

ASX ANNOUNCEMENT

Shine Corporate Ltd (SHJ) 2015 Notice of Annual General Meeting

The Annual General Meeting of Shine will be held on Thursday 22 October 2015 at 1:00pm (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

John Suga

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

16 September 2015

SHINE CORPORATE LTD

ACN 162 817 905

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1:00 PM (AEST)

DATE: Thursday 22 October 2015

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 3837 8404.

SHINE CORPORATE LTD

NOTICE OF 2015 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 1.00 PM (AEST) on Thursday, 22 October 2015 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 2015.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the financial year ended 30 June 2015 (set out in the Directors' Report) is adopted."

Note: This resolution will be decided as if it were an ordinary resolution but, under section 250R(3) Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

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 TONY BELLAS AS DIRECTOR

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

"That Tony Bellas, 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 CAROLYN BARKER AM AS DIRECTOR

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

"That Carolyn Barker AM, who retires in accordance with rule 19.3 of the Company's constitution, and having offered herself 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 ISSUE OF SECURITIES

Listing Rule 7.4 – SECURITIES ISSUED FOR ACQUISITION OF BRADLEY BAYLY HOLDINGS PTY LTD

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 401,606 fully paid ordinary shares issued on 14 August 2015 as partial consideration for the acquisition of all of the shares in Bradley Bayly Holdings Pty Ltd to those persons set out in the Explanatory Statement."

Voting Exclusion Statement

In respect of Resolution 4, the Company will disregard any votes cast by Jetcrest Pty Ltd ACN 060 562 567, Twokind Pty Ltd ACN 074 533 412 and any associates of those persons.

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

Jel (my

John George Company Secretary

16 September 2015

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 2015 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 1:00 PM (AEST) on 20 October 2015, 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

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.

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 1:00 PM (AEST) on 20 October 2015, 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 2015.

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 Thursday, 22 October 2015 commencing at 1:00 PM (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 2015. 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 2015) on the Company's website www.shine.com.au.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires 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 2015 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 take effect at the conclusion of the AGM.

Mr Tony Bellas and Ms Carolyn Barker AM 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 Tony Bellas as Director

Tony joined Shine in 2013 as independent chairman and non-executive director. He has over 28 years' experience in senior management roles in the public and private sectors. Currently chairman of ERM Power Limited and Corporate Travel Management Ltd and director of a number of other unlisted companies, Tony was previously Chief Executive of a number of major companies including:

- Seymour Group (November 2007 to June 2010) Queensland's largest private investment and development company;
- Ergon Energy Corporation Limited (January 2004 to November 2007) a
 Queensland Government Owned Corporation involved in electricity distribution, and
- CS Energy Limited (December 2001 to January 2004) A Queensland Government Owned Corporation involved in base load electricity generation.

Prior to this, Tony had a long career with Queensland Treasury where he reached the position of Deputy Under Treasurer. In that role, Tony had oversight of a number of related Treasury operations including Fiscal Strategy, Office of Government Owned Corporations and Office of State Revenue.

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

Resolution 3: Re-election of Carolyn Barker AM as Director

Carolyn is an experienced CEO and non-executive Director. She joined the Board in 2009 as a non-executive Director and continued as a director through the IPO in 2013. Her specialty interests as a director are digital governance, general commercial and people and culture.

Carolyn is CEO of Endeavour Learning Group, the higher education division of the global private education company, Study Group. Endeavour has six campuses in Australia and two in New Zealand, 8,000 students and a comprehensive health and wellness clinic network throughout Australasia.

In her current role she champions complementary medicine and its role in integrative medical practice and preventative care in the context of the broader health and wellness sector. It is believed that the Endeavour Learning Group is the largest tertiary educator of its type in the natural health sector in the world.

Previously, Carolyn was the Chief Executive Officer of the Australian Institute of Management and Founder and Managing Director of TheCyberInstitute Pty Ltd.

Over the decade that Carolyn was with the AIM Group, the organisation grew into a cohesive network of commercially focused divisions, providing education, publishing, online learning and information services to corporate and government clients Australia-wide.

Currently Carolyn is Chair of Brisbane's Transport Advisory Board, a member of Brisbane City Council's Audit Committee and also a director of MIGAS Pty Ltd.

The Directors, with Ms Carolyn Barker AM abstaining, recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: RATIFICATION AND APPROVAL OF PREVIOUS ISSUE OF SECURITIES

The purpose of this resolution is for Shareholders to approve and ratify, under Listing Rule 7.4, those security issued as part consideration under the acquisition of Bradley Bayly Holdings Pty Ltd, which has the effect of refreshing the Company's 15% placement capacity under listing rule 7.1.

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue equity securities. 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, shareholders 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.

Approval under this resolution 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 Resolution 4 were issued as partial consideration for the acquisition by the Company of all of the shares in Bradley Bayly Holdings Pty Ltd, as announced by the Company on 5 August 2015.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to the issue of Shares:

Resolution 4	
Number of securities issued	Persons to whom Securities were issued
240,964* ordinary shares 160,642* ordinary shares	Twokind Pty Ltd as trustee for the Bayly Practice Trust; and Jetcrest Pty Ltd as trustee for the Bradley Practice Trust.
Date of Issue	14 August 2015

Issue price per security	The shares were issued as partial consideration for the acquisition by the Company of all of the shares in Bradley Bayly Holdings Pty Ltd ACN 123 603 805.
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 Jetcrest Pty Ltd ACN 060 562 567, Twokind Pty Ltd ACN 074 533 412, Brian George Bradley, David John Bayly and Shine Corporate Ltd (Share Sale Deed). Jetcrest Pty Ltd and Twokind Pty Ltd are vendors of shares in Bradley Bayly Holdings Pty Ltd ACN 123 603 805 under the Share Sale Deed.

^{*}The securities issued are subject to voluntary escrow - 50% for 12 months following the issue date and 50% for 24 months following the issue date.

The Board recommends that you vote in favour of Resolution 4.

Definitions

A number of capitalised terms are used in this Notice of Meeting and Explanatory Statement. Capitalised terms have the meaning given to them in the Corporations Act (unless otherwise defined below). Except to the extent the context otherwise requires:

Term	Definition
ASX	means ASX Limited ACN 008 624 691 or the securities exchange it operates.
Board	means the board of directors of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Company or Shine	means Shine Corporate Ltd ACN 162 817.
Director	means one or more directors of the Company.
Explanatory Statement	means this explanatory statement annexed to and forming part of this Notice of Meeting.
Listing Rules	means the official listing rules of ASX.
Meeting or Annual General Meeting	means the annual general meeting of Shareholders contemplated by this Notice.
Notice or Notice of Meeting	means the notice of annual general meeting included in this booklet.
Shareholders	means the holders of shares in the Company from time to time.
Shares	means ordinary fully paid shares in the issued capital of the Company.



LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

 \bowtie

BY MAIL

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



BY FAX (02) 9287 0309



BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO Telephone: 1300 554 474



X9999999999

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 1:00pm on Thursday, 22 October 2015 at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions 1 Adoption of Remuneration Report 2 Re-Election of Tony Bellas as Director 3 Re-Election of Carolyn Barker AM as Director 4 Ratification and approval of previous issue of securities

$\mathbf{\Psi}_{\mathbf{I}}$	

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)

Delete one) Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Tuesday, 20 October 2015**, 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

* During business hours (Monday to Friday, 9:00am-5:00pm)