

## ASX ANNOUNCEMENT

27 March 2015

### **Shine Corporate Ltd (SHJ) Updated Securities Trading Policy**

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Shine Corporate Ltd (ASX:SHJ) today released its updated Securities Trading Policy to the market as required by ASX Listing Rule 12.10. This policy supersedes the pre-existing Securities Trading Policy released by Shine Corporate Ltd on 13 May 2013.



John George  
Company Secretary  
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## Securities trading policy

Shine Corporate Ltd ACN 162 817 905

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# Securities trading policy

## Shine Corporate Ltd ACN 162 817 905

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### 1 Introduction

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#### 1.1 General

The Leadership Team (including the Directors), their relatives and certain other employees nominated by the Board of Shine Corporate Ltd ACN 162 817 905 (**Restricted Persons**) are restricted from trading in the Company's securities and are subject to the Insider Trading prohibitions.

#### 1.2 Purpose and overview

This document records the Board's trading policy adopted on 28 March 2013 and amended on 25 March 2015 (**Policy**).

The purpose of this Policy is to outline:

- (a) the prohibition on Insider Trading applicable to Restricted Persons;
- (b) when Restricted Persons may Trade;
- (c) how to apply for approval to Trade during a Prohibited Period; and
- (d) the potential consequences for breaching the Insider Trading provisions.

This Policy will be provided to all Directors, officers, employees and contractors of the Company at the commencement of their employment or engagement with the Company (as applicable). This Policy and any updates to the Policy will also be made available on the Company's intranet.

Members of the Leadership Team of the Company must ensure their associated Closely Connected Persons understand the application of the Policy.

#### 1.3 Who is covered by this Policy?

- (a) This Policy applies to all employees, Directors, certain relatives of Directors, officers, contractors of the Company and Closely Connected Persons.
- (b) Members of the Leadership Team and any other employees the Board may nominate to be deemed a 'Restricted Person' must comply with the specific restrictions on Trading set out in paragraph 3 of this Policy. Those persons must be informed of their nomination and be listed in a schedule maintained by the Designated Officer. They may include:
  - (i) corporate and divisional accounting officers reporting directly to any members of the Leadership Team;
  - (ii) secretaries and assistants performing confidential work and reporting to any members of the Leadership Team; and

- (iii) employees who have access to the Company's financial results.
- (c) A Restricted Person must not Trade through any member of their family, or through a trust or company over which they have influence or control, in circumstances where they would have been prohibited from Trading in their own name.
- (d) A Restricted Person who is a trustee of a deceased estate, should inform any co-trustees or trust beneficiaries, of his or her relationship with the Company and the restrictions on his or her ability to give advice in respect of Securities.
- (e) If you are unsure about the application of this Policy to you, contact the Designated Officer before you Trade.

#### **1.4 What are the consequences of breaching this Policy?**

Breaching this Policy could cause significant reputational damage to the Company and undermine the integrity of the market for the Company's securities. Any breaches of this Policy will therefore be regarded as serious misconduct and may result in disciplinary action, including termination of employment.

All Directors, officers, employees and contractors of the Company must notify the Board of any breach or suspected breach of this Policy.

#### **1.5 Monitoring compliance with this Policy**

The Company monitors Trading in the Company's securities by Restricted Persons as part of the administration of this Policy.

The Board may require Directors, officers, employees and contractors of the Company to certify that they are aware of and understand this Policy periodically as part of the ongoing administration this Policy.

## **2 Insider Trading**

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### **2.1 Prohibition**

Insider Trading is prohibited at all times.

### **2.2 Prohibited conduct**

If a person has Inside Information in relation to a company and knows, or ought reasonably to know that the information is Inside Information, that person must not:

- (a) Trade in that company's securities;
- (b) procure another person to Trade in that company's securities; or
- (c) communicate the information, directly or indirectly, to another person who the person knows, or ought reasonably to know, is likely to Trade in those securities or procure another person to Trade in those securities.

