

SHINE CORPORATE LTD

ACN 162 817 905

Entitlement Offer information booklet

Fully underwritten 1 for 10 pro rata renounceable entitlement offer at \$1.90 per Share.

Last date for acceptance and payment: 5.00pm (AEST) on 4 July 2014

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Lead Manager and Underwriter



Co-Lead Manager



Legal adviser



IMPORTANT NOTICES

This Information Booklet is dated 12 June 2014. Capitalised terms in this section have the meaning given to them in this Information Booklet.

The Entitlement Offer is being made without a prospectus under section 708AA Corporations Act (as notionally modified by ASIC Class Order 08/35). This Information Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Information Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

Shine may make additional announcements after the date of this Information Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than Shine has authorised or caused the issue of this Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Information Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Shareholders and may not be distributed in the United States and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States.

This Information Booklet is not to be distributed in, and no offer of New Shares is to be made in countries other than Australia, or New Zealand. The distribution of this Information Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia, or New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Shine to lawfully receive your Application Monies.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shine shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by a New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Definitions, currency and time

Defined terms used in this Information Booklet are contained in section 4. All references to currency are to Australian dollars and all references to time are to Australian Eastern Standard Time (AEST), unless otherwise indicated.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares and transferring or selling your Entitlements (whether in whole or in part). Shine considers that it is not appropriate to give advice regarding the tax consequences of subscribing for New Shares or dealing with Entitlements under this Information Booklet or the subsequent disposal of any New Shares. Shine recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

Shine collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Shine.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Shine (directly or through the Share Registry). Shine collects, holds and will use that information to assess your Application. Shine collects your personal information to process and administer your shareholding in Shine and to provide related services to you. Shine may disclose your personal information for purposes related to your shareholding in Shine, including to the Share Registry, Shine's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Shine holds about you. To make a request for access to your personal information held by (or on behalf of) Shine, please contact Shine through the Share Registry.

Governing law

This Information Booklet, the Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the Queensland courts and courts competent to hear appeals from those courts.

No representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Shine or any of its officers.

Past performance

Investors should note that Shine's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) Shine's future performance including Shine's future financial position or share price performance.

Future performance

This Information Booklet contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of Shine and certain plans and objectives of the management of Shine. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Shine, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Shine. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

Risks

Refer to the 'Risk factors' section of the Investor Presentation included in section 2 of this Information Booklet for a summary of general and specific risk factors that may affect Shine.

Chairman's letter

12 June 2014

Dear Shareholder

I am pleased to write to you, as a valued shareholder of Shine Corporate Ltd (**Shine** or **Company**), and offer you the opportunity to participate in Shine's recently announced fully underwritten renounceable entitlement issue of new ordinary shares in Shine (**New Shares**) at an issue price of \$1.90 per New Share (**Entitlement Offer**).

Entitlement Offer

On 12 June 2014, Shine announced its intention to raise approximately \$29.45 million through the Entitlement Offer. This information booklet (**Information Booklet**) relates to the Entitlement Offer.

The proceeds of the Entitlement Offer will be applied principally to fund the upfront cash component of the Company's acquisitions of Stephen Browne Personal Injury Lawyers, a leading plaintiff litigation firm based in Western Australia, and Emanate Legal, a leading legal specialist in land owner access rights based in Queensland (**Acquisitions**). The Acquisitions are part of Shine's strategy to geographically diversify personal injury income and increase the contribution from emerging practice areas. The proceeds will also provide Shine with the flexibility to fund future acquisitions. Further information on the benefits expected to flow from the Acquisitions is detailed in the investor presentation lodged by the Company with ASX Limited (**ASX**) on 12 June 2014 (and included in this Information Booklet in section 2).

Under the Entitlement Offer, eligible shareholders have the opportunity to invest at the price of \$1.90 per New Share, which represents an 8.2% discount to TERP¹ based on closing price of \$2.09 on 11 June 2014.

The number of New Shares you are entitled to subscribe for under the Entitlement Offer (**Entitlement**) is set out in your personalised Entitlement and Acceptance Form that is enclosed in this Information Booklet.

The Entitlement Offer is fully underwritten by Morgans Corporate Ltd (the **Underwriter**).

The Entitlement Offer is renounceable and therefore your Entitlements may be traded on ASX or otherwise transferred if you do not wish to take up some or all of the New Shares to which you are entitled. A market will be established by Shine on ASX to facilitate the trading of Entitlements.

Other information

This Information Booklet contains important information, including:

- the investor presentation referred to above, which was released to ASX on 12 June 2014, and provides information on Shine, the Entitlement Offer and key risks for you to consider;

¹ The theoretical ex-rights price ("TERP") is the theoretical price at which Shine shares would trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Shine shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Shine's closing price of \$2.09 on 11 June 2014.

- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates;
- a personalised Entitlement and Acceptance Form which details your Entitlement, to be completed in accordance with the instructions; and
- instructions on how to take up all or part of your Entitlement via BPAY.

The Entitlement Offer closes at 5.00pm on 4 July 2014

Please read in full the details on how to submit your application, which are set out in this Information

Booklet. For further information regarding the Entitlement Offer, please call 1300 222 378 (within Australia) and +61 1300 222 378 (outside Australia), or visit our website at <http://www.shine.com.au/investors/>.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board of Shine, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely



Tony Bellas
Chairman

Summary of the Entitlement Offer

Entitlement Offer	
Ratio	1 New Share for every 10 existing Shine ordinary shares
Issue Price	\$1.90 per New Share
Size	15,500,000 New Shares
Gross proceeds	\$29.45 million

Key dates

Activity	Date
Announcement of the Entitlement Offer	12 June 2014
Ex date and start of entitlements trading	16 June 2014
Record Date for Entitlement Offer (7.00pm)	18 June 2014
Information Booklet and Entitlement and Acceptance Form despatched	19 June 2014
Entitlement Offer opens	19 June 2014
Entitlements trading ends	27 June 2014
Closing date for acceptances under Entitlement Offer (5.00pm)	4 July 2014
Announcement of results of Entitlement Offer and under-subscriptions	9 July 2014
Settlement of New Shares under the Entitlement Offer	11 July 2014
Allotment of New Shares issued under the Entitlement Offer	11 July 2014
Despatch of holding statements for New Shares issued under the Entitlement Offer	14 July 2014
Normal ASX trading for New Shares issued under the Entitlement Offer commences	14 July 2014

This timetable is indicative only and subject to change. The Directors may vary these dates, with the prior written consent of the Underwriter, subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer any time before the allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

Enquiries

For further, information, telephone 1300 222 378 (inside Australia) and +61 1300 222 378 (outside Australia) between 8.30am and 5.30pm (AEDT). Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser. If you have lost your Entitlement and Acceptance Form and would like a replacement form, you should contact the Share Registry on 1300 222 378 (within Australia) or 1300 222 378 (outside Australia) between 8.30 am and 5.30 pm.

