



7 October 2011

Dear Shareholder,

Notice of 2011 Annual General Meeting

Details of the 2011 Annual General Meeting of Engenco Limited are as follows:

Date and Time: Wednesday, 9 November 2011 at 2:00pm (Melbourne time)

Registration: 1:30 pm (Melbourne time)

Venue: Blenheim Boardroom
Stamford Plaza Melbourne
111 Little Collins Street
Melbourne, Victoria

Proxy Forms

If you are attending the Annual General Meeting and have not lodged a Proxy Form, please bring the blank Proxy Form with you to assist with registration.

If you are not attending the Annual General Meeting you can lodge a completed Proxy Form by returning it to our Share Registry in the enclosed envelope or by facsimile. Please be aware that Proxy Forms need to be received by the Share Registry no later than 2:00 pm (Melbourne time) on 7 November 2011. Further details on completion of your Proxy Form can be found on the reverse side of the Proxy Form.

Annual Report

Engenco Limited has adopted regulations that enable the Company to no longer distribute a hard copy Annual Report, unless a Shareholder has elected to receive a hard copy.

In accordance with the Corporations Act, the Company advises that a copy of the Annual Report for the year ended 30 June 2011 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Reports.



Notice of Annual General Meeting (Continued)

Agenda

Annual Financial Statements, Directors' Report and Auditors' Report

To receive and consider the Annual Financial Statements, Directors' Report and Auditors' Report for the financial year ended 30 June 2011.

Ordinary Business

Item 1 Adoption of the Remuneration Report (non-binding resolution)

"To adopt the remuneration report (contained in the Directors' Report) for the year ended 30 June 2011."

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors of the Company.

Item 2 Re-Election of Directors

2 (a) To propose and, if thought fit, to pass the following as an ordinary resolution:

"That Mr. Ross Dunning, who was appointed by the Directors during the year as an additional Director and who holds office until this meeting in accordance with the Company's Constitution, being eligible for re-election, be re-elected as a Director of the Company".

2 (b) To propose and, if thought fit, to pass the following as an ordinary resolution:

"That Mr. Donald Hector, being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Item 3 Consolidation of Share Capital

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

"That for the purposes of section 254H of the Corporations Act, ASX Listing Rule 7.20, ASX Listing Rule 7.22 and for all other purposes, the issued capital of the Company be consolidated on the basis that every ten shares be consolidated into one share, and where this consolidation results in a fraction of a share being held by a Shareholder, the Directors of the Company be authorised to round that fraction up to the nearest whole share in accordance with the Constitution of the Company, with the consolidation to take effect on 11 November 2011."



Notice of Annual General Meeting (Continued)

Voting Entitlements

For the purpose of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 4:00 pm on the 7 November 2011 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By order of the Board,

A handwritten signature in black ink that reads "Gary Jean". The signature is written in a cursive, slightly slanted style.

Gary Jean

Company Secretary

Enclosures: 1. Information Sheet
 2. Proxy Form
 3. Reply paid envelope

Engenco Limited 2011 Notice of Annual General Meeting - Information Sheet

Explanatory Notes

Receive and consider the financial and other reports

This item does not require voting by Shareholders. It is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance and management of the Company.

Ordinary Business

Item 1 – Adoption of the Remuneration Report for the year ended 30 June 2011 (Non-binding Resolution)

The Corporations Act requires that the Remuneration Report be presented to the Shareholders of the Company for consideration and adoption.

The Directors' Report contains within it, a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will also be given a reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Item 2 - Re-election of Directors (Ordinary Resolution)

(a) Mr. Ross Dunning AC

Non-executive Director since November 2010.

Mr Dunning, age 69, has extensive exposure to the rail industry having served as the Commissioner for Railways in Queensland, President of the Australian Railways Association and Managing Director of Evans Deakin Industries Limited (the predecessor to the ASX listed company, Downer EDI Limited). Ross has been awarded the Companion of the Order of Australia and has held non-executive positions with a number of ASX

listed companies including Toll Holdings Limited, Downer EDI Limited, Government owned corporations in Queensland and New South Wales and on unlisted public companies. Ross currently serves as a Director of Queensland Energy Resources Limited and as Chairman of Port of Townsville Limited.

(b) Mr. Donald Hector

Non-executive Director since November 2006.

Mr Hector, age 61, has 17 years' experience in senior executive management and CEO positions with industrial companies. He was Managing Director of Dow Corning Australia Pty Ltd, the Australian subsidiary of Dow Corning Corporation and was Managing Director of Asia Pacific Speciality Chemicals Ltd, an ASX-listed chemical company. Don is a Non-Executive Chairman of SEMF Pty Ltd, a multidisciplinary engineering consulting firm. He is also on the board of Engineering Sydney at the University of Sydney and is a Council member of one of Sydney's leading independent schools. Don served as Non-Executive Chairman of the Company until 21 July 2010.

Item 3 - Consolidation of Share Capital (Ordinary Resolution)

Background

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number. ASX Listing Rule 7.20 provides that if any entity proposes to reorganise its capital, it must advise shareholders of certain matters. These matters are set out in these Explanatory Notes.

On 1 July 2010 the Company had approximately 266 million shares on issue. Following the completion of the capital raisings undertaken during the last financial year, the Company currently has approximately 1,242 million shares on issue. This large number of shares imposes a number of disadvantages upon the Company, including:

Engenco Limited 2011 Notice of Annual General Meeting - Information Sheet (continued)

- Negative perceptions associated with a low share price and earnings per share which are a fraction of a cent;
- Precluding investment from institutional investors who may be limited by their charters or mandates from investing in stocks with low share prices;
- Additional share price volatility arising from the fact the minimum share price movement permitted by the ASX (0.5 cents for shares trading at 10 cents or above) represents a higher proportion of the Company's share price than it would if the Company had a share price comparable to other companies with similar market capitalisation; and
- Administrative cost and inconvenience.

The Directors believe that a consolidation of the shares would assist in eliminating or mitigating these disadvantages and would also create a more efficient capital structure and enable a more appropriate share price for a listed entity of the Company's size and market capitalisation.

If the proposed share consolidation is approved by Shareholders, the number of the Company's shares on issue will be reduced from approximately 1,242 million to approximately 124.2 million shares. As the consolidation applies equally to all of the Shareholders, individual shareholdings will be reduced in the same ratio as the total number of the Company's shares (subject only to the rounding of fractions). It follows that the consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company.

Therefore if a Shareholder currently has say 1,240,000 shares representing approximately 0.1% of the Company's issued capital, if the share consolidation is approved and implemented, the Shareholder will have 124,000 shares following the consolidation, still representing the same 0.1% of the Company's issued share capital.

All other things being equal, if the share consolidation is approved by Shareholders, the Company's share price should increase to reflect

the consolidation and the smaller number of shares on issue.

Rounding

Where any Shareholders have a holding which is not a multiple of ten and would otherwise result in a fractional entitlement post consolidation, the Company proposes to round up that holding to the next whole number.

Options

The Company has unlisted options on issue. These were issued to Azure Capital on 29 February 2008. In accordance with the options terms and ASX Listing Rule 7.22, these options will be consolidated on the same basis as the shares, that is, every ten options to acquire a share will be consolidated into one option to acquire a share and their exercise price amended in inverse proportion to the consolidation ratio. The effect of the consolidation on the number and exercise price of these options is set out below:

Expiry Date	Pre-Consolidation		Post Consolidation	
	Number	Exercise Price	Number	Exercise Price
29 Feb 2012	1,000,000	\$3.50	100,000	\$35.00
29 Aug 2012	1,000,000	\$4.00	100,000	\$40.00

Holding Statements

From the date of the consolidation, all existing holding statements for shares and options will cease to have any effect except as evidence of entitlement to a certain number of shares on a post consolidation basis. After the consolidation becomes effective, new holding statements will be issued to shareholders. Shareholders are responsible for verifying their shareholdings after the consolidation.

Engenco Limited 2011 Notice of Annual General Meeting - Information Sheet (continued)

Taxation implications

Shareholders and option holders are urged to seek their own tax advice on the effect of the consolidation. The Company, its Directors, share registry provider or other advisers do not accept any responsibility for the individual taxation implications arising from the consolidation.

Indicative timetable

An indicative timetable for the consolidation (assuming the consolidation is approved by Shareholders) is set out below.

Date	Event
6 October 2011	Company announces proposed consolidation of share capital
9 November 2011	Annual General Meeting
9 November 2011	Announcement of approval of the consolidation of share capital
10 November 2011	Last day for ASX trading of shares on a pre-consolidated basis
11 November 2011	Trading in consolidated shares, on a deferred settlement basis, starts
17 November 2011	Last day for the Company to register share transfers on a pre-consolidated basis
18 November 2011	First day for the Company to register share transfers on a consolidated basis and first day for the Company to issue holding statements for shares and options on a consolidated basis
24 November 2011	Announcement that despatch of new holding statements has occurred
25 November 2011	Deferred settlement trading ends
30 November 2011	Settlement of trades conducted on a deferred settlement basis and first settlement of trades conducted on the normal T+3 basis

Directors' recommendation

The Board unanimously recommend that Shareholders vote in favour of the share consolidation resolution.

Each Director intends to vote all the Company's shares they each respectively control in favour of the proposed share consolidation.

Proxies and Voting

Eligibility to Vote

You will be eligible to vote at the meeting if you are registered as a holder of Engenco Limited shares at 4:00pm (Melbourne time) on Monday 7 November 2011.

Appointing a Proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of Engenco Limited and, may be an individual or a body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Company Secretary on +61 (0)3 8620 8900.

How the Chair of the Meeting will vote undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all motions. Engenco Limited encourages all Shareholders who submit proxies to direct their proxy how to vote on each item of business.

Questions from Shareholders

In addition to asking questions at the meeting, written questions to the Chair about the management of the Company or the Company's auditors about the content of the Auditor's Report and the conduct of the audit, may be submitted no later than Wednesday, 2 November 2011 by:

- Post to the Chair, C/-Company Secretary, Engenco Limited at Level 22, 535 Bourke Street, Melbourne VIC 3000
- Faxing it to +61 0(3) 8620 8999; or
- Email: investor.relations@engenco.com.au

Copies of written questions and answers will be available at the meeting.

Corporate Shareholders

Corporate Shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of Engenco Limited. Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

Your Privacy

Attendees at the meeting may be video recorded and the tapes may be used at the discretion of ASX for security or broadcast purposes.

Glossary

ASX means ASX Limited ABN 98 008 624 691.

Company means Engenco Limited (ACN 120 432 144).

Corporations Act 2001 means the Corporations Act 2001 (Commonwealth).

Directors means the directors of the Company.

Explanatory Notes means the Explanatory Notes included in the Notice which convened this meeting.

Notice means the Notice of Annual General Meeting.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year 30 June 2011 and which is set out on pages 28 to 31 of the 2011 Annual Report.

Resolutions means the resolutions proposed in the Notice.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

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