

15 January 2016

Belinda Mai  
Adviser, Listings  
ASX Compliance Pty Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Belinda

We refer to your letter dated 14 January 2016 and to the following documents lodged by Shine Corporate Ltd:

- Appendix 3Y Change of Director's Interest Notice lodged on 13 January 2016; and
- Appendix 3Z Final Director's Interest Notice lodged on 14 January 2016.

We respond to each of the questions raised in your letter below.

**1. Please explain why the Appendices were lodged late?**

Ms Carolyn Jane Barker notified the company of her share acquisition on 3 September 2015, however, an Appendix 3Y Change of Director's Interest Notice was not lodged due to an administrative oversight.

Upon identifying the above oversight, an internal review was conducted which identified that while an announcement was lodged on 4 September 2015 in relation to the resignation of Mr Stephen Francis Roche, an Appendix 3Z Final Director's Interest Notice in the prescribed format had not yet been lodged.

**2. What arrangements does the Entity have in place to under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

We maintain a register of director's interests, including shareholdings, which is reviewed at each board meeting. Directors also notify the Company Secretary of any notifiable interests acquired or divested between board meetings.

In addition to the above, our share registry service provider monitors the shareholdings of nominated individuals and entities. This includes our directors and those entities in which they hold shares or for which they are officers or trustees. Our share registry service provider notifies us of a change in shareholding by any of the above.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?**

Not applicable.

Please let us know if you require any further information in relation to this matter.

Yours sincerely



Daniel Wilkie  
CFO & Company Secretary



Vicki Clarkson  
General Counsel & Company Secretary



14 January 2016

Ms Vicki Clarkson  
Level 12, 160 Ann Street  
Brisbane QLD 4000

By email: [vclarkson@shine.com.au](mailto:vclarkson@shine.com.au)

Dear Ms Clarkson,

**Shine Corporate Ltd (the "Entity"): Appendix 3Y – Change of Director's Interest Notice**

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on 13 January 2016 for Carolyn Jane Barker (the "Director Notice");
2. Listing rule 3.19A which requires an entity to tell ASX the following:
  - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
    - On the date that the entity is admitted to the official list.
    - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
  - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs
  - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y indicate that a change in Director's notifiable interest occurred on 3 September 2015. It appears that the Director's Notice should have been lodged with ASX by 10 September 2015. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [belinda.mai@asx.com.au](mailto:belinda.mai@asx.com.au) or by facsimile on facsimile number (02) 9227 0469. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Monday, 18 January 2016.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.



If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Belinda Mai', written in a cursive style.

Belinda Mai  
**Adviser, Listings**

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