1 Description and effect of the Offer

1.1 Overview

The Entitlement Offer is a renounceable offer of 15,500,000 New Shares at \$1.90 per New Share to raise about \$29.45 million (before direct offer costs including fees paid to the Underwriter and advisers and to providers of specific services to cover share registry, printing and postage costs).

The proceeds of the Entitlement Offer will fund the Company's acquisition of Stephen Browne Personal Injury Lawyers and Emanate Legal, as further detailed in the investor presentation lodged by the Company with ASX on 12 June 2014.

1.2 Entitlement Offer

The Entitlement Offer constitutes an offer to Eligible Shareholders only. The Entitlement Offer will raise approximately \$29.45 million.

Eligible Shareholders who are on Shine's share register on the Record Date are entitled to acquire 1 New Share for every 10 Shares held on the Record Date (**Entitlement**).

Fractional Entitlements will be rounded up to the nearest whole number of New Shares.

The issue price of \$1.90 per New Share represents an 8.2% discount to TERP² based on closing price of \$2.09 on 11 June 2014.

The Entitlement Offer is renounceable and therefore your Entitlements may be traded on ASX or otherwise transferred if you do not wish to take up some or all of the New Shares to which you are entitled. A market will be established by Shine on ASX to facilitate the trading of Entitlements.

An Entitlement and Acceptance Form setting out your Entitlement accompanies this Information Booklet. Eligible Shareholders may subscribe for all or part of their Entitlement.

Eligible Shareholders who do not take up all of their Entitlements will have their percentage shareholding in Shine diluted.

Eligible Shareholders should be aware that an investment in Shine involves risks. The key risks identified by Shine are summarised in the Investor Presentation set out in section 2 of this Information Booklet.

1.3 Entitlement trading

The Entitlement Offer is renounceable, meaning that Eligible Shareholders may sell their Entitlements to third parties if they do not wish to take them up. A market will be established on ASX to facilitate this Entitlements trading.

Entitlements trading commences on ASX on 16 June 2014 and will cease trading at 4.00pm (AEST) on 27 June 2014.

² The theoretical ex-rights price ("TERP") is the theoretical price at which Shine shares would trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Shine shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Shine's closing price of \$2.09 on 11 June 2014.

1.4 Underwriting

Morgans Corporate Ltd is lead manager to the Entitlement Offer and has underwritten the full amount of the Entitlement Offer on the terms set out in the Underwriting Agreement. Customary with these types of arrangements:

- (a) the Underwriting Agreement includes a number of termination events, including:
 - (i) market related termination events, including in the event that the All Ordinaries Index of ASX closes at 10% or more below the level at market close on the Business Day before the Underwriting Agreement was entered into (at any time between the date of the Underwriting Agreement and the day before settlement of the New Shares), or there is a general moratorium on commercial banking activities in Australia, the United States of America or the United Kingdom, or there is a material adverse change or disruption to the political or economic conditions or financial markets of Australia, the United Kingdom, the United States of America or the international financial markets;
 - (ii) a material adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of Shine and its controlled entities; and
 - (iii) changes in law;
 - (iv) where a contract, deed or other agreement which is material to the making of an informed investment decision in relation to the Entitlements is terminated, rescinded, altered or amended without the Underwriter's prior written consent, or found to be void or voidable; and
 - (v) where a new circumstance arises which is materially adverse to investors in Entitlements and which would have been required by the Corporations Act to be included in the Entitlement Offer documents had the new circumstance arisen before the Entitlement Offer documents were given to ASX.
- (b) the Underwriter will receive:
 - (i) an underwriting fee equal to 2.25% of the gross proceeds of the Entitlement Offer (excluding GST); and
 - (ii) a management fee equal to 0.5% of the gross proceeds of the Entitlement Offer (excluding GST);
- (c) the Underwriter is entitled to reimbursement of certain expenses; and
- (d) Shine has agreed to indemnify the Underwriter and others against their losses in connection with the Entitlement Offer.

1.5 Shortfall facility

A shortfall may arise if applications received for New Shares under the Entitlement Offer (including after the sale of Entitlements of Ineligible Shareholders) are less than the number of New Shares offered and the Underwriter or sub-underwriter does not acquire that shortfall under the Underwriting Agreement.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place Shortfall Shares within three months after the Closing Date to either existing or new Shareholders at their discretion. If issued, Shortfall Shares will be issued at a

price not less than the Issue Price of New Shares under the Entitlement Offer. Shareholders will not receive any payment or value for the Entitlements not taken up under the Entitlement Offer that are subsequently taken up as Shortfall Shares.

1.6 Eligibility of Shareholders

The Entitlement Offer is being offered to all Eligible Shareholders.

An Eligible Shareholder is a Shareholder on the Record Date who:

- (a) has a registered address on the Shine share register in Australia or New Zealand or is a Shareholder that Shine has otherwise determined is eligible to participate;
- (b) is not in the United States and is not a person (including nominee or custodian) acting for the account or benefit of a person in the United States; and
- (c) is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

The Entitlement Offer is not being extended to the Ineligible Shareholders because of the small number of those Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

1.7 Nominee for Ineligible Shareholders

Shine has appointed the Nominee, on normal commercial terms, as nominee for the Ineligible Shareholders to arrange for the sale of the Entitlements which would have been offered to them. The Nominee will arrange for proceeds (if any), net of expenses, to be sent proportionally to each Ineligible Shareholder. The Nominee will have the absolute and sole discretion to determine the timing and the price at which the Entitlements may be sold and the manner of any sale. Neither Shine nor the Nominee will be subject to any liability for the failure to sell the Entitlements or to sell them at a particular price.

If, in the reasonable opinion of the Nominee, there is not a viable market for the Entitlements that would have been offered to the Ineligible Shareholders or a surplus over the expenses of sale cannot be obtained for those Entitlements, then the Entitlements will be allowed to lapse and they will form part of the Shortfall Shares.

