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AustraliaTel: +61 3 9617 4200
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DX: 334 MELBOURNE VICTORIA
www.bakermckenzie.com**Asia Pacific**Bangkok
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San Francisco
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* Associated Firm

28 February 2013

ASX Limited
Level 4, North Tower, Rialto,
525 Collins Street
Melbourne VIC 3000**Extension of Elph Bid**

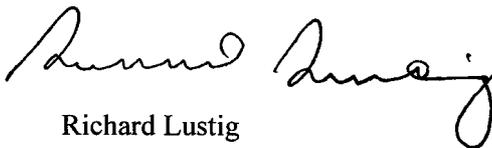
We refer to the unconditional off-market takeover bid by Elph Pty Ltd for all of the fully paid ordinary shares in Engenco Limited at 18 cents per Engenco Share.

Elph advises that the Offer Period has been extended until **7.00 pm on 12 April 2013** (unless further extended).

We attach a formal notice reflecting the extension of the Offer Period together with a copy of the letter to shareholders accompanying the notice of extension.

The letter to shareholders refers to Elph having a relevant interest in more than 50% of Engenco Shares. As advised by Elph earlier today, as at the close of business yesterday Elph had a relevant interest in 63.273% of Engenco Shares.

Yours faithfully,

Richard Lustig
Partner
+61 9617 4433
richard.lustig@bakermckenzie.comRiccardo Troiano
Senior Associate
+61 03 9617 4247
riccardo.troiano@bakermckenzie.com



28 February 2013

Dear Fellow Engenco Shareholder

Offer to Acquire Engenco Limited - Extension of Offer

As you are aware, following an approach from the Independent Directors of Engenco Limited, Elph Pty Ltd has in place an unconditional Offer to acquire all of your Shares in Engenco.

Elph is offering **18 cents** cash for each of your Engenco Shares. The Offer has been extended until 7.00pm (Melbourne Time) on **12 April 2013** (unless further extended) and a formal notice reflecting the extension of the Offer is attached. Under the Offer you may sell either all or part of your shareholding in Engenco.

Elph presently has a relevant interest in more than 50% of Engenco Shares. The Offer is unconditional providing you with certainty as to when you will be paid, as you will be sent your payment within 14 days of your acceptance.

There have been three recent developments of which you should be aware in considering whether or not to accept the Offer:

1. On 26 February 2013, Elph announced that its relevant interest in Engenco Shares had increased to more than 50%. Elph is now the majority shareholder in Engenco.
2. On 22 February 2013, Engenco announced a net loss after tax for the 6 months ended 31 December 2012 of \$9.5 million (before impairment charges) including \$5.3 million of significant items. If you no longer wish to be subject to the risks associated with remaining as an Engenco Shareholder, you can exit your investment at a certain price.
3. On 16 January 2013, Engenco released its Target's Statement which included an Independent Expert's Report commissioned by the Independent Directors. The Independent Expert is of the opinion that the 18 cent Offer price is likely to exceed the listed market price of Shares in the absence of the Offer (at least in the short-term). Since the Offer was announced on 12 December 2012, the Share price has not traded above 18 cents per Share except to a minimal extent.

If you wish to accept the Offer for all or part of your Shares, please follow the instructions set out in your enclosed personalised Acceptance Form.

Yours sincerely

Dale Elphinstone
Executive Chairman
Elph Pty Ltd

Elph Pty Ltd ACN 070 012 252

Notice of Extension of Offer Period

To: Australian Securities and Investments Commission (ASIC)

ASX Limited

Engenco Limited (ACN 120 432 144)

And to: Engenco Shareholders

Elph gives notice under section 650D of the Corporations Act that it varies the Offer to purchase all of the ordinary shares in Engenco Limited (Offer) by extending the Offer Period as described in the Bidder's Statement dated 18 December 2012 so as to change the close of the Offer Period from 7.00pm Melbourne time on 28 February 2013 to 7.00pm Melbourne time on **12 April 2013**.

The Offer is varied by replacing all references to "28 February 2013" with "12 April 2013" in the Bidder's Statement.

The new Offer close date of 12 April 2013 incorporates the automatic extension of the Offer Period pursuant to section 624(2) of the Corporations Act as a result of Elph increasing its voting power in Engenco to more than 50% within the last 7 days of the initial Offer Period. Accordingly, Elph also gives notice of the automatic extension under section 624(2) of the Corporations Act.

Unless the context otherwise requires, defined terms in this notice have the same meaning as in the Bidder's Statement.

A copy of this notice was lodged with ASIC on 28 February 2013. ASIC takes no responsibility for the contents of this notice.

This notice is dated 28 February 2013.

Signed for and on behalf of Elph by:



Dale Elphinstone
Executive Chairman
Elph Pty Ltd



Vincent De Santis
Managing Director
Elph Pty Ltd

Elph Pty Ltd

ABN 52 070 012 252

000001

000

SAM

MR JOHN SMITH 1

FLAT 123

123 SAMPLE STREET

THE SAMPLE HILL

SAMPLE ESTATE

SAMPLEVILLE VIC 3030



Return your Form:



To Your Controlling Participant:

Return this form directly to your Controlling Participant



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001
AUSTRALIA

Transfer and Acceptance Form - Share Offer

CHESS

Your form must be received by the end of the Offer Period.

