directors unanimously recommend that Mr Bayes be re-elected as a Director.



3 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 2023
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 dependant 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 Justice 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
Non-executive Director	A Director who is not employed as an executive of the Company
Notice	The notice in Part 1 pursuant to which the Meeting is convened
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


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Shine Justice 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Shine Justice 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 **12:00pm (Brisbane time) on Thursday, 26 October 2023 at Level 32, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland (Baker McKenzie) (the Meeting)** and at any postponement or adjournment of the Meeting.


Important for Item 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 Item 2, even though the Item 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 .

Items	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Director - Teresa Dyson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Director - David Bayes	<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 Item 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:

- 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" 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 **12:00pm (Brisbane time) on Tuesday, 24 October 2023**, 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

<https://investorcentre.linkgroup.com>

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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Shine Justice 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* 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.**