1.8 Ranking of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with Existing Shares.

1.9 Allotment

Shine will make an application within seven days from the date of this Information Booklet for quotation of the New Shares on ASX. It is expected that allotment of the New Shares under the Entitlement Offer will take place no more than six Business Days after the close of the Entitlement Offer.

Application Monies will be held by Shine on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them before trading the New Shares. The sale by an Applicant of New Shares before receiving their holding statement is at the Applicant's own risk.

1.10 Capital structure

Subject to the rounding up of fractional Entitlements, the capital structure of Shine following the issue of New Shares is expected to be as follows:

Existing Shares on issue as at 12 June 2014 (announcement of the Entitlement Offer)	155,000,000
Approximate new Shares issued under the Entitlement Offer	15,500,000
New Shares to be issued to vendors under Acquisitions	1,900,000
Approximate total number of Shares after the Entitlement Offer	172,400,000

1.11 Effect on Shine's financial position

A pro-forma balance sheet as at 31 December 2013 (assuming the total funds raised under the Entitlement Offer is \$29.45 million) is contained in slide 12 of the investor presentation.

1.12 Broker handling fee

A handling fee of 1.00% of the application amount (plus GST) of New Shares (subject to a maximum handling fee of \$250 (**Broker Handling Fee**) under the Entitlement Offer will be paid by the Underwriter to stockbrokers (being those entities being recognised as full service brokers or non-advisory brokers by ASX) who submit a valid claim for a Broker Handling Fee on successful Applications.

1.13 Information Availability

Eligible Shareholders can obtain a copy of this Information Booklet from the Shine website at www.shine.com.au/investors/ or by calling the Share Registry on 1300 222 378 (within Australia) or +61 1300 222 378 (outside Australia) at any time from 8.30am to 5.30pm (AEST) during the Entitlement Offer period. Persons who access the electronic version of this Information Booklet should ensure that they download and read the entire Information Booklet. The electronic version of this Information Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

2 ASX announcements and investor presentation

12 June, 2014

MEDIA RELEASE

- **Acquisition of two legal firms – Emanate Legal and Stephen Browne Personal Injury Lawyers**
- **Strategically compelling and EPS accretive¹**
- **Upfront cash settlement funded by a 1 for 10 fully underwritten renounceable entitlement offer at \$1.90 to raise \$29.45 million**
- **FY14 EBITDA expected to be towards the lower end of the guidance range of \$34 million to \$37 million, representing growth in excess of 20% on FY13**

Two Strategically Compelling Acquisitions

Shine Corporate Limited (ASX: SHJ) has today announced the acquisition of Emanate Legal, a leading legal specialist in land owner access rights, and Stephen Browne Personal Injury Lawyers, a leading Western Australian plaintiff litigation firm, for consideration of \$27 million to \$35.5million.

Emanate Legal is based in Queensland with offices in Townsville, Roma and Brisbane and is a leading advisor to landowners affected by mine, rail, port and gas developments.

Western Australian based Stephen Browne Personal Injury Lawyers operates in similar practice areas as Shine's personal injury businesses.

Shine's Managing Director, Simon Morrison, said the acquisitions deliver on two core strategic goals – geographical diversification of income from personal injury and increased contribution from emerging practice areas.

"We are delighted to be welcoming the growing businesses of Emanate and Stephen Browne into the Shine Group," said Mr Morrison.

"In addition to meeting our strategic acquisition criteria, the two firms have similar cultures and values to Shine. Aside from their immediate short term positive impact on earnings and cashflow, Emanate and Stephen Browne will contribute further to Shine's future earnings growth as synergies are realised."

Key features of the acquisitions are:

- Total consideration of \$27-35.5 million
- Cash component of \$23.5 million with \$4.4 million deferred
- Scrip component \$3.5 million
- Potential earnout incentives of \$8.5 million
- EPS accretive (post acquisition costs but before synergies)¹

For more on Emanate visit www.emanatelegal.com.au and on Stephen Browne visit www.stephenbrowne.com.au.

1. EPS accretion relative to SHJ analyst consensus estimated EPS of 15.7 cents for FY15

Renounceable Entitlement Offer

The acquisition will be funded via a fully underwritten 1 for 10 renounceable entitlement offer at \$1.90 to raised \$29.45 million. The offer price represents an 8.2% discount to the theoretical ex-rights price (TERP) of \$2.07. Key dates for the entitlement offer are:

Ex date and Rights Trading Commences	Monday 16 June 2014
Record date for Entitlements	Wednesday 18 June 2014
Entitlement offer opens	Thursday 19 June 2014
Rights trading ends	Friday 27 June 2014
Entitlement offer closes	Friday 4 July 2014
Normal trading expected to commence on ASX	Monday 14 July 2014

Note: Dates and times are indicative only and are subject to change

The offer has been fully underwritten by Morgans Corporate Limited.

Trading update

Shine expects to report in excess of 20% EBITDA growth in FY14, which would be towards the lower end of the previously provided guidance range of \$34 to \$37 million.

Key factors that have driven FY14 performance have been improved productivity and a focus on cost efficiencies, offset by increased marketing costs and lower than expected resolution outcomes on some cases.

The FY14 results will be announced on 27 August 2014.

Investor Teleconference Details

10:30am AEST, Thursday 12 June 2014

Australia Toll Free: 1800 908 299

Alt. Australia Toll Free: 1800 059 809

New Zealand Toll Free: 0800 447 258

International Toll: +61 7 3145 4004

For more information please contact:

John George, Head of Investor Relations - Shine Corporate Limited 07 3837 8404

About Shine Corporate Limited

Shine was established in 1976 as a small provincial general practice offering conveyancing, commercial law, family law, litigation and other legal services. In the 1990s, Shine made the strategic decision to focus on personal injuries litigation. Since that time, Shine has enjoyed sustained growth and is now one of Australia's largest damages based plaintiff litigation firms with more than 600 staff in more than 30 offices across Queensland, New South Wales, Victoria and Western Australia. Its branding was further enhanced in 2009 when it formed a relationship with internationally acclaimed environmental advocate Erin Brockovich. For more information visit www.shine.com.au/investors

Acquisitions and Entitlement Offer

Simon Morrison, Managing Director
Craig Thompson, Chief Financial Officer
Shine Corporate Limited
12 June 2014

DISCLAIMER

This presentation has been prepared by Shine Corporate Limited ("Shine"). Information in this presentation is of a general nature and does not purport to be complete nor does it contain all of the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It contains information in a summary form and should be read in conjunction with Shine's other periodic and continuous disclosure announcements to the ASX available at: www.asx.com.au.

