

## ASX ANNOUNCEMENT

15 September 2016

### **Shine Corporate Ltd (SHJ) 2016 Notice of Annual General Meeting, Proxy Form and Annual Report**

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On 24 August 2016, Shine Corporate Ltd (the **Company**) announced that its Annual General Meeting will be held on Thursday, 20 October 2016 at 10am (Brisbane time) at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland 4000. Attached is a copy of the Notice of Meeting and Proxy Form which will be sent to shareholders.

A printed copy of the 2016 Annual Report is also being mailed to all shareholders who have elected to receive a printed copy. A copy of the Annual Report, which was lodged with ASX on 24 August 2016, is also available on the Company's website: [www.shinecorporate.com.au](http://www.shinecorporate.com.au).



Vicki Clarkson  
Company Secretary

Shine Corporate Ltd  
Level 13, 160 Ann Street  
Brisbane QLD 4000

15 September 2016

# Shine Corporate Ltd

ACN 162 817 905

# Notice of Annual General Meeting

Thursday, 20 October 2016  
10am (Brisbane time)  
Level 11, Central Plaza 2  
66 Eagle Street  
Brisbane, Queensland

# Part 1: Notice of Annual General Meeting

The Annual General Meeting of the Shareholders of Shine Corporate Ltd will be held at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland on Thursday, 20 October 2016 at 10am (Brisbane time).

The Annual Report is available on our website for viewing if you have elected not to receive a hard copy. Our website address is [www.shinecorporate.com.au](http://www.shinecorporate.com.au).

## Ordinary business

### **Item 1 – Annual financial report, Directors’ report and auditor’s report**

To receive and consider the annual financial report of the Company, together with the Directors’ report and the auditor’s report for the financial year ended 30 June 2016.

### **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 2016 be adopted.*

### **Item 3 – Election of Directors**

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

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

## Special business

### **Item 4 – Approval of the LTIP**

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

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

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

## Item 5 – Approval of issue of Performance Rights to Courtney Jane Petersen

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

*That, for all purposes, Members approve the issue to Courtney Jane Petersen, Managing Director & CEO of the Company, of Performance Rights, the terms and conditions of which are summarised in the Explanatory Statement, under the LTIP, and the issue of Shares on the vesting of those Performance Rights.*

The above resolution has been proposed to satisfy the requirements of Listing Rule 10.14 and Chapter 2E of the Corporations Act and the Explanatory Statement sets out the information required by Listing Rule 10.15 and by Chapter 2E of the Corporations Act.

## Item 6 – Approval of issue of Options to Courtney Jane Petersen

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

*That, for all purposes, Members approve the issue to Courtney Jane Petersen, Managing Director & CEO of the Company, of 800,000 Options, the terms and conditions of which are summarised in the Explanatory Statement, and the issue of Shares on the exercise of those Options.*

The above resolution has been proposed to satisfy the requirements of Listing Rule 10.11 and Chapter 2E of the Corporations Act and the Explanatory Statement sets out the information required by Listing Rule 10.13 and by Chapter 2E of the Corporations Act.

## Item 7 – Renewal of proportional takeover bid approval

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

*That for the purposes of section 648G of the Corporations Act, proportional takeover bid provisions in the form set out in Annexure A to the Explanatory Statement in the Notice of Meeting be renewed as rule 15 of the Constitution for a period of three years, commencing immediately.*

### Voting exclusion statement

The Company will disregard any votes cast on:

- item 2 by any member of Key Management Personnel of the Group or any Closely Related Party of such a member;
- item 4 by:
  - each Director and/or any of their associates; or
  - proxy by any member of Key Management Personnel of the Group or any Closely Related Party of such a member where the appointment does not state the way the proxy is to vote on the item; or
- items 5 or 6 by:
  - Courtney Jane Petersen and any of her associates; or
  - proxy by any member of Key Management Personnel of the Group or any Closely Related Party of such a member where the appointment does not state the way the proxy is to vote on the item.

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

- by a person as proxy for a person who is entitled to vote (in accordance with the directions as to how to vote on the proxy form); or
- by the person chairing the meeting as proxy for a person who is entitled to vote (in accordance with a direction on the proxy form to vote as the proxy decides).

**Please refer below to the important information about the appointment of proxies.**

## Other information

### Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

### Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The proxy form provided provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the chairman of the Meeting, who must vote all proxies as directed.

