

## ASX ANNOUNCEMENT

28 February 2020

### Shine Corporate Ltd (SHJ) FY20 Half Year Financial Results Board Renewal Proposed Change of Company Name

The Board of Shine Corporate Ltd (the **Company**) today announces the FY20 Half Year Financial Results for the period ending 31 December 2019, new Board appointments and a proposed change of Company name.

#### FY20 Half Year Financial Results

Measure	31 Dec 19	31 Dec 18	% change to PCP <sup>1</sup>
Total Revenue	\$89.44m	\$86.39m	+3.53%
Net Profit After Tax (NPAT)	\$8.83m	\$2.21m	+299.54%
NPAT (underlying)	\$8.83m	\$7.21m	+22.47%
EBITDAI <sup>2</sup>	\$21.67m	\$19.56m	+10.78%
Gross Operating Cash Flow (GOCF) <sup>3</sup>	\$13.10m	\$6.62m	+97.90%
Interim Dividend per share	1.5 cents	1.25 cents	+20%
EPS <sup>4</sup>	5.08 cents	1.28 cents	+296.88%

The Company today announces the Half Year Financial Results for the six months ending 31 December 2019.

NPAT was \$8.83 million for the half year. NPAT of \$2.21 million in the PCP was impacted by a \$5 million impairment charge taken on the goodwill attributed to the Land Energy and Resources business, as announced on 27 February 2019.

EBITDAI was \$21.67 million for the half year, compared with \$19.56 million in the PCP (an increase of 10.78%).

<sup>1</sup> PCP means Prior Corresponding Period.

<sup>2</sup> EBITDAI means Earnings Before Interest, Tax, Depreciation, Amortisation and Impairment. EBITDAI is not an IFRS measurement and has not been reviewed by the Company's auditors.

<sup>3</sup> Gross Operating Cash Flow or GOCF means net cash provided by operating activities, excluding finance costs and income tax. GOCF is not an IFRS measurement and has not been reviewed by the Company's auditors.

<sup>4</sup> EPS means Earnings Per Share.

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Managing Director & CEO Simon Morrison said, 'We are pleased with improved profitability in the first half of FY20. Revenue increased overall due to growth in our new practice areas, including family law and abuse cases. We continue to explore organic and acquisition growth opportunities. With a major digital marketing campaign conducted during the first half, we are well positioned to grow market share. I am very pleased with the hard work and focus of all the team'.

In November 2019, we welcomed the decision of the Federal Court of Australia in one of Australia's largest product liability class actions, upholding our clients' claims. The class action, which was commenced in 2012, with a trial running from July 2017 until February 2018, was brought by Shine Lawyers Pty Ltd, a wholly-owned subsidiary of the Company, on behalf of the applicants and the group members they represent, who were surgically implanted with, and suffered complications from, defective medical devices (including vaginal mesh and tape implants). The decision paves the way to secure damages for all group members in the coming months.

We are preparing to file an action against the Commonwealth Department of Defence for property losses affecting up to 40,000 residents in six or more Australian locations exposed to toxic firefighting chemicals. In-principle agreement has been reached with the Department to settle the actions brought on behalf of the residents of Oakey, Queensland and Katherine in the Northern Territory, subject to Court approval.

We settled our first claims brought under our innovative new product Claimify - an online platform servicing small Queensland motor vehicle claims. This innovative digital product represents a new way of delivering justice for our clients and we are proud that it is the first of its kind in Australia.

The Directors have reaffirmed the expectation of an increase in the order of 10% in underlying EBITDAI for the full year over the result for FY19.

The Board is pleased to declare an interim dividend of 1.5 cents per share (unfranked), with a record date of 13 March 2020 and a payment date of 27 March 2020.

The FY20 H1 accounts and investor presentation have been lodged with the ASX and can also be found on the Company's website – [www.shinecorporate.com.au](http://www.shinecorporate.com.au)

The Company will conduct an analyst and investor briefing at 10.30am AEST today. To join the briefing, telephone 1800 908 299 or 1800 455 963 (Australia toll free).

### **Board Renewal**

Plans for Board succession and renewal have been addressed in the Company's market announcements during the past 18 months, as a process has been conducted to assess candidates suitable for appointment to the Board. Intentions in this regard have been reflected in the Company's Annual Reports in the past two years and in the Chairman's address for the 2019 annual general meeting.

Following a lengthy and comprehensive process to implement this renewal process, Chairman Tony Bellas is delighted to announce that Teresa Dyson and David Bayes will join the Board as Non-executive Directors with immediate effect.