This is an important document that requires your immediate attention. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Return your form to your Controlling Participant (normally your stockbroker) and allow enough time for them to initiate acceptance on your behalf in accordance with ASX Settlement Operating Rules.

This form relates to an off-market takeover ("**Offer**") by Elph Pty Ltd ("**Elph**") to acquire all of your Shares in Engenco Limited ("**Engenco**") pursuant to a Bidder's Statement dated 18 December 2012 and any replacements or supplements ("**Bidder's Statement**"). Terms defined in the Bidder's Statement but not in this form have the same meaning as in the Bidder's Statement unless the context requires otherwise.

How to accept the Offer

As your Engenco Shares are in a CHESS holding, you may **contact your controlling participant** directly (normally your stockbroker) with instructions to accept the Offer, if you do this, you will need to sign and return this Transfer and Acceptance Form to your Controlling Participant. If you want the Bidder to contact your Controlling Participant on your behalf, sign and return this form to the address below so that it is received in sufficient time to allow your instruction to be acted upon by the last day of the Offer Period. This will authorise the Bidder to instruct your Controlling Participant to initiate acceptance of the Offer on your behalf.

If you sign and return this Transfer and Acceptance Form, you warrant to the Bidder (and authorise the Bidder to warrant on your behalf) that you have full legal and beneficial ownership of the Engenco Shares to which this Transfer and Acceptance Form relates and that the Bidder will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

Step 1: Registration Name

Your consideration will be issued in the names as they appear on the latest copy of the Engenco register, as provided to Elph. The current address recorded is printed above and overleaf. If you have recently bought or sold Engenco Shares or elected to participate in the Entitlement Offer your holding may differ from that shown. If you have already sold all your Engenco Shares, do not complete or return this form.

Step 2: Consideration and Shares

Please read carefully. You will be deemed to have accepted the Offer for ALL of your Shares including any Shares which are issued under the Entitlement Offer unless you complete the specified section overleaf.

Step 3: Signing Instructions

To be effective the Engenco Shareholder must sign this form accordingly to these instructions:

Individual: Where the holding is in one name, the Engenco Shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the Engenco Shareholders must sign.

Power of Attorney: Please attach a certified photocopy of the Power of Attorney to this form when you return it. If this form is signed under Power of Attorney, the attorney declares that he/she has no notice of the revocation of the Power of Attorney.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person in the box labelled 'Sole Director and Sole Company Secretary'. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone as 'Sole Director'. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to attest to the office held and delete any inappropriate title.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering the contact details of the person you authorise to speak about this holding is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



Transfer and Acceptance Form

X 123456789

IND

STEP 1 Registration Name & Shareholder Details

For your security keep your SRN/HIN confidential.

Registration Name: MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Details: Subregister:

CHES

Your Engenco Shareholding as at:

1234567890

Broker: <Broker Securities Company>

STEP 2 Consideration and Shares

The consideration applicable under this Offer is 18 cents cash per Share.

If you complete and return your Acceptance Form, your acceptance will cover all of your Shares. However, your Acceptance Form contains an alternative for you to elect to retain a specified number of Shares in case you prefer this alternative.

Optional: Complete only if you do NOT want your acceptance to cover all your Shares:

Accept for all Shares OTHER THAN the following Shares which are to be RETAINED:

--	--	--	--	--	--	--	--

(If nothing is inserted in this box then the acceptance will cover all your Shares.)

STEP 3 Signature of Shareholder(s) *This section must be completed.*

I/We accept the Offer made by Elph for Engenco Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer my/our Engenco Shares as per the above instruction.

Individual or Shareholder 1

Director

Shareholder 2

Director/Company Secretary

Shareholder 3

Sole Director and Sole Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

Email Address _____

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS using the details provided above or email privacy@computershare.com.au

Elph Pty Ltd
ABN 52 070 012 252

Return your Form:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001
AUSTRALIA

000001
000
SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Transfer and Acceptance Form - Share Offer

ISSUER

 **Your form must be received by the end of the Offer Period.**

This is an important document that requires your immediate attention. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

This form relates to an off-market takeover ("**Offer**") by Elph Pty Ltd ("**Elph**") to acquire all of your Shares in Engenco Limited ("**Engenco**") pursuant to a Bidder's Statement dated 18 December 2012 and any replacements or supplements ("**Bidder's Statement**"). Terms defined in the Bidder's Statement but not in this form have the same meaning as in the Bidder's Statement unless the context requires otherwise.

How to accept the Offer

As your Engenco Shares are held in an Issuer Sponsored holding, simply complete and return this form to the address above so that it is received no later than 7pm (Melbourne time) on the last day of the Offer Period.

If you sign and return this Acceptance Form, you warrant to the Bidder (and authorise the Bidder to warrant on your behalf) that you have full legal and beneficial ownership of the Engenco Shares to which this Transfer and Acceptance Form relates and that the Bidder will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

Step 1: Registration Name

Your consideration will be issued in the names as they appear on the latest copy of the Engenco register, as provided to Elph. The current address recorded is printed above and overleaf. If you have recently bought or sold Engenco Shares or elected to participate in the Entitlement Offer your holding may differ from that shown. If you have already sold all your Engenco Shares, do not complete or return this form.

Step 2: Consideration and Shares

Please read carefully. You will be deemed to have accepted the Offer for ALL of your Shares including