Proxy forms must be lodged by 10am (Brisbane time) on Tuesday, 18 October 2016 by one of the following methods:

|  |  |
|--|--|
| By post:                                 | Shine Corporate Ltd<br>c/- Link Market Services Limited<br>Locked bag A14<br>Sydney South NSW 1235 Australia   |
| By facsimile:                            | In Australia (02) 9287 0309<br>From outside Australia +61 2 9287 0309  |
| By delivery (Monday – Friday 9am – 5pm): | Link Market Services Limited<br>1A Homebush Bay Drive<br>Rhodes NSW 2138<br>or<br>Level 12, 680 George Street, Sydney NSW 2000   |
| Online:                                  | Login at <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> using the holding details as shown on the proxy form. Shareholders will need their 'Holder Identifier' (which is the Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). Once logged in, Shareholders should select 'voting' and follow the prompts to lodge their vote. |

## Important information about proxy votes on items 2, 4, 5 and 6

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chairman of the Meeting) and their Closely Related Parties to vote on items 2, 4, 5 and 6, including where they are voting as proxy for another Shareholder. To ensure your votes are counted, you are encouraged to direct your proxy as to how to vote on those items by indicating your preference (by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form).

### **The Chairman of the Meeting intends to vote all undirected proxies in favour of items 2, 4, 5 and 6.**

If you appoint the Chairman of the Meeting as your proxy but do not direct the Chairman how to vote in respect of items 2, 4, 5 and 6, you will be directing the Chairman to **vote in favour of items 2, 4, 5 and 6** and the Chairman will vote in this way, even though the items are connected with the remuneration of Key Management Personnel.

## Corporate representatives

Any:

- Corporate Shareholder; or
- Corporate proxy appointed by a Shareholder,

which has appointed an individual to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry, Link Market Services, in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An Appointment of Corporate Representative form is available online at [www.linkmarketservices.com.au](http://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, 18 October 2016. 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



**Vicki Clarkson**  
**Company Secretary**  
15 September 2016

# Part 2: Explanatory Statement

## 1 Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the Shine Annual General Meeting to be held at Level 11, Central Plaza 2, 66 Eagle Street Brisbane, Queensland on Thursday, 20 October 2016, commencing at 10am (Brisbane time).

The purpose of this Explanatory Statement is to provide Shareholders with the information known to the Company that the Board considers material to their decision on whether to approve the resolutions in the Notice. This document is important and should be read in conjunction with the Notice.

Capitalised terms are defined in section 4.

## 2 Ordinary business

### **Item 1 – Annual financial report, Directors’ report and auditor’s report**

The first item of business of the Meeting is to receive and consider the financial report, together with the Directors’ and auditor’s reports for the financial year ended 30 June 2016.

No resolution is required for this item of business. However, as a Shareholder, you may submit a written question to the auditor prior to the Meeting provided that it 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, 13 October 2016).

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

The auditor will attend the Meeting and will answer written questions submitted before the Meeting.

The auditor 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 show of hands at Shine's 2015 annual general meeting.

Following consideration of the Remuneration Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in favour of item 2.

### **Item 3 – Election of Directors**

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

The Constitution requires the Company to hold an election of Directors each year. The Director who has been longest in office since last being elected must retire. No Director who is not a managing director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

The election of each candidate must be considered and voted on as a separate resolution. Set out below are details of each resolution and of each candidate, together with the recommendation of the Board.

#### **a. Re-election of Greg Moynihan BComm, Grad DIP SIA, CPA, FFin, MAICD (Age 59) – Non-executive Director**

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

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

Greg is currently a non-executive director of ASX listed company Corporate Travel Management Limited and several private companies in Australia and overseas.

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

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

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



## **b. Re-election of Simon Morrison LLB (Age 47) – Executive Director**

Simon Morrison retired as Managing Director on Shine on 24 August 2014 and continues as Executive Director.

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

Simon became the Managing Director of Shine in 2012, having joined Shine Lawyers in 1988 and becoming a partner of the firm in 1995.

He is a former National President of the Australian Lawyers' Alliance (ALA) and chaired the ALA's National Workers Compensation Special Interest Group and sits on the Board of Governors of the American Association of Justice. Simon has particular expertise in and is an acknowledged leader in workers' compensation and is a Queensland Law Society Accredited Specialist in personal injury law. He has given evidence at numerous government inquiries, has assisted in drafting legislation and is a regular speaker at national and state conferences in this field.