An investment in Shine shares is subject to known and unknown risks, many of which are beyond the control of Shine. In considering an investment in Shine shares, investors should have regard to (amongst other things) the risks outlined in this presentation.

Shine has appointed Morgans Corporate Limited ("Morgans") to act as underwriter to the Entitlement Offer. Morgans will receive fees for acting in this capacity. Morgans, its respective related bodies corporate and affiliates may agree to provide, or seek to provide, other financial services and products to parties involved in the Entitlement Offer, including Shine and its shareholders, and may receive fees in connection with any such provision. Neither Morgans, nor the advisers of Shine, have authorised, permitted or caused the issue of this presentation and none of them makes or purports to make any statement in this presentation and there is no statement in this presentation which is based on any statement by any of them.

This presentation contains statements, opinions, projections, forecasts and other material ("forward-looking statements") with respect to the financial condition, results of operations and business of Shine and certain plans and objectives of the management of Shine. Such forward-looking statements involve both known and unknown risks, uncertainties, assumptions and other important factors which are beyond the control of Shine and could cause the actual outcomes to be materially different from the events or results expressed or implied by such statements. Any forward looking statement contained in this document is qualified by this cautionary statement. The past performance of Shine is not a guarantee of future performance. None of Shine, or its officers, employees, agents or any other person named in this presentation makes any representation, assurance or guarantee as to the accuracy or likelihood of fulfilment of any forward-looking statements or any of the outcomes upon which they are based.

The information contained in this presentation does not take into account the investment objectives, financial situation or particular needs of any recipient and is not financial product advice. Before making an investment decision, investors should consider their own needs and situation and, if necessary, seek independent professional advice.

To the maximum extent permitted by law, Shine, Morgans and their respective directors and advisers give no warranty, representation or guarantee as to the accuracy, completeness or reliability of the information contained in this presentation. Further, none of Shine, Morgans and their respective officers, agents or employees accepts, to the extent permitted by law, any liability for any loss, claim, damages, costs or expenses arising from the use of this presentation or its contents or otherwise arising out of, or in connection with it. Any recipient of this presentation should independently satisfy themselves as to the accuracy of all information contained herein.

KEY POINTS

Acquisitions

- Shine is acquiring two legal firms – Emanate Legal and Stephen Browne Personal Injury Lawyers
- Both are strategically compelling and will be EPS accretive in FY15¹
- Total consideration of \$27 million to \$35.5 million (subject to \$8.5 million in potential earn-outs) funded by a combination of cash and scrip

Entitlement Offer

- Upfront cash component being funded by a 1 for 10 fully underwritten renounceable entitlement offer at \$1.90 to raise \$29.45 million
- Offer price represents a 8.2% discount to TERP²

FY14 Guidance Update

- FY14 EBITDA is expected to be towards the lower end of the guidance range of \$34 million to \$37 million, representing growth in excess of 20% on FY13

1. EPS accretion relative to SHJ analyst consensus estimated EPS of 15.7 cents for FY15

2. The theoretical ex-rights price ("TERP") is the theoretical price at which SHJ shares would trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which SHJ shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to SHJ's closing price of \$2.09 on 11 June 2014.

SECTION 1 – OVERVIEW OF ACQUISITIONS

TRANSACTION SUMMARY

Strategically compelling acquisitions, earnings accretive	
Acquisitions consistent with Shine's strategy	<ul style="list-style-type: none"> Shine is acquiring Emanate Legal and Stephen Browne Personal Injury Lawyers for a total consideration of between \$27 million and \$35.5 million subject to earn-outs. The acquisitions are consistent with Shine's strategy to: <ul style="list-style-type: none"> focus on damages based plaintiff litigation widen Shine's geographic footprint continue to grow Emerging Practice Areas Both businesses are a good strategic fit – well known brands with strong reputations
EPS accretive, realisable synergies and benefits	<ul style="list-style-type: none"> The acquisitions will be EPS accretive in FY15¹ after acquisition costs and before synergies Future synergies will be sourced from optimising technology, systems and processes across the businesses and the benefit of balance sheet strength and access to capital Acquisitions are expected to positively impact Shine's cash flow cycle times
Funding	<ul style="list-style-type: none"> Upfront cash component of the acquisitions will be funded through an underwritten 1 for 10 Renounceable Entitlement Offer at \$1.90 per share to raise \$29.45 million The offer price reflects an 8.2% discount to TERP² based on closing price of \$2.09 on 11 June 2014 Shine has the flexibility to fund the deferred cash consideration and earn-outs through cash or debt After the raise, Shine's balance sheet raise will have flexibility to fund future acquisitions

1. EPS accretion relative to SHJ analyst consensus estimated EPS of 15.7 cents for FY15

2. The theoretical ex-rights price ("TERP") is the theoretical price at which SHJ shares would trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which SHJ shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to SHJ's closing price of \$2.09 on 11 June 2014



EMANATE LEGAL EXPANDING EMERGING PRACTICE AREAS

Emanate Legal

- Legal specialist in land owner access rights
- A leading adviser to private landowners affected by mine, rail, port and gas developments
- Offices in Townsville, Roma, and Brisbane, Queensland
- www.emanatelegal.com.au

Strategic Rationale

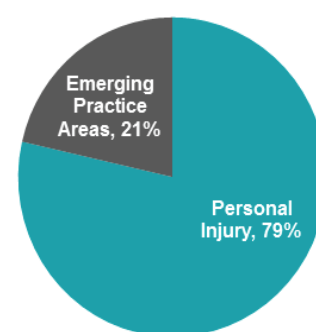
- Expands Emerging Practice Areas with strategic goal to increase non-PI to 25% of revenue
- Positive impact on cash flow cycle times and margins

Post Acquisition

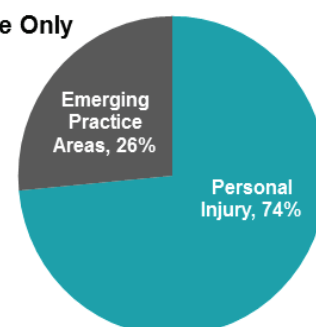
- Emanate Legal branding will be maintained for immediate future
- Founder and senior team remain in business
- Earn-outs in place linked to future financial performance