### **2.3 What is Inside Information?**

- (a) Inside Information is information that:

- (i) is not Generally Available; and
- (ii) if it were Generally Available:
  - (A) a reasonable person would expect that it would have a material effect on the price or value of the securities in question; or
  - (B) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Securities in question.

## **2.4 When is information Generally Available?**

- (a) Information is 'Generally Available' if it:
  - (i) is readily observable;
  - (ii) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
  - (iii) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 2.4(a)(i) or 2.4(a)(ii).

## **2.5 Consequences of Insider Trading**

- (a) Insider Trading is a criminal offence.
- (b) Persons Trading with Inside Information risk prosecution, punishable by substantial fines, imprisonment or both, under the Corporations Act.
- (c) The Company may also be liable if a Restricted Person engages in Insider Trading.
- (d) Insider Trading is an offence which is subject to the civil penalty provisions under the Corporations Act which empower a court to impose substantial pecuniary penalties, order payment of compensation to persons who suffer loss or damage as a result of the Insider Trading and make a disqualification order. Maximum penalties under the Corporations Act for a breach of Insider Trading provisions are:
  - (i) \$220,000 or imprisonment of five years or both in the case of a natural person;
  - (ii) \$1,100,000 in the case of a company; and
  - (iii) unlimited civil liability.
- (e) In addition to any consequence under the Corporations Act, Insider Trading constitutes a breach of this Policy. Breaches will be treated seriously by the Company and may attract disciplinary action, including termination of employment for any Restricted Person who is involved.

## **2.6 Securities in subsidiaries and other companies**

The prohibition against Insider Trading in this Policy:

- (a) extends to Trading in the securities of a subsidiary of a company about which a person has Inside Information; and

- (b) may extend to Trading in securities of other companies that deal with or are associated with the Company about which a person has Inside Information.

### **3 Securities covered by this Policy**

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#### **3.1 Company Securities**

This Policy applies to all securities issued by the Company of any kind including ordinary shares, preference shares, debentures, convertible notes, options and hedging mechanisms or derivatives instruments (**Securities**).

#### **3.2 Other companies**

This Policy also applies to the securities of:

- (a) companies which are either a joint venture partner of the Company or for which the Company has made (or is planning to make) a takeover offer; and
- (b) other companies under paragraph 3.3.

#### **3.3 Trading in other companies' securities**

- (a) Trading by a Restricted Person in the securities of other companies in which the Company has a substantial interest (5% or more) is subject to this Policy.
- (b) This Policy does not affect the operation of the law, in particular the prohibition against Insider Trading, applying to a Restricted Person if they have Inside Information concerning another company.

#### **3.4 Margin loans and hedging arrangements**

- (a) Restricted Persons and Closely Connected Persons must not enter into margin loans, hedging or any other arrangements in relation to Securities that would have the effect of limiting their exposure to risk in relation to an element of their remuneration that has not vested, or has vested but remains subject to a holding lock.
- (b) Directors, Members of the Leadership Team and Closely Connected Persons must obtain the Board's approval before entering into a margin loan, hedging or any other similar arrangement concerning Securities.
- (c) Where a member of the Leadership Team or Closely Connected Persons have entered into a margin loan or any other similar funding arrangement for a material number of Securities, the Company may need to disclose the key terms of these arrangements, including the number of Securities involved, the trigger points, the right of the lender to sell unilaterally and any other material details.



Whether a margin loan arrangement is 'material' under the Listing Rules is a matter which the Company must decide having regard to the nature of its operations and its particular circumstances.

## **4 Securities Trading**

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### **4.1 Prohibited Trading**

A Restricted Person must not Trade:

- (a) if they have Inside Information;
- (b) during a Closed Period (unless it is an Excluded Trade or an Authorised Trade);
- (c) for short term or speculative gain; or
- (d) for more than \$50,000 worth of Securities to any party where written approval from the Chairman is not obtained, covering the form of and timing of the sale, and the management of its public disclosure, before entering into discussions for the potential sale of those Securities.