Simon is a member of Shine's Nomination Committee.

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

## **3 Special business**

### **Item 4 – Approval of the LTIP**

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

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

Performance rights are proposed to be granted to Courtney Petersen (Managing Director & CEO) in respect of FY16 and FY17, subject to Shareholder approval, as proposed in item 5 below. It is proposed to expand the plan to include Key Management Personnel and senior executives in the current and future financial years.

### **Reason for Shareholder approval of the LTIP**

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

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

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

## **Summary of the LTIP**

Under the LTIP, Directors and employees of and consultants to the Group (**Eligible Participants**) may be offered Performance Rights.

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

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

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

The maximum number of Performance Rights (and Shares) issued under the LTIP in a rolling five year period must not (subject to certain exemptions) be more than 5% of the Company's issued capital.

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

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

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

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

There have been no issues of securities under the LTIP.

Shareholder approval will be required before any Performance Rights can be issued to any Director or related party of the Company under the LTIP.

Ms Courtney Petersen and each of the other Directors are entitled to participate in the LTIP (subject to Shareholder approval being obtained) and so have an interest in item 4. Accordingly, the Directors refrain from making any recommendation as to how Shareholders should vote on item 4.

## **Item 5 – Approval of issue of Performance Rights to Courtney Jane Petersen**

Shareholder approval is sought under Listing Rule 10.14 and Chapter 2E of the Corporations Act for the proposed grant of Performance Rights under the LTIP to Courtney Petersen, Shine's Managing Director & CEO, as part of her remuneration package.

Listing Rule 10.14 requires the approval of Shareholders for an issue of securities (including Performance Rights) to any related party of Shine (including a Director) under an employee incentive scheme. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 in order for the issue of the Performance Rights to be excluded from the 15% limit under that rule (discussed in item 4 above).

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party (including a director) unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, Ms Petersen, a Director, is a related party of the Company.

Section 208 requires that for a public company to give a financial benefit to a related party of that company, the company must obtain the approval of members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit to the recipient within 15 months after the approval.

### **Number of Performance Rights**

Subject to Shareholder approval being obtained, the Company proposes to issue Performance Rights to Ms Petersen under the LTIP which, provided relevant performance hurdles are satisfied, will entitle Ms Petersen to receive Shares in the Company for no consideration.

The number of Performance Rights proposed to be granted to Ms Petersen each financial year is that number which is equivalent in value to 50% of her total fixed remuneration (**TFR**), based on the VWAP of Shares for the 20 business days up to and including 30 June of the preceding year.

Subject to the approval of Item 5, the number of Performance Rights proposed to be granted for the financial year ending 30 June 2016 (**FY16**) is 109,890, equivalent in value to 50% of Ms Petersen's TFR and based on the 20 day VWAP of Shares up to and including 30 June 2015. Based on the Board's assessment of FY16 performance measures relating to financial and transformation based project initiatives and targets (as disclosed in the Annual Report), the maximum entitlement is 36,630 Shares.

The number of Performance Rights proposed to be granted for the current financial year ending 30 June 2017 is 312,500. If 100% of the Performance Rights vest, 312,500 Shares will be issued, transferred or allocated by a trust to Ms Petersen or her nominee.

### **Vesting hurdles**

Performance Rights issued to Ms Petersen will vest subject to satisfaction of applicable performance and other conditions.

The financial performance measure, which made up 50% of the potential award for Ms Petersen, was not achieved in FY16. Two-thirds of the transformation measures were achieved as determined by the Company's Remuneration Committee, with the result that 66.66% of the transformation award, being 33.33% of the aggregate potential award, accrued (i.e. equivalent to 16.66% of TFR). The FY16 Performance Rights will vest subject to Ms Petersen remaining in full-time employment with Shine until at least 1 July 2018.

FY17 Performance Rights will vest if Ms Petersen:

- remains in full-time employment with Shine until at least 1 July 2019; and
- satisfies the FY17 performance measures relating to financial and transformation based project initiatives and targets, currently being determined by the Remuneration Committee. The Board expects to set the hurdles on the basis of

key financial and operational goals of the Company and individual performance objectives (for example, earnings per share growth or total shareholder return).

### Alternative incentives

In the event that Ms Petersen exercises either of the tranches of Options described in item 6 below in respect of FY18 or FY19, the Performance Rights issued in relation to that financial year will lapse. Therefore, Ms Petersen may be entitled **either** to the vesting of Performance Rights **or** to exercise any exercisable Options in respect of FY18 and FY19, but **not both**. Further details about the Options proposed to be issued are set out in item 6 on page 13.

