

ASX Announcement

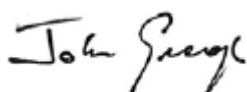
Shine Corporate Limited (SHJ)

2014 Notice of Annual General Meeting

The Annual General Meeting of Shine will be held on Wednesday 22 October 2014 at 10.00am (Australian Eastern Standard Time) at Level 11, 66 Eagle Street Brisbane 4000.

Attached please find the Notice of Meeting and Proxy Form sent to all shareholders today.

Yours sincerely



John George
Company Secretary

Shine Corporate Limited
Level 6, 30 Makerston Street
Brisbane QLD 4000

17 September 2014

SHINE CORPORATE LTD

ACN 162 817 905

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 AM (AEST)

DATE: Wednesday, 22 October 2014

PLACE: Level 11, Central Plaza 2
66 Eagle Street
Brisbane, Queensland

This Notice of Meeting should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 7 3837 8404

SHINE CORPORATE LTD

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the shareholders of Shine Corporate Ltd ACN 162 817 905 (**Shine or Company**) will be held at 10:00 AM (AEST) on Wednesday, 22 October 2014 at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2014.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an advisory resolution of shareholders of the Company under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That, the Remuneration Report for the year ended 30 June 2014 (set out in the Directors' Report) is adopted."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution, (in any capacity) by or on behalf of the following persons:

- members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, the Company need not disregard the vote if:

- it is cast by a person referred to above who is otherwise excluded from voting on the Resolution as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast 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.

For the purposes of such voting exclusions under the Corporations Act:

- Key Management Personnel has the same meaning as in the Corporations Act, and generally means the Directors and any other senior executives of the Company; and
- Closely Related Parties has the same meaning as in the Corporations Act, and generally includes certain family members and dependants of, and companies controlled by, Key Management Personnel.

RESOLUTION 2: RE-ELECTION OF GREG MOYNIHAN AS DIRECTOR

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 Company’s constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

RESOLUTION 3: RE-ELECTION OF STEPHEN ROCHE AS DIRECTOR

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

“That, Stephen Roche, who retires in accordance with rule 19.3 of the Company’s constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”

SPECIAL BUSINESS

RESOLUTION 4: RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF SECURITIES

Resolution 4A: Listing Rule 7.4 – SECURITIES ISSUED FOR EMANATE LEGAL ACQUISITION

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

“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 1,400,000 fully paid ordinary shares issued on 1 July 2014 as partial consideration for the acquisition of Emanate Legal Services Pty Ltd to those persons set out in the Explanatory Statement.”

Resolution 4B: Listing Rule 7.4 - SECURITIES ISSUED FOR STEPHEN BROWNE ACQUISITION

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

“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 500,000 fully paid ordinary shares issued on 15 July 2014 as partial consideration for the acquisition of Stephen Browne Personal Injury Lawyers to those persons set out in the Explanatory Statement.”

Voting Exclusion Statement

In respect of Resolution 4A, the Company will disregard any votes cast by Barry Gordon Taylor, Barry Gordon Taylor atf Barry Taylor Legal Trust, Christopher McIlwraith Taylor atf Taylor Brothers Legal Trust and any of their respective associates.

In respect of Resolution 4B, the Company will disregard any votes cast by Stephen John Browne, Allon Jonothan Klein and any of their respective associates.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast 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.

By Order of the Board

A handwritten signature in black ink, appearing to read "John George". The signature is written in a cursive, flowing style.

John George
Company Secretary
17 September 2014

Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 PM (AEST) 20 October 2014 will be entitled to attend and vote (if required) at the Meeting as a shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Attendance by Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy form must be received by the Company no later than 10:00 AM (AEST) on 20 October 2014, being 48 hours before the Meeting. Proxy forms must be received before that time by one of the following methods:

By post:	Link Market Services Limited Locked bag A14 Sydney South NSW 1235
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

Attendance by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:00 AM (AEST) on 20 October 2014, being 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

Shareholders can download and fill out the 'Appointment of Corporate Representation' form from the website of the share registry of the Company: www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html

Shareholder Questions

If you wish a question to be put to the Chairman of the Meeting and you are not able to attend the Meeting please email your question to Company Secretary at cosec@shine.com.au. To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (AEST) on 15 October 2014.

While the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible during the course of the Meeting, there may not be sufficient time available to address all topics raised. Please note that individual responses to questions raised will not be sent to shareholders.

SHINE CORPORATE LTD

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of the Company (Shareholders) in relation to the business to be conducted at the Company's Annual General Meeting to be held at Level 11, Central Plaza 2, 66 Eagle Street Brisbane, Queensland on 22 October 2014 commencing at 10:00 AM (AEST). The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports.

Following the consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

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

Note: Under section 250PA(1) of the Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5:00pm (AEST) on 15 October 2014. Please send any written questions for Ernst & Young to the address listed in the proxy form attached to this Notice of Meeting.

Unless the Company has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Reports (which contains the Financial Reports for the year ended 30 June 2014 on the Company's website www.shine.com.au).

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors and other Employees. The Remuneration Report is available in the Company's 2014 Annual Report.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. Pursuant to the Corporations Act, the

vote on this resolution is advisory only and does not bind the Company or its Directors. However, the Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

The Board recommends that you vote in favour of this Resolution.