Mr Bellas also announced that Graham Bradley AM will join the Board as a Non-executive Director on 1 July 2020.

Each of the new Directors will stand for election at Shine's 2020 Annual General Meeting.

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### **Teresa Dyson**

Ms Dyson is an experienced company director, whose career has spanned both the public and private sectors. Ms Dyson has been closely involved in strategic decision making in business and organisational structuring, covering the financial services, transport, energy and resources sectors, as well as infrastructure projects. Ms Dyson is an admitted lawyer and has previously been a partner at a global law firm and professional services firm.

Teresa is currently a Director of Seven West Media Limited (ASX:SWM), Power & Water Corporation (NT), Energy Queensland, Genex Power Limited (ASX:GNX), National Housing Finance & Investment Corporation, Gold Coast Hospital and Health Board, Energy Super and Fare Limited and is a member of the Foreign Investment Review Board and the Takeovers Panel. She is a former Director of UN Women National Committee Australia Ltd and Opera Queensland and a former Chairman of each of the Board of Taxation and the Business Law Section of the Law Council of Australia.

Ms Dyson holds a Masters of Applied Finance from Macquarie University. She graduated with a Bachelor of Laws (Honours), a Bachelor of Arts and Masters of Taxation from the University of Queensland and is a graduate of the Australian Institute of Company Directors.

### **David Bayes**

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

David is a Non-executive Director of the Australian Institute of Company Directors (AICD) and President of the Victoria Council of the AICD.

Mr Bayes has over 35 years' experience in multi-outlet retail business.

### **Graham Bradley AM**

Graham Bradley AM is an experienced company director.

Graham is currently Chairman and non-executive Director of Graincorp Limited (ASX:GNC), HSBC Bank Australia, EnergyAustralia Holdings and Virgin Australia International Holdings. He is also a Director of the Hongkong & Shanghai Banking Corporation Limited, Non-executive Chairman of Infrastructure NSW and a member of the Advisory Council of the Australian School of Business at the University of New South Wales.

Mr Bradley's previous roles include Managing Director of Perpetual Limited, senior roles at Blake Dawson and McKinsey & Company, Director of Stockland Corporation Limited, President of the Business Council of Australia and Deputy President of the Takeovers Panel.

Simon Morrison said 'I am delighted that Teresa, David and Graham have agreed to join the Board. They are highly experienced, supportive of our values and culture and will bring significant skills to the Board in their respective areas of expertise'.

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### Retirement of Carolyn Barker AM

Current Non-executive Director, Carolyn Barker AM, has retired from the Board, effective today.

Carolyn joined Shine Lawyers in 2009 and was appointed to the Board as a non-executive director in 2013 on the listing of the Company on ASX.

Mr Bellas said 'Carolyn has played an integral role in Shine's development to one of Australia's largest listed law firms specialising in plaintiff litigation. Given her previous long term experience as CEO of a number of companies, Carolyn's contribution has included a thorough understanding of executive management and general commercial operations, strategic marketing, people and culture. She has particularly championed embedding innovation in the business and digital initiatives that drive new thinking.

The Board thanks Carolyn for her invaluable contribution to the Company over the past decade.'

### Proposed Change of Company Name

The Board has resolved to seek shareholder approval for a change of the Company's name from 'Shine Corporate Ltd' to 'Shine Justice Ltd'.

The Company will today despatch a Notice of Meeting for a general meeting of shareholders to be held on 30 March 2020 to consider a special resolution for the change of name.

The Company's ASX ticker code will remain SHJ.

The Group has a strong commitment to justice and a values-based culture, with the three core values being:

- always stand up for the little guy;
- dare to be different; and
- ahead of the pack.

The Board believes the name of the Company should be reflective of its philosophy and values and should capture the passion, pride and drive of our people as we work with our clients and others to pursue justice and secure compensation for those who have suffered loss. 'Shine Justice Ltd' has been selected as a manifest representation of the Group's purpose.

The proposed name change is considered a simple but significant step to reflect the qualities which are important to the Group in the Company's name. The proposal is not reflective of a proposed change to the nature of the business, its brands or its previously discussed growth strategy in new and existing markets, but provides a platform to communicate the values of the Group which drive our behaviours, relationships and outcomes.

Attached is a copy of the Notice of Meeting and Proxy Form which will be sent to shareholders.