### Listing Rules information

The following information is provided in compliance with Listing Rule 10.15:

|   |   |
|---|---|
| <b>Maximum number of securities</b>   | 422,390 Performance Rights, which on vesting will result in the issue (or transfer or allocation) of a maximum 349,130 Shares.  |
| <b>Price of the Shares issued on vesting of Performance Rights</b>                        | No payment is required for Shares issued on the vesting of Performance Rights.  |
| <b>Recipient</b>  | Ms Courtney Petersen  |
| <b>Names of any person referred to in LR10.14 who has been a recipient under the LTIP</b> | There has been no issue of Performance Rights under the LTIP.   |
| <b>Participation in the LTIP</b>  | All Directors (Tony Bellas, Carolyn Barker AM, Greg Moynihan, Courtney Petersen and Simon Morrison) are eligible to participate in the LTIP.  |
| <b>Loan terms</b>   | There is no applicable loan.  |
| <b>Issue date</b>   | The Performance Rights will be issued on a date to be determined by the Board, as soon as practicable after the Meeting. Shares on the vesting of Performance Rights will be issued after 1 July 2018, but in any event no later than three years after approval is given at the Meeting. |

## Corporations Act requirements – Chapter 2E approval

The table below sets out information required to be included in this Notice under Chapter 2E of the Corporations Act (that is not otherwise set out above).

| Requirement  | Explanation  |         |   |         |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
|--|--|---------|---|---------|---|--|--------|---------|--------|---------|--------------------------------|---------|-------|---------|--------|------------------------------------|-------------|--------|-------------|---------|--------------|-------------|------|-------------|------|
| <b>Directors' interest in the outcome (section 219(1)(d))</b>  | Ms Petersen, Managing Director & CEO, has an interest in the outcome of item 5 and is excluded from voting on the resolution. None of the other Directors have an interest in the outcome of the resolution.   |         |   |         |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Other factors (sections 219(1)(e) and (2))</b>              | The Directors do not consider that there are any opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Performance Rights under item 5. Other than details of the Performance Rights valuation methodology (which is set out below), none of the Directors nor the Company is aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by item 5.   |         |   |         |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Dilutionary impacts on existing Shareholders</b>            | <p>If the Shareholders approve item 5 and if Shares are issued (rather than acquired on market) on the vesting of Performance Rights, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:</p> <table><tr><th rowspan="2"></th><th colspan="2">Current share capital<sup>1</sup></th><th colspan="2">Share capital on vesting of the Performance Rights<sup>2</sup></th></tr><tr><th>Shares</th><th>Percent</th><th>Shares</th><th>Percent</th></tr><tr><td><b>Ms Petersen<sup>3</sup></b></td><td>340,000</td><td>0.19%</td><td>689,130</td><td>0.397%</td></tr><tr><td><b>Other Existing shareholders</b></td><td>172,821,812</td><td>99.81%</td><td>172,821,812</td><td>99.603%</td></tr><tr><td><b>Total</b></td><td>173,161,812</td><td>100%</td><td>173,510,942</td><td>100%</td></tr></table> |         | Current share capital <sup>1</sup>                              |         | Share capital on vesting of the Performance Rights <sup>2</sup> |  | Shares | Percent | Shares | Percent | <b>Ms Petersen<sup>3</sup></b> | 340,000 | 0.19% | 689,130 | 0.397% | <b>Other Existing shareholders</b> | 172,821,812 | 99.81% | 172,821,812 | 99.603% | <b>Total</b> | 173,161,812 | 100% | 173,510,942 | 100% |
|  | Current share capital <sup>1</sup>   |         | Share capital on vesting of the Performance Rights <sup>2</sup> |         |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
|  | Shares   | Percent | Shares  | Percent |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Ms Petersen<sup>3</sup></b>                                 | 340,000  | 0.19%   | 689,130   | 0.397%  |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Other Existing shareholders</b>                             | 172,821,812  | 99.81%  | 172,821,812   | 99.603% |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Total</b>   | 173,161,812  | 100%    | 173,510,942   | 100%    |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |
| <b>Disclosure of current remuneration package of recipient</b> | <p>As at the date of this Notice, Ms Petersen's remuneration package is as follows:</p> <ul style="list-style-type: none"><li>• TFR of \$700,000 per annum;</li><li>• annual STI of 50% of TFR, subject to the achievement of key performance indicators, having a value of \$350,000;</li><li>• annual LTI (as described at Item 5) of up to 50% of TFR, subject to the achievement of key performance indicators;</li><li>• cash sign-on bonus of \$66,000; and</li><li>• cash sign-on bonus of \$100,000 following the release to ASX of the Company's half year results to 31 December 2016.<sup>4</sup></li></ul>   |         |   |         |   |  |        |         |        |         |                                |         |       |         |        |                                    |             |        |             |         |              |             |      |             |      |