**WARNING: Irrespective of whether a Trading Window is open, if a Restricted Person possesses Inside Information then that person must not Trade in the Company's Securities or other relevant securities.**

### **4.2 Permitted Trading by a Restricted Person who is not a member of the Leadership Team**

A Restricted Person who is not a member of the Leadership Team may Trade during a Trading Window if:

- (a) they do not have Inside Information; and
- (b) it is not for short term or speculative gain.

### **4.3 Permitted Trading by a Restricted Person who is a member of the Leadership Team**

A member of the Leadership Team may not Trade at any time, including during a Trading Window, unless they obtain Written Clearance from:

- (a) the Chairman, in the case of the Leadership Team; or
- (b) in the case of the Chairman, a Director chosen by the Board for that purpose (**Chosen Director**) or the CEO if there is no Chosen Director.

Approval will only be granted for Trades proposed to be made during a Trading Window or in the exceptional circumstances set out in clause 5.2(c) below (to the extent applicable). To obtain approval, Directors and members of the Leadership Team must send an email to the Chairman (or, in the case of an approval sought by the Chairman, the Chosen Director or CEO, as relevant) setting out the details of the potential Trade and whether it will occur during a Trading Window or whether exceptional circumstances justify the Trade. The Chairman (or, in the case of an approval sought by the Chairman, the Chosen Director or CEO, as relevant) will notify the Director or member of the Leadership Team as to whether the request has been granted by return email.

If granted, the approval will last:

- (a) for an approval to deal in shares during a Trading Window, until the end of the Trading Window; or
- (b) for an approval to deal in shares due to exceptional circumstances, for 7 days from the day the approval was granted.

#### **4.4 Ad hoc Trading Windows**

- (a) The Board may allow Restricted Persons to Trade in Securities by opening a Trading Window outside of the normal trading period (Ad Hoc Trading Window). The Board will open an Ad Hoc Trading Window at other times by providing notice via email to relevant Restricted Persons, setting out the duration of the Ad Hoc Trading Window.
- (b) The Board may also impose restrictions or prohibit certain or all Restricted Persons in dealing in Securities during a Trading Window or an Ad Hoc Trading Window. Restricted Persons prohibited or subject to restrictions will be notified by the Board via email.

#### **4.5 Short-selling and short term dealing prohibited**

- (a) Restricted Persons must not engage in 'short-selling' of Securities. 'Short-selling' involves a person borrowing Securities to sell in the hope that they will be able to buy them back at a lower price in the future.
- (b) Restricted Persons must not engage in 'short term dealing' in Securities. 'Short term dealing' includes buying and selling Securities within a three month period and could involve frequent and regular trading.

#### **4.6 Excluded Trading**

This Policy does not apply to:

- (a) transfers of securities already held by a Restricted Person into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (b) where a Restricted Person is a trustee, Trading by that trustee provided the Restricted Person is not a beneficiary of the trust and any decision to Trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Restricted Person;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) Trading under an offer or invitation made to all or most of the Security Holders, such as a pro-rata rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board (which includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro-rata issue);
- (e) disposals by a secured lender exercising their rights, for example, under an approved margin lending arrangement;

- (f) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period;
- (g) Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with this Policy provided the Restricted Person did not enter into the plan or amend the plan during a Prohibited Period and the trading plan does not permit the Restricted Person:
  - (i) to exercise any influence or discretion over how, when, or whether to Trade; or
  - (ii) to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a Prohibited Period other than in exceptional circumstances.

## 5 Written Clearance procedure

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### 5.1 Who must obtain a Written Clearance?

- (a) A Restricted Person who is a member of the Leadership Team must obtain a Written Clearance for all proposed Trades.
- (b) A Restricted Person who is not a member of the Leadership Team must only obtain a Written Clearance if they wish to Trade outside a Trading Window.