Approved for release by the Board

Annette O'Hara  
Company Secretary  
Shine Corporate Ltd  
Level 13, 160 Ann Street,  
Brisbane QLD 4000

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### For more information

Simon Morrison, Managing Director & CEO - Shine Corporate Ltd 07 3837 9435  
Ravin Raj, Chief Financial Officer - Shine Corporate Ltd 07 3006 6050



# Shine Corporate Ltd

ACN 162 817 905

## Notice of General Meeting

Monday 30 March 2020  
2.30pm (Brisbane time)  
Level 13  
160 Ann Street  
Brisbane, Queensland

## Part 1: Notice of General Meeting

A General Meeting of the Shareholders of Shine Corporate Ltd will be held at Level 13, 160 Ann Street, Brisbane, Queensland on Monday 30 March 2020 at 2.30pm (Brisbane time).

### Special business

#### **Resolution – Change of Company Name**

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

*That for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, the Company's name be changed from Shine Corporate Ltd to Shine Justice Ltd and that for the purposes of section 136(2) of the Corporations Act and for all other purposes, all references to 'Shine Corporate Ltd' in the Constitution be replaced with references to 'Shine Justice Ltd'.*

*Note: No voting exclusions apply to the Resolution.*

### 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 2.30pm (Brisbane time) on Saturday 28 March 2020 by one of the following methods:

By post:	Shine Corporate Ltd c/- Link Market Services Limited Locked bag A14 Sydney South NSW 1235 Australia
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery (Monday – Friday 9am – 5pm):	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 or 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.

### 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.

### 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 General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (Sydney time) on Saturday 28 March 2020. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.

### By order of the Board of Directors



**Annette O'Hara**  
Company Secretary  
28 February 2020

## Part 2: Explanatory Statement

### 1 Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the General Meeting to be held at Level 13, 160 Ann Street, Brisbane, Queensland on 30 March 2020, commencing at 2.30pm (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 Resolution. This document is important and should be read in conjunction with the Notice.

Capitalised terms are defined in section 4.

### 2 Special business

#### **Resolution – Change of Company name**

The business of the Meeting is to approve a change of name of the Company from 'Shine Corporate Ltd' to 'Shine Justice Ltd'.

The Group has a strong commitment to justice and a values-based culture, with its three core values being:

- always stand up for the little guy;
- dare to be different; and
- ahead of the pack.

The Board believes the name of the Company should be reflective of its philosophy and values and should capture the passion, pride and drive of our people as we work with our clients and others to pursue justice and secure compensation for those who have suffered loss. 'Shine Justice Ltd' has been selected as a manifest representation of the Group's purpose.

The proposed name change is considered a simple but significant step to reflect the qualities which are important to the Group in the Company's name. The proposal is not reflective of a proposed change to the nature of the business, its brands or its previously discussed growth strategy in new and existing markets, but provides a platform to communicate the values of the Group which drive our behaviours, relationships and outcomes.

The Company's ASX ticker code will remain SHJ.

Under section 157 of the Corporations Act, if a company wants to change its name, it must pass a special resolution, which must be supported by at least 75% of the votes cast on the resolution and must lodge a copy of the special resolution, if passed, with ASIC within 14 days after it is passed. The change of name takes effect when ASIC alters the details of the Company's registration.

If the Resolution is passed, the Resolution will also have the effect of updating the Company's name in the Constitution.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.



### 3 Definitions

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


<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>Company or Shine</b>	Shine Corporate Ltd ACN 162 817 905
<b>Constitution</b>	The constitution of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Explanatory Statement</b>	The explanatory statement in Part 2
<b>General Meeting or Meeting</b>	The general meeting of the Shareholders convened pursuant to the Notice for the purpose of considering the business set out in the Notice
<b>Group</b>	The Company and its subsidiaries
<b>Notice</b>	The notice in Part 1 of this document
<b>Resolution</b>	The special resolution proposed in the Notice
<b>Share</b>	A fully paid ordinary share in the Company
<b>Shareholder</b>	A holder of Shares


**LODGE YOUR VOTE**

 **ONLINE**  
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

**STEP 1**

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 General Meeting of the Company to be held at **2.30pm (Brisbane time) on Monday, 30 March 2020 at Level 13, 160 Ann Street, Brisbane, Queensland** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**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\***

1 Change of Company Name

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**STEP 2**

 \* 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).

**STEP 3**

**SHJ PRX2001A**



## 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.

### 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" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](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 **2.30pm (Brisbane time) on Saturday, 28 March 2020**, 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).



#### 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 GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**