<sup>1</sup> Based on the number of Shares on issue at the date of this Notice of Meeting.

<sup>2</sup> Based on the number of Shares on issue at the date of this Notice of Meeting plus the Shares issued on exercise of the Options.

<sup>3</sup> Includes Shares in which Ms Petersen has a relevant interest.

<sup>4</sup> Ms Petersen also has financial benefits conferred under her previous employment contract with the Company which remain on foot being 100,000 Performance Rights, vesting on the second anniversary of Ms Petersen's employment into a number of Shares calculated as 100,000 x (Share price on 23 March 2017 minus Share price on 13 February 2015) and issue of 31,056 shares on appointment as Managing Director.

|   |  |              |             |             |
|---|--|--------------|-------------|-------------|
| <b>Valuation of financial benefit inherent in LTIP Shares</b> | <p>The Company commissioned an independent valuation of the Performance Rights for the purposes of disclosing to Shareholders information required to decide whether it is in the Company's interest to pass the resolution in item 5. The Performance Rights were valued using a Binomial Lattice model which defines the conditions under which employees are expected to exercise their options after vesting in terms of the share price reaching a specified multiple of the exercise price.</p> <p>This valuation methodology resulted in the FY16 Performance Rights being valued at \$1.223 each and the FY17 Performance Rights being valued at \$1.203 each. The total value of the Performance Rights is set out in the table below (on the assumption that all of the Performance Rights for FY17 vest):</p> |              |             |             |
|   | <b>Fair value of Performance Rights issued (and expected to vest)</b>  |              |             |             |
|   |  | <b>Total</b> | <b>FY16</b> | <b>FY17</b> |
|   | <b>Gross fair value (per Performance Right)</b>  |              | \$1.2227    | \$1.2033    |
|   | <b>Number of Performance Rights</b>  | 422,390      | 109,890     | 312,500     |
|   | <b>Fair value of Performance Rights issued</b>   | \$510,394    | \$134,363   | \$376,031   |
|   | <b>Probability % to vest</b>   |              | 33.3%       | 100.0%      |
|   | <b>Number of Performance Rights expected to vest</b>   | 349,130      | 36,630      | 312,500     |
|   | <b>Fair value of Performance Rights expected to vest</b>   |              | \$44,788    | \$376,031   |

The Directors, with Courtney Petersen abstaining, recommend that Shareholders vote in favour of item 5. The Directors believe the issue of Performance Rights is reasonable having regard to the circumstances of the Company, the role and responsibility of Ms Petersen and the nature of the Company's operations. In particular, the issue of Performance Rights aligns Ms Petersen's remuneration with the creation of Shareholder value over the long term.

## Item 6 – Approval of issue of Options to Courtney Jane Petersen

The Listing Rules require the approval of Shareholders to be obtained for an issue of securities (including Options) to any related party of Shine (including a Director). If approval is given under Listing Rule 10.11, it is not required under Listing Rule 7.1 for the issue of the Options to be excluded from the 15% capacity (discussed in item 4 above).

The Board has agreed, subject to Shareholder approval being obtained, to grant 800,000 Options to Courtney Petersen, Shine's Managing Director & CEO (to subscribe for 800,000 Shares) as an alternative to the grant of Performance Rights in FY18 or FY19.

In the event that Ms Petersen elects to exercise either of the tranches of Options in respect of FY18 or FY19, the Performance Rights (described in item 5 above) issued in relation to that financial year will not vest. Therefore, Ms Petersen may be entitled **either** to the vesting of Performance Rights **or** to exercise any exercisable Options in respect of FY18 and FY19, but **not both**.

As noted above, section 208 of the Corporations Act requires that for a public company to give a financial benefit to a related party of that company, the public company must obtain

the approval of members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit to the related party within 15 months after the approval.