Indicative Revenue: PI to Emerging

Existing Shine



Adding Emanate Only



STEPHEN BROWNE PERSONAL INJURY LAWYERS EXPANDING IN WESTERN AUSTRALIA

Stephen Browne Personal Injury Lawyers

- Western Australian firm operating in similar legal practice areas as Shine's personal injury businesses
- Established in 1983 and now a leader in WA personal injury
- Developed a strong brand which has underpinned its growth
- www.stephenbrowne.com.au

Strategic Rationale

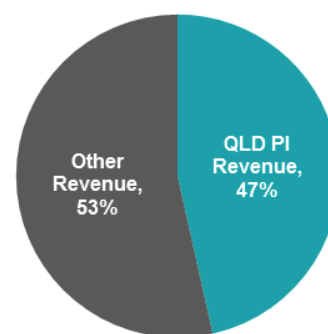
- Increases geographic diversification through strengthened footprint in Western Australia
- Provides platform for future growth in the state
- As with most PI firms, a good portion of the acquisition base price is covered by WIP and unbilled disbursements

Post Acquisition

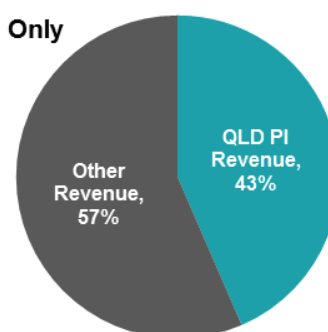
- Stephen Browne Personal Injury Lawyers branding will be maintained for immediate future
- The Founder, his fellow partner and senior management team remain in the business
- Earn-outs in place linked to future financial performance

Indicative Revenue: QLD PI to Other Revenue

Existing Shine



Adding Browne Only



STRATEGIC RATIONALE

Alignment with Shine's Strategic Growth Plan

- Both acquisitions are consistent with Shine's strategy to:
 - continue focus on damages based plaintiff litigation
 - widen its geographic footprint
 - grow the Emerging Practice Areas
- Both businesses are a good strategic fit:
 - well known brands with strong reputations
- Both firms are market leaders in their fields
 - Emanate Legal - a leading advisor in land access rights
 - Stephen Browne - a leading plaintiff litigation practice in WA
- Acquisitions will realise future synergies:
 - optimising technology, systems and processes across the business
 - benefit from balance sheet strength and access to capital
- Acquisition EBITDA multiples between 4x to 5x, in line with valuation discipline
- EPS accretive in FY15¹
- Acquisitions are expected to positively impact Shine's cash flow cycle times

Total Consideration¹	\$27.0 million to \$35.5 million
Cash Component²	\$23.5 million
Scrip Component	\$3.5 million
Potential Earn-Outs³	\$8.5 million

1. Subject to settlement adjustments and final accounting treatment
2. \$4.4 million cash settlement deferred – \$2.2 million payable in July 2015 and \$2.2 million payable in July 2016
3. Earn-out payments linked to earnings, WIP and business pipeline growth

1. EPS accretion relative to SHJ analyst consensus estimated EPS of 15.7 cents for FY15



ACQUISITION STRATEGY

Acquisition Pipeline

- Following the equity raising, Shine's balance sheet will be positioned for further acquisitions
- In particular, Shine is negotiating another acquisition for which a further equity raise would not be required

Acquisition Criteria

- Aligns with strategy
- Culture alignment
- Good profitability with reasonable cash conversion
- Room to improve current performance
- Integration and execution risks are manageable
- Purchase price within valuation discipline
- Funding that results in good EPS accretion

Year	Acquisition	State
1978	Beirne & Noel	QLD
1983	R P Beirne	QLD
1984	Leslie L Ross	QLD
1990	Murdoch Phillips and McVeigh (merger)	QLD
2001	Lindsay Duffy Lawyers	QLD
2003	Adams and Associates	QLD
2004	Cooke & Hutchinson (PI only)	QLD
2005	Vince Morrin and Associates	QLD
2007	Keith Scott & Associates	QLD
2008	Workforce Legal (50% balance)	VIC
2009	VA Law	VIC
	Law Essentials (PI only)	QLD
2010	Somerville and Co (PI only)	NSW
	AB Law	QLD
2012	Palmieri Law Firm	NSW
	Walker Legal	NSW
	AK Compensation Lawyers	QLD
	Cleary & Lee	QLD
	Shannon Donaldson Province Lawyers	QLD
	Ron Kramer Associates RKA Lawyers	NSW
	Eugene Lepore & Associates	NSW



SECTION 2 – FINANCIAL IMPACT AND TRADING UPDATE



EARNINGS IMPACT AND TRADING UPDATE

Impact of Acquisitions

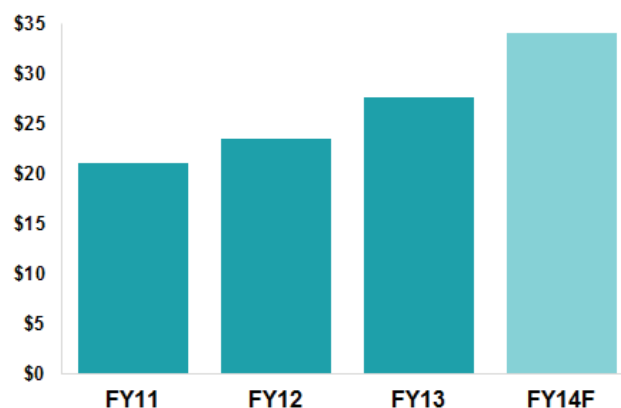
- Acquisitions are expected to be immediately EPS accretive¹
- EPS accretion is post acquisition costs but before synergies which are expected to be realised over time
- Acquisitions will contribution to earnings from 1 July 2014

Trading Update

- FY14 EBITDA expected to be toward the lower end of the guidance range of \$34 million to \$37 million, representing growth in excess of 20% on FY13
- Key factors that have driven FY14 performance have been improved productivity and a focus on cost efficiencies, offset by increased marketing costs and lower than expected resolution outcomes on some cases
- FY14 results are scheduled for release on 27 August

1. EPS accretion relative to SHJ analyst consensus estimated EPS of 15.7 cents for FY15

EBITDA (\$m)



PRO FORMA BALANCE SHEET

	As at 31-Dec-13 (\$m)	Pro forma* as at 31-Dec-13 (\$m)
Cash	5.3	13.4
Work in progress	135.6	143.4
Unbilled disbursements	35.8	38.2
Intangibles	8.9	32.7
Other assets	13.9	13.9
Total assets	199.5	241.6
Borrowings	18.3	18.3
Deferred tax liabilities	41.7	41.7
Other liabilities	27.7	38.1
Total liabilities	87.7	98.1
Net assets	111.8	143.5
Net debt	13.0	4.9
Net debt/equity	11.6%	3.4%