### 5.2 Who can issue a Written Clearance?

- (a) The following persons (**Authorising Officers**) may issue a Written Clearance for a proposed Trade:
  - (i) by the Chairman - another non-executive Director;
  - (ii) by the CEO and any Director other than the Chairman - the Chairman or, in the absence of the Chairman, a non-executive Director nominated by the Chairman for this purpose; and
  - (iii) by any other person - the CEO or, in the absence of the CEO, a non-executive Director nominated by the CEO for this purpose.
- (b) An Authorising Officer may only issue a Written Clearance if satisfied:
  - (i) that the Trade would not be:
    - (A) contrary to law;
    - (B) for speculative gain;
    - (C) to take advantage of Inside Information; or
    - (D) seen by the public, press, other Security Holders or ASX, as unfair; and
  - (ii) exceptional circumstances exist justifying the exercise of the discretion to issue the Written Clearance.

- (c) Exceptional circumstances include where the Trade is necessary:
  - (i) to sell securities to realise cash in a time of exceptional financial hardship (excluding a tax liability);
  - (ii) to comply with the requirement of a Court order or enforceable an undertaking; and
  - (iii) because delaying the Trade to the next permitted period under paragraph 4.2, would:
    - (A) cause exceptional financial hardship;
    - (B) be exceptionally detrimental to the family's affairs; or
    - (C) be a breach of a Court order.
- (d) Any Written Clearance must state the period for which the authority for Trading is given.
- (e) Despite any authority given under this Policy, the responsibility for Trading rests with the individual Trader.
- (f) Any Written Clearance can be granted or refused by an Authorising Officer in their absolute discretion, without providing any reasons and any decision of the Authorising Officer is final and binding on the Restricted Person seeking clearance.
- (g) An Authorising Officer may withdraw a Written Clearance at any time if new information comes to light or there is a change in circumstances.
- (h) If an Authorising Officer refuses to provide a Written Clearance, the Restricted Person seeking the Written Clearance must keep that information confidential and not disclose it to anyone.

### **5.3 Guidance for Authorising Officers**

An Authorising Officer's powers under this Policy must be exercised in accordance with the law and in a responsible and sensible manner having regard to the purpose of this Policy and to desirable protocols to be followed to prevent Trading inside Closed Periods (except in exceptional circumstances) and protocols regarding Inside Information or the public perception that Insider Trading may have occurred by reason of this Policy not being adhered to.

### **5.4 Trading by Directors**

- (a) Each Director must notify the Secretary of any Trading by that Director so as to facilitate the timely lodgement with ASX of an Appendix 3Y or other prescribed form notifying ASX of the initial acquisition, change of interests or cessation of Directors' interests as required by the Listing Rules.
- (b) Each Director's disclosure obligations in relation to their notifiable interests are set out in a Director's disclosure deed (required by Listing Rule 3.19B).

## 5.5 Informing the Company of Trades

- (a) Each Trader must notify the Secretary of the details of completed transactions within 7 days after each transaction. Notification is necessary whether or not prior authority was required.
- (b) The Secretary must maintain a register of Securities transactions under this Policy.

## 6 Review

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### Policy status

Revised Version 02

### Periodic review

The Board will review this Policy on an annual basis to ensure it meets regulatory standards and will notify the market and employees, Directors, officers and contractors of the Company of any changes made to this Policy.

### Further Assistance

Any person who is unsure whether they may Trade in Securities, should contact John George, Company Secretary on (07) 3837 8404.