### Option details

The Options will be issued for no consideration and will be exercisable by Ms Petersen or her nominee at an exercise price equivalent to the 28 day VWAP of Shares for the 14 days prior to and the 14 days commencing on 24 August 2016 in two tranches as follows:

- (a) 400,000 Options will become exercisable on or before 7 September 2018 if the VWAP of Shares equals or exceeds \$2.25 on at least seven days (consecutive or non-consecutive) between 24 August 2016 and 31 August 2018; and
- (b) 400,000 Options will become exercisable on or before 7 September 2019 if the VWAP of Shares equals or exceeds \$3.00 on at least seven days (consecutive or non-consecutive) between 24 August 2016 and 31 August 2019.

### Option terms

The Options will not be quoted on ASX but application will be made for any Shares issued on the exercise of the Options to be quoted. Options do not confer a right to vote or any right to participate in dividends or any issue of Shares unless they are first exercised.

Shares issued on the exercise of Options will rank equally with existing Shares, but must be retained for a period of 12 months.

If approved by Shareholders, the Options will be granted within one month after the date of the Meeting.

Any funds raised on the exercise of the Options will be used for working capital.

### Corporations Act requirements – Chapter 2E Approval

Information required to be disclosed under Chapter 2E of the Corporations Act is set out below.

| Requirement   | Explanation  |
|---|--|
| <b>Directors' interest in the outcome (section 219(1)(d))</b> | Ms Petersen, Managing Director & CEO, has an interest in the outcome of item 6 and is excluded from voting on the resolution.  |
| <b>Other factors (sections 219(1)(e) and (2))</b>             | The Directors do not consider that there are any opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Options under item 6. Other than details of the valuation methodology (which is set out below), none of the Directors nor the Company is aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by item 6. |
| <b>Dilutionary impacts on existing Shareholders</b>           | If the Shareholders approve item 6 (and if all Options are exercised and result in the issue of Shares, rather than the purchase of Shares on market), the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:  |