Flexible capital structure

- Pro forma gearing changes from 11.6% to 3.4% post acquisitions and capital raising
- Balance sheet capacity to fund deferred payments and earn outs
- Flexibility to fund future acquisitions

* Pro forma reflects the acquisitions and capital raising. Actual balance sheet impacts are subject to settlement adjustments and final accounting treatment



SECTION 3 - FUNDING OF ACQUISITIONS



ENTITLEMENT OFFER DETAILS

Fully Underwritten Renounceable Entitlement Offer

Entitlement Offer Ratio	1 for 10
Amount To Be Raised	\$29.45 million

Capital Structure

Current Issued Capital	155,000,000 shares
New Shares to be Issued	15,500,000 shares
Shares to be Issued to Vendors	1,900,000 shares
Post Entitlement Offer Capital Structure	172,400,000 shares

Offer Price Metrics

Offer Price	\$1.90
TERP*	\$2.07
Offer Price discount to TERP	8.2%

*The theoretical ex-rights price ("TERP") is the theoretical price at which SHJ shares should trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which SHJ shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to SHJ's close price of \$2.09 on 11 June 2014.



ACQUISITIONS AND OFFER TIMETABLE

Announcement of Acquisition and Entitlement Offer	12 June 2014
Ex-date and Rights trading commences	16 June 2014
Record Date for Entitlement Offer	18 June 2014
Entitlement Offer opens and Offer Documents sent to Eligible Shareholders	19 June 2014
Rights trading ends	27 June 2014
Entitlement Offer closes	4 July 2014
ASX notified of shortfall	9 July 2014
Allotment of New Shares	11 July 2014
Despatch of Holding Statements	14 July 2014
Normal trading expected to commence	14 July 2014

Note: Dates are indicative only and are subject to change

APPENDICES

RISKS AND MITIGATION

Acquisition risks

Failure to meet pre-acquisition estimates

There is a risk that both of the Emanate Legal and Stephen Browne Personal Injury Lawyers (Acquired Firms) may not perform according to current expectations. This could be for a variety of reasons. In particular, the Acquired Firms are dependent on certain key personnel to attract and maintain clients. The departure of any of those personnel, or a change in their motivation to drive business development may mean that the Acquired Firms are less financially successful than anticipated. Emanate Legal are also to some degree dependent on continued development in the Galilee Basin and Surat Basin for future work. Any event, such as legislative change, that limits the need for, or extent to which lawyers are in land access arrangements could materially affect the performance of that practice.

Integration

The success of the acquisitions is reliant on Shine being able to manage the integration of Acquired Firms. The integration process could be more expensive or time consuming than anticipated by Shine, for example, as a result of issues with staff retention, increased management time on the Acquired Firms generally or the existence of certain liabilities that Shine was not aware at the time it entered into the acquisition agreements. The integration process may be particularly difficult in relation to Stephen Browne Personal Injury, as the practice is located in Western Australia, a jurisdiction in which Shine has had limited experience.

Specific risks to Shine

Conflicts of duty

Shine has a paramount duty to the court, first, and then to its clients. Those duties prevail over Shine's duty to Shareholders. There may be instances where Shine and its lawyers, in exercising their duties to the court or to the client (or both), act other than in the best interests of Shareholders. An example is in settlement negotiations where Shine's duty to its client would be favoured over any short term cash flow or funding needs of Shine's business.



RISKS AND MITIGATION

Specific risks to Shine (continued)

Regulatory environment

Shine is subject to significant regulatory and legal oversight, in respect to both the conduct of individual legal practitioners employed by Shine and the areas of law in which Shine practises. Shine's business operations could be adversely affected by actions of State, Territory and Commonwealth governments. If a legal practitioner employed by Shine commits unsatisfactory professional conduct or professional misconduct, there is the potential for the relevant regulator to take disciplinary action against the individual, Shine's legal practitioner directors and Shine itself. Changes in government legislation, guidelines and regulations Shine's areas of practise, such as decreases in the maximum amount of legal fees which can be recovered or the amount of damages its clients can claim, could also adversely affect Shine.

WIP Recoverability

The majority of Shine's revenue (like most legal practices) is derived from hourly rates that fee-earning staff members record on files. The time recorded is known as WIP. For a variety of reasons, including if a case is ultimately unsuccessful or if legislation limits the amount Shine may recover on a successful case, the recoverability of WIP is a key risk to realising revenue for Shine. Although Shine has taken actions to assist in the recoverability of its WIP, and periodically makes provisions for unrecoverable WIP, it is a difficult measure to predict with certainty.

Case management systems

Shine is reliant on its customised case management systems. Given the importance of Shine's systems in managing its business processes, any unavailability of those systems, or delays, cost overruns or integration issues with new systems could have an adverse effect on Shine's operations and profitability.

Personnel

Shine depends on the talent and experience of its people. In particular, Shine's growth is reliant on attracting and retaining professional fee-earning staff. Should any of its key people or a significant number of the other people leave Shine, particularly to work for a competitor, this may have an adverse effect on Shine. It may be difficult to replace key personnel, or to do so in a timely manner or at comparable expense.



RISKS AND MITIGATION

Specific risks to Shine (continued)

Professional liability and uninsured risks

The provision of legal advice by Shine gives rise to the risk of potential liability for negligence or other similar client claims. Any such claims may cause financial and reputational damage to Shine. Although Shine maintains professional liability insurance to mitigate the financial risk, Shine's profitability may be adversely affected in the event that the insurance does not cover a potential claim the claim exceeds the coverage available or the deductible on numerous claims in a period is material.

Brand and reputational risk

The reputation and branding of Shine is an important factor in its success. Anything that diminishes Shine's reputation or brand would likely be adverse to Shine's revenue, profitability and growth. The actions of Shine's employees, including breaches of the regulations to which Shine is subject or negligence in the provision of legal advice, may damage the Shine brand. As Shine has alliances with high profile individuals, such as Erin Brockovich, any harm to the reputation of such individuals may also negatively impact Shine.

Concentration of ownership

Simon Morrison and Stephen Roche (Founders) are expected to hold no less than 58.4% of the issued shares in Shine immediately following the issue of shares under this Offer. Accordingly, the Founders will continue to be in a position to exert significant influence over the outcome of matters relating to Shine, including the election of Directors and the consideration of material Board decisions. Although the interests of Shine, the Founders and other Shareholders are likely to be consistent in most cases, there may be instances where their respective interests diverge.