## 7 Definitions and interpretation

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### 7.1 Definitions

In this document:

Term	Definition
<b>ASX</b>	means ASX Limited ACN 008 624 691 and the exchange operated by it.
<b>Authorised Trade</b>	means a Trade authorised under paragraph 5.
<b>Board</b>	means the Company's board.
<b>Chairman</b>	means the chairman of the Board.
<b>CEO</b>	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Company.
<b>Closed Period</b>	means each of the following periods inclusive: <ul style="list-style-type: none"><li>(a) 1 January and the day of release of the Appendix 4D Half Year Report to ASX; and</li><li>(b) 1 July and the day of release of the Appendix 4E Full Year Report to ASX.</li></ul>
<b>Closely Connected Persons</b>	means all of the following:

<b>Term</b>	<b>Definition</b>
	<ul style="list-style-type: none"> <li>(a) a spouse or de facto spouse of a member of the Leadership Team;</li> <li>(a) a child of a member in the Leadership Team; and</li> <li>(b) a company or trust controlled by a member in the Leadership Team or a person referred to in paragraph (a) and (b) above.</li> </ul>
<b>Company</b>	means Shine Corporate Ltd ACN 162 817 905 and, as the context requires, its controlled entities.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Designated Officer</b>	means a person who is assigned the role of 'Designated Officer' for this Policy by the Board.
<b>Director</b>	means a director of the Company.
<b>Excluded Trade or Excluded Trading</b>	means Trading in circumstances set out in paragraph 4.4.
<b>Hedging Arrangement</b>	<p>means:</p> <ul style="list-style-type: none"> <li>(a) any trading in financial products issued or created over the Company's Securities by third parties, or trading in associated products; and</li> <li>(b) transactions which operate to limit the economic risk of holding the Company's Securities.</li> </ul>
<b>Inside Information</b>	has the meaning given to that term in section 1042A Corporations Act (summarised in paragraph 2.3).
<b>Insider Trading</b>	has the meaning given to that term under Part 7.10, Division 3 Corporations Act (summarised in paragraph 2.2).
<b>Leadership Team</b>	means the Directors, CEO, chief financial officer, company secretary, chief operating officer, chief information officer, chief marketing officer, chief human resources officer and national legal partner of the Company from time to time and any other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Effect</b>	<p>in relation to Inside Information, means where that information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of securities.</p> <p>Examples of information, that may have a Material Effect on the price or value of securities when it becomes generally available, include:</p> <ul style="list-style-type: none"> <li>(a) revenue;</li> <li>(b) profit forecasts;</li> <li>(c) items of major capital expenditure;</li> <li>(d) borrowings;</li> </ul>

<b>Term</b>	<b>Definition</b>
	<ul style="list-style-type: none"> <li>(e) liquidity and cash flow information;</li> <li>(f) significant changes in operations;</li> <li>(g) management restructuring;</li> <li>(h) litigation;</li> <li>(i) impending mergers and acquisitions, reconstructions or takeovers;</li> <li>(j) major asset purchases or sales; and</li> <li>(k) new technology.</li> </ul>
<b>Policy</b>	means the policy contained in this document or in any amending or replacement document.
<b>Prohibited Period</b>	<p>means each of the following periods (inclusive):</p> <ul style="list-style-type: none"> <li>(a) any Closed Period; and</li> <li>(b) any other period the Board decides Restricted Persons are to be prohibited from Trading in Securities.</li> </ul>
<b>Restricted Person</b>	means a person to whom this Policy applies being the Leadership Team and employees nominated by the Board under paragraph 1.3(b).
<b>Secretary</b>	means the secretary of the Company.
<b>Securities</b>	has the meaning set out in paragraph 3.1.
<b>Security Holder</b>	means a registered holder of Securities.
<b>Trade</b>	<p>means to apply for, acquire or dispose of securities or to enter into an agreement to apply for, acquire or dispose of securities or to grant, accept, acquire, dispose, exercise or discharge an option or other right or obligation to acquire or dispose of securities and</p> <p><b>Trading</b> has a corresponding meaning.</p>
<b>Trader</b>	means a Restricted Person who Trades.
<b>Trading Window</b>	means any period which is not a Prohibited Period.
<b>Written Clearance</b>	means the authority written or electronic format to Trade given under paragraph 5.

## 7.2 Interpretation

Concepts not defined in this document but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.