|   | <table><tr><th rowspan="2"></th><th colspan="2">Current share capital<sup>5</sup></th><th colspan="2">Share capital on exercise of the Options<sup>6</sup></th></tr><tr><th>Shares</th><th>Percent</th><th>Shares</th><th>Percent</th></tr><tr><td>Ms Petersen<sup>7</sup></td><td>340,000</td><td>0.19%</td><td>1,140,000</td><td>0.655%</td></tr><tr><td>Existing shareholders</td><td>172,821,812</td><td>99.81%</td><td>172,821,812</td><td>99.345%</td></tr><tr><td>Total</td><td>173,161,812</td><td>100%</td><td>173,961,812</td><td>100%</td></tr></table>  |                            | Current share capital <sup>5</sup>                    |         | Share capital on exercise of the Options <sup>6</sup> |                            | Shares                     | Percent               | Shares   | Percent  | Ms Petersen <sup>7</sup> | 340,000 | 0.19%   | 1,140,000        | 0.655%    | Existing shareholders | 172,821,812 | 99.81%                     | 172,821,812                | 99.345%             | Total | 173,161,812 | 100%                     | 173,961,812 | 100%  |                |       |       |  |      |      |                |      |      |
|---|---|----------------------------|---|---------|---|----------------------------|----------------------------|-----------------------|----------|----------|--------------------------|---------|---------|------------------|-----------|-----------------------|-------------|----------------------------|----------------------------|---------------------|-------|-------------|--------------------------|-------------|-------|----------------|-------|-------|--|------|------|----------------|------|------|
|   | Current share capital <sup>5</sup>  |                            | Share capital on exercise of the Options <sup>6</sup> |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
|   | Shares  | Percent                    | Shares  | Percent |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Ms Petersen <sup>7</sup>                                | 340,000   | 0.19%                      | 1,140,000   | 0.655%  |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Existing shareholders                                   | 172,821,812   | 99.81%                     | 172,821,812   | 99.345% |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Total   | 173,161,812   | 100%                       | 173,961,812   | 100%    |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Disclosure of current remuneration package of recipient | As at the date of this Notice, Ms Petersen's remuneration package is set out under item 5 above.  |                            |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Valuation of financial benefit inherent in LTIP Shares  | <p>The Company has commissioned an independent valuation of the Options for the purposes of disclosing to Shareholders information required to decide whether it is in the Company's interest to pass the resolution in item 6.</p> <p>The Options were valued using a Monte Carlo simulation to calculate the fair value of both tranches of Options, on achieving the VWAP price targets. The fair value of the Options has been calculated as follows:</p> <ul style="list-style-type: none"><li>Tranche 1 – VWAP Target \$2.25 - \$0.4229 each</li><li>Tranche 2 – VWAP Target \$3.00 - \$0.4826 each</li></ul> <p>Total fair value of the Options package is set out below:</p> <table><tr><th colspan="3">Fair Value of Options</th></tr><tr><th></th><th>Tranche 1<br/>\$2.25 target</th><th>Tranche 2<br/>\$3.00 target</th></tr><tr><td>Fair value per Option</td><td>\$0.4229</td><td>\$0.4826</td></tr><tr><td>Number of Options</td><td>400,000</td><td>400,000</td></tr><tr><td>Total Fair Value</td><td>\$169,160</td><td>\$193,040</td></tr></table> <p>The following assumptions were adopted by the independent expert in valuing the Options:</p> <table><tr><th>Input</th><th>Tranche 1<br/>VWAP - \$2.25</th><th>Tranche 2<br/>VWAP - \$3.00</th></tr><tr><td>Expected volatility</td><td>75%</td><td>75%</td></tr><tr><td>Share Price at 6 Sept-16</td><td>1.265</td><td>1.265</td></tr><tr><td>Exercise Price</td><td>1.156</td><td>1.156</td></tr><tr><td>Risk free rate (RBA 3 year risk free rate)</td><td>1.5%</td><td>1.5%</td></tr><tr><td>Dividend yield</td><td>2.0%</td><td>2.0%</td></tr></table> | Fair Value of Options      |   |         |   | Tranche 1<br>\$2.25 target | Tranche 2<br>\$3.00 target | Fair value per Option | \$0.4229 | \$0.4826 | Number of Options        | 400,000 | 400,000 | Total Fair Value | \$169,160 | \$193,040             | Input       | Tranche 1<br>VWAP - \$2.25 | Tranche 2<br>VWAP - \$3.00 | Expected volatility | 75%   | 75%         | Share Price at 6 Sept-16 | 1.265       | 1.265 | Exercise Price | 1.156 | 1.156 | Risk free rate (RBA 3 year risk free rate) | 1.5% | 1.5% | Dividend yield | 2.0% | 2.0% |
| Fair Value of Options                                   |   |                            |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
|   | Tranche 1<br>\$2.25 target  | Tranche 2<br>\$3.00 target |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Fair value per Option                                   | \$0.4229  | \$0.4826                   |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Number of Options                                       | 400,000   | 400,000                    |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Total Fair Value  | \$169,160   | \$193,040                  |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Input   | Tranche 1<br>VWAP - \$2.25  | Tranche 2<br>VWAP - \$3.00 |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Expected volatility                                     | 75%   | 75%                        |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Share Price at 6 Sept-16                                | 1.265   | 1.265                      |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Exercise Price  | 1.156   | 1.156                      |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Risk free rate (RBA 3 year risk free rate)              | 1.5%  | 1.5%                       |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |
| Dividend yield  | 2.0%  | 2.0%                       |   |         |   |                            |                            |                       |          |          |                          |         |         |                  |           |                       |             |                            |                            |                     |       |             |                          |             |       |                |       |       |  |      |      |                |      |      |

The Directors, with Courtney Petersen abstaining, recommend that Shareholders vote in favour of item 6. The Directors believe the issue of Options is reasonable having regard to the circumstances of the Company, the role and responsibility of Ms Petersen and the nature of the Company's operations.

<sup>5</sup> Based on the number of Shares on issue at the date of this Notice.

<sup>6</sup> Based on the number of Shares on issue at the date of this Notice plus the Shares issued on exercise of the Options.

<sup>7</sup> Includes Shares in which Ms Petersen has a relevant interest.



## **Item 7 – Renewal of proportional takeover bid approval**

### **Background**

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

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

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

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

It is proposed to renew rule 15 as set out in Annexure A.

### **Nature of the provision**

The provision enables Shareholders to decide by majority vote at a general meeting whether they approve or reject a proportional takeover offer for the Company. The resolution must be considered at least 14 days before the offer closes.

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

### **Advantages and disadvantages of the provision**

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

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

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

Rule 15 enables the Directors to formally ascertain the views of Shareholders in the event of a proportional takeover offer.