General risks

Other than the specific risks identified above, the price at which Shine shares trade on the ASX may be determined by a range of factors, including inflation, interest rates and exchange rates, changes to government policy, legislation or regulation, the nature of competition in the legal market in which Shine operates, inclusion or removal from major market indices and other general operational and business risks. The market for Shine shares may also be affected by a wide variety of events and factors, including variations in Shine's operating results, recommendations by securities analysts, and the operating and trading price performance of other comparable listed entities. Some of these factors could affect Shine's share price regardless of Shine's underlying operating performance.



Thank you

Simon Morrison, Managing Director
Craig Thompson, Chief Financial Officer
Shine Corporate Limited

3 How to apply

3.1 Shareholder's choices

The number of New Shares to which Eligible Shareholders are entitled under the Entitlement Offer (i.e. their Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Shareholders may:

- (a) take up their Entitlement in full (refer to section 3.2);
- (b) take up part of their Entitlement, in which case the balance of the Entitlement lapses (refer to section 3.3);
- (c) sell their Entitlement on ASX (refer to section 3.4);
- (d) transfer their Entitlement other than on-market via ASX (refer to section 3.5); or
- (e) allow their Entitlement to lapse (refer to section 3.6).

Ineligible Shareholders may not take up any of their Entitlements.

Shine reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is **5.00pm (AEST) on 4 July 2014** (however, that date may be varied by Shine, in accordance with the Listing Rules and the Underwriting Agreement).

3.2 Taking up all of your Entitlement

If you wish to take up your Entitlement in full, follow the instructions set out in the Entitlement and Acceptance Form.

Please return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with section 3.8 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than **5.00pm (AEST) on 4 July 2014** at the address set out below:

Mailing Address

Shine Corporate Ltd
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Hand Delivery

Shine Corporate Ltd
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

You may also take up all of your Entitlement by payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPAY, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than **5.00pm (AEST) on 4 July 2014**.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the closing date of the offer. If you wish to advise or change

your banking instructions with the Share Registry you may do so by going to <https://investorcentre.linkmarketservices.com.au/Login/Login> and following the instructions.

3.3 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement and sell the balance on ASX, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the other steps required under section 3.2.

You may arrange for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form. If payment is made through BPAY and Shine receives an amount that is less than the Issue Price multiplied by your Entitlement (**Reduced Amount**), your payment may be treated as an application for as many New Shares as your Reduced Amount will pay for in full.

3.4 Sale of your Entitlements on ASX

If you wish to sell your Entitlements on ASX, follow the instructions set out on the reverse of your Entitlement and Acceptance Form under the section marked 'Sale of your Rights in full by your Stockbroker/Agent'.

Entitlements trading commences on 16 June 2014. You must deal with that part of your Entitlement which you do not wish to accept **by no later than 4.00pm (AEST) on 27 June 2014**.

3.5 Transfer of Entitlements other than on-market via ASX

If you wish to transfer all or part of your Entitlements to another person or party other than on-market using ASX, then you must forward the following:

- (a) completed standard renunciation form (obtainable from your stockbroker or the Share Registry);
- (b) Entitlement and Acceptance Form completed by the transferee; and
- (c) transferee's cheque for the amount due in respect of the New Shares made payable to '**Shine Corporate Ltd – Entitlement Issue**' and crossed 'not negotiable',

to the Share Registry by not later than 4.00pm (AEST) on 27 June 2014 at:

Mailing Address

Shine Corporate Ltd
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Hand Delivery

Shine Corporate Ltd
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

IMPORTANT: If you do not accept or sell your Entitlements in accordance with the instructions set out above, any Entitlements not accepted or sold will form part of the Shortfall Shares.

3.6 Allow your Entitlement to lapse

If you do not wish to accept all or any part of your Entitlement, and do not intend to sell or transfer your Entitlement, do not take any further action and that part of your Entitlement will lapse.

3.7 Consequences of not accepting your Entitlement

If you do not accept all of your Entitlement in accordance with the instructions set out above, any New Shares that you would have otherwise been entitled to under the Entitlement Offer (or New Shares that relate to the portion of your Entitlement that has not been accepted) may be acquired by the Underwriter or sub-underwriters.

3.8 Payment

The consideration for the New Shares is payable in full on application by a payment of \$1.90 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**Shine Corporate Ltd – Entitlement Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Shareholders must not forward cash by mail. Receipts for payment will not be issued.

3.9 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY, constitutes a binding offer to acquire New Shares on the terms of this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies or making a payment by BPAY, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (b) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended, or under the laws of any other jurisdiction outside Australia or New Zealand; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

3.10 Brokerage and Stamp Duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer.

3.11 Notice to Nominees and Custodians

Nominees and custodians may not distribute any part of this Information Booklet or any Entitlement and Acceptance Form in any country outside Australia, except to beneficial holders of Shares in New Zealand as well as any other country to the extent Shine may determine it is lawful and practical to make the Entitlement Offer.

4 Definitions

These definitions are provided to assist the understanding some of the expressions used in this Information Booklet.

Term	Definition
\$	means Australian dollars.
AEST	means Australian Eastern Standard Time.
Applicant	means an Eligible Shareholder who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or has arranged for payment through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application	means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Business Day	means a business day as defined in the Listing Rules.
Closing Date	means 4 July 2014, the day the Entitlement Offer closes, or any other date that the Directors in their absolute discretion determine, subject to the Listing Rules.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of Shine.
Eligible Shareholder	means a Shareholder as at the Record Date who is not an Ineligible Shareholder.
Emanate Legal	means Emanate Legal Services Pty Ltd ACN 169 229 752.
Entitlement	means the right to subscribe for New Shares under the Entitlement Offer.
Entitlement and Acceptance Form	means the Entitlement and Acceptance Form accompanying this Information Booklet.
Entitlement Offer	means the pro rata renounceable offer to Eligible Shareholders to subscribe for 1 New Share for every 10 Shares of which the Shareholder is the registered holder on the Record Date, at the Issue Price under this Information Booklet.
Existing Shares	means the Shares already on issue in Shine as at the