Note: If you appoint a director or member of the Key Management Personnel as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

RESOLUTIONS 2 to 3: RE-ELECTION OF DIRECTORS

Clause 19.3 of the Company's constitution requires the board 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 AGM following the meeting at which the director was last elected or re-elected. The retirement of a Director from office under the Company's constitution and the re-election of a Director takes effect at the conclusion of the AGM.

Mr Greg Moynihan and Mr Stephen Roche will retire in accordance with clause 19.3 of the Constitution of the Company and being eligible will seek re-election.

Resolution 2: Re-election of Greg Moynihan as Director

Greg Moynihan is a former Chief Executive Office of Metway Bank Limited. He has also held senior executive positions with Citibank Australia and Suncorp Metway over a range of disciplines including financial and capital management, investment management, corporate strategy and marketing, as well as having primary accountability for business operations covering general insurance, business banking, retail banking and wealth management.

Since leaving Suncorp Metway in 2003, Greg has focused on his commitments as a non-executive company director, as well as pursuing business interests in the investment management and private equity sectors.

Greg is currently a non-executive director of Sunwater Limited (since 2007), Corporate Travel Management Limited (since 2010), and a director of several private companies. He has previously held public company Directorships with Cashcard Australia Ltd, LJ Hooker Ltd, RACQ Insurance Ltd, HFA Limited and Ausenco Limited.

The Directors, with Mr Greg Moynihan abstaining, recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Stephen Roche as Director

Stephen joined Shine in 1981 and is Shine's longest serving staff member. He is a former Managing Partner of Shine and was among the first solicitors in Queensland to be awarded Specialist Accreditation in Personal Injuries by the Queensland Law Society.

Stephen is a Fellow of the Australian Institute of Management, an active member of The Executive Connection, a past President of the Australian Plaintiff Lawyers Association and a past member of the National Executive. He is admitted to practice in various states in Australia. His current role is developing strategic opportunities.

The Directors, with Mr Stephen Roche abstaining, recommend that Shareholders vote in favour of Resolution 3.

RESOLUTIONS 4A AND 4B: RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF SECURITIES

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue equity securities, including options. In effect, shareholder approval is required before the Company may issue securities representing more than 15% of ordinary shares within a 12 month period.

Certain issues are exempt from that Listing Rule and effectively are disregarded for the purpose of calculating the number of securities which a company may issue. Under Listing Rule 7.4, members may ratify an issue of equity securities so that the issue is disregarded in determining in the future whether the Company has reached that threshold.

The information required to be provided to shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. Approval is sought to maintain the Company's flexibility to manage its capital requirements and issue shares where necessary within the 15% limit.

The shares issued subject to Resolutions 4A and 4B were issued as partial consideration for the acquisition of two legal firms, being Emanate Legal and Stephen Browne Personal Injury Lawyers, as announced by the Company on 12 June 2014. In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the issue of securities:

Resolution 4A	
Date of Issue	1 July 2014
Issue price per security	Nil. The shares were issued as partial consideration for the acquisition by the Company of all of the issued shares in Emanate Legal Services Pty Ltd ACN 169 229 752.
Terms of securities issued	Rank equally with all fully paid ordinary shares on issue
Basis for determining allottees and use of funds raised by the issue	Shares issued pursuant to the share sale deed between Barry Gordon Taylor as trustee for the Barry Taylor Legal Trust and Christopher McIlwraith Taylor as trustee for the Taylor Brothers Legal Trust, Barry Gordon Taylor and Shine dated 1 July 2014 for the acquisition of 100% of the issued capital in Emanate Legal Services Pty Ltd ACN 169 229 752.
Number of securities issued	Persons to whom Securities were issued
1,260,000* 140,000*	Barry Gordon Taylor atf Barry Taylor Legal Trust Christopher McIlwraith Taylor atf Taylor Brothers Legal Trust

*The securities issued are subject to voluntary escrow for a period of two years ending on 1 July 2016.

Resolution 4B	
Date of Issue	15 July 2014
Issue price per security	Nil. The shares were issued as partial consideration for the acquisition by SB Law Pty Ltd (a wholly-owned subsidiary of the Company) of the business known as Stephen Browne Personal Injury Lawyers.
Terms of securities issued	Rank equally with all fully paid ordinary shares on issue

Basis for determining allottees and use of funds raised by the issue	Shares issued pursuant to the business sale deed between SJ Browne & AJ Klein trading as Stephen Browne Personal Injury Lawyers, SB Law Pty Ltd (a wholly-owned subsidiary of Shine), Stephen Browne, Allon Klein and Shine dated 1 July 2014 for the acquisition of the 100% of the business known as Stephen Browne Personal Injury Lawyers.
Number of securities issued 400,000* 100,000*	Persons to whom Securities were issued Stephen Browne Allon Klein

*The securities issued are subject to voluntary escrow, with 50% of the securities to be held in escrow until 15 July 2015 and the remaining 50% of the securities to be held in escrow until 15 July 2016.

The Board recommends that you vote in favour of Resolutions 4A and 4B.



By mail:
Shine Corporate Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474

PROXY FORM

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

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 22 October 2014 at Level 11, Central Plaza 2, 66 Eagle Street Brisbane, Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Re-Election of Greg Moynihan as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Re-Election of Stephen Roche as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS

Resolution 4a

Ratification and Approval of Previous Allotment and Issue of Securities Issued for Emanate Legal Acquisition

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4b

Ratification and Approval of Previous Allotment and Issue of Securities Issued for Stephen Browne Acquisition

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

SHJ PRX401R



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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 **10:00am on Monday, 20 October 2014**, 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 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**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.**