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

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

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

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

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

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

The Directors consider that the Shareholders should have the benefit of rule 15 in the Constitution and therefore recommend that Shareholders vote in favour of item 7.

## 4 Definitions

In this Explanatory Statement and in the Notice, the following terms have the following meanings unless the context otherwise requires:

|  |   |
|--|---|
| <b>Annual General Meeting or Meeting</b> | The annual general meeting of the Shareholders convened pursuant to the Notice for the purpose of considering the business set out in the Notice.   |
| <b>Annual Report</b>                     | The annual report of Shine for the financial year ended 30 June 2016.   |
| <b>ASX</b>                               | ASX Limited or the securities market operated by it, as applicable.   |
| <b>Board</b>                             | The Board of Directors of the Company.  |
| <b>Closely Related Party</b>             | In relation to a member of Key Management Personnel:<br>(a) a spouse or child of the member;<br>(b) a child of the member's spouse;<br>(c) a dependent of the member or of the member's spouse;<br>(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;<br>(e) a company the member controls; or<br>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth). |
| <b>Company or Shine</b>                  | Shine Corporate Ltd ACN 162 817 905.  |
| <b>Constitution</b>                      | The constitution of Shine.  |
| <b>Corporations Act</b>                  | <i>Corporations Act 2001</i> (Cth).   |
| <b>Director</b>                          | A director of Shine.  |
| <b>Group</b>                             | Shine and its subsidiaries.   |
| <b>Key Management Personnel</b>          | 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).   |
| <b>Listing Rules</b>                     | The official listing rules of ASX.  |
| <b>LTI</b>                               | Long-term incentive.  |
| <b>LTIP</b>                              | The Performance Rights Plan adopted by the Board.   |
| <b>Notice or Notice of Meeting</b>       | The notice in Part 1 pursuant to which the Meeting is convened.   |
| <b>Option</b>                            | An option to acquire one Share.   |

|                            |  |
|----------------------------|--|
| <b>Performance Right</b>   | A right, upon vesting, to have one Share issued, transferred or allocated to a trust in accordance with the terms of the LTIP. |
| <b>Remuneration Report</b> | The section of the Directors' report contained in the Annual Report entitled 'Remuneration Report'.                            |
| <b>Share</b>               | A fully paid ordinary share in Shine.  |
| <b>Shareholder</b>         | A holder of Shares.  |
| <b>STI</b>                 | Short term incentive   |
| <b>TFR</b>                 | Total fixed remuneration.  |
| <b>VWAP</b>                | Volume weighted average price of Shares on ASX.  |

# Annexure A

## 15 Proportional takeover bids

### 15.1 Definitions

In this rule:

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

### 15.2 Transfers not to be registered

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

### 15.3 Approving Resolution

15.3.1 Where offers have been made under a Proportional Takeover Bid, the directors must, before the Approving Resolution Deadline:

- (a) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of approving the Proportional Takeover Bid; and
- (b) ensure that the resolution is voted on under rule 15.3.

15.3.2 The provisions of this constitution about general meetings apply, modified as the circumstances require, to a meeting that is convened under rule 15.3(a), as if that meeting were a general meeting of the company.

15.3.3 The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.

15.3.4 Subject to rule 15.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held securities of the Relevant Class, is entitled to vote on the Approving Resolution for the Proportional Takeover Bid.

15.3.5 An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total

number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

15.3.6 If an Approving Resolution has not been voted on under rule 15.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken to have been passed under rule 15.3 on the Approving Resolution Deadline.

#### **15.4 Sunset**


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


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

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



**X99999999999**

## PROXY FORM

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

### APPOINT A PROXY

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 20 October 2016 at Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2, 4, 5 and 6:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 4, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

### VOTING DIRECTIONS

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

#### Resolutions

|   | For                      | Against                  | Abstain*                 |  | For                      | Against                  | Abstain*                 |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| <b>2</b> Remuneration Report                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>5</b> Approval of issue of Performance Rights to Courtney Jane Petersen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3a</b> Re-election of Director Mr Greg Moynihan          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>6</b> Approval of issue of Options to Courtney Jane Petersen            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3b</b> Re-election of Director Mr Simon Michael Morrison | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>7</b> Renewal of proportional takeover bid approval                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>4</b> Approval of the LTIP                               | <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).

**SHJ PRX1601C**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" 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](http://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 Tuesday, 18 October 2016**, 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](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**