Term	Definition
	Record Date.
Ineligible Shareholder	means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand, or any other jurisdiction that Shine and the Underwriter agree to which Listing Rule 7.7.1(a) applies.
Information Booklet	means this document.
Investor Presentation	means the presentation to investors, in section 2 of this Information Booklet.
Issue Price	means \$1.90 per New Share.
Listing Rules	means the official listing rules of ASX.
New Shares	means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the shortfall from the Entitlement Offer issued to the Underwriter or sub-underwriter.
Nominee	means Berne No 132 Nominees Pty Ltd ACN 010 413 591 (being a related entity of Morgans Corporate Limited ACN 010 539 607).
Record Date	means 7.00pm (AEDT) on 18 June 2014.
Shareholders	mean holders of Shares.
Shares	means fully paid ordinary shares in the capital of Shine.
Share Registry	means Link Market Services Limited ACN 083 214 537.
Shine or Company	means Shine Corporate Ltd ACN 162 817 905.
Shortfall Shares	means those New Shares not taken up by Eligible Shareholders under the Entitlement Offer, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled.
Stephen Browne Personal Injury Lawyers	means SJ Brown & AJ Klein trading as Stephen Browne Personal Injury Lawyers ABN 55 380 124 745.
Underwriter	means Morgans Corporate Ltd ABN 32 010 539 607.
Underwriting Agreement	means the underwriting agreement dated 12 June 2014 between Shine and the Underwriter.

5 Corporate information

Company

Shine Corporate Ltd
ACN 162 817 905
Level 6, 30 Makerston Street
Brisbane QLD 4000
Tel: 07 3837 9431
www.shine.com.au

Co-Lead Manager

Bell Potter Securities Limited
Level 38, Aurora Place,
88 Phillip Street
SYDNEY NSW 2000

Lead Manager and Underwriter

Morgans Corporate Ltd
ABN 32 010 539 607
Level 29 Riverside Centre
123 Eagle Street
Brisbane Qld 4000

Lawyers

McCullough Robertson Lawyers
Level 11, 66 Eagle Street
BRISBANE QLD 4000
Tel: 07 3233 8888
www.mccullough.com.au

Directors

Tony Bellas	Chairman
Simon Morrison	Managing Director
Stephen Roche	Executive Director
Carolyn Barker AM	Non-Executive Director
Greg Moynihan	Non-Executive Director

Company Secretary

John George
Craig Thompson

Principal Share Register

Link Market Services Limited
Level 15
324 Queen Street
Brisbane QLD 4000
Phone: +61 1300 554 474
www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Subregister:

**Number of Eligible Shares held as
at the Record Date, 7:00pm (AEST)
on 18 June 2014:**

**Entitlement to New Shares
(on a 1 New Share for 10 basis):**

**Amount payable on full acceptance
at A\$1.90 per Share:**

Offer Closes 5.00pm (AEST):	4 July 2014
--	--------------------

ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 10 Existing Shares that you hold on the Record Date, at an Offer Price of A\$1.90 per New Share. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

IMPORTANT: The Offer is being made under the information booklet dated 12 June 2014 (**Information Booklet**). The Information Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Information Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Information Booklet. Capitalised terms in this Entitlement and Acceptance Form has the same meaning when used in the Information Booklet.

If you do not have a paper copy of the Information Booklet, you can obtain a paper copy at no charge, by calling the Shine Corporate Limited Offer Information Line on 1300 222 378 (within Australia) or +61 1300 222 378 (from outside Australia).

PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement, you have two payment options detailed below.

OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the Acceptance Slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5.00pm (AEST) on 4 July 2014. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Entitlement and Acceptance Form for the number of New Shares subject of your application payment.

OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip below with your Application Monies. No signature is required on the Acceptance Slip. The Acceptance Slip with your Application Monies must be received by the Registry before 5.00pm (AEST) on 4 July 2014.



Billers Code: 282343
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

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See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form. If you do not take up or sell your Entitlement, you may not receive any value for it. It is important that you decide whether to accept or sell your Entitlement in accordance with the Information Booklet.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



Please detach and enclose with payment
Acceptance Slip

SRN/HIN:

Entitlement Number:



A Number of New Shares accepted (being not more than your Entitlement shown above)

B Payment amount
(Multiply the number in section A by A\$1.90)

A\$

C PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Shine Corporate Limited” and crossed “Not Negotiable”.

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

A\$

D CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name

SHINE CORPORATE LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Information Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Information Booklet and that you acknowledge the matters, and make the warranties and representations; and
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Shine Corporate Limited.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$1.90. The number of New Shares must be equal or less than your Entitlement which is set out overleaf.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Payment Amount

Enter into section B the total amount payable by you. To calculate the total amount multiply the number in section A by A\$1.90.

C. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section C. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Shine Corporate Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Shine Corporate Limited may treat you as applying for as many New Shares as your cheque, bank draft or money order will pay for.

D. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. SALE OF YOUR ENTITLEMENT IN FULL OR IN PART BY YOUR STOCKBROKER AND ACCEPTANCE OF THE BALANCE

If you wish to sell all of your Entitlement through your stockbroker or if you wish to sell part of your Entitlement through your stockbroker and accept the balance you should contact your stockbroker and provide details as requested which appear overleaf.

You should complete the "Instructions to your stockbroker" panel below and forward this Entitlement and Acceptance Form to your stockbroker.

Instructions to your stockbroker

I/We have accepted	<input type="text"/>
	New Shares as per reverse side
And attach a cheque/bank draft for	A\$ <input type="text"/>
	being acceptance monies at A\$1.90 per New Share
I/We wish to sell	<input type="text"/>
	Rights to Ordinary Shares

4. DISPOSAL OF YOUR ENTITLEMENT OTHER THAN THROUGH A STOCKBROKER

A renunciation form must be used for all other transactions. These forms may be obtained from the Shine Corporate Limited Registry or your stockbroker.

5. OVERSEAS SHAREHOLDERS

The Information Booklet and Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of Australia or New Zealand or to any person to whom it would not be lawful to issue the Information Booklet. By applying for New Shares under this Entitlement and Acceptance Form or by accepting this offer, you represent and warrant that applying for New Shares does not breach any law in any relevant overseas jurisdiction.

6. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Information Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Shine Corporate Limited
C/- Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Hand Delivery

Shine Corporate Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (AEST) on 4 July 2014. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Shine Corporate Limited reserves the right not to process any Acceptance Slips and cheques received after 5:00pm (AEST) on 4 July 2014.

If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Shine Corporate Limited Offer Information Line on 1300 222 378 (within Australia) or +61 1300 222 378 (from outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday.