

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	ENGENCO LIMITED
ABN	99 120 432 144

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	DALE BRENDON ELPHINSTONE
Date of last notice	24 JANUARY 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	INTEREST HELD THROUGH ELPH PTY LTD IN WHICH MR ELPHINSTONE HAS A RELEVANT INTEREST
Date of change	23, 24, 25 and 29 January 2013
No. of securities held prior to change	50,207,622
Class	ORDINARY SHARES
Number acquired	78,766,168
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$12,074,671.65
No. of securities held after change	128, 973,790

+ See chapter 19 for defined terms.

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>3,790,913 SHARES ACQUIRED ON-MARKET PURSUANT TO THE ELPH BID (SEE NOTE 1 BELOW)</p> <p>4,867,302 SHARES ACQUIRED THROUGH OFF-MARKET ACCEPTANCES RECEIVED PURSUANT TO THE ELPH BID (SEE NOTE 1 BELOW)</p> <p>70,107,953 SHARES ACQUIRED PURSUANT TO THE RENOUNCEABLE PRO-RATA ENTITLEMENT OFFER (SEE NOTE 2 BELOW)</p> <p>Note 1 – “Elph Bid”: On 12 December 2012, Elph Pty Ltd announced its intention to make an all cash unconditional bid to acquire all of the issued shares in Engenco Limited for \$0.18 cash per share. On 18 December 2012, Elph Pty Ltd lodged its Bidder's Statement with ASX and ASIC. On 10 January 2013, Elph Pty Ltd despatched its Bidder's Statement and offers (incorporated in the Bidder's Statement) pursuant to the requirements of the Corporations Act.</p> <p>Note 2 - On 12 December 2012, Engenco Limited announced a renounceable pro-rata entitlement offer to raise approximately \$28.0 million (before expenses) on the basis of 3 new fully paid shares in the Company (Shares) for every 2 Shares held at an issue price of \$0.15. The renounceable pro-rata entitlement offer closed on 18 January 2013.</p>
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	

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Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	YES
If so, was prior written clearance provided to allow the trade to proceed during this period?	YES
If prior written clearance was provided, on what date was this provided?	3 JANUARY 2013

+ See chapter 19 for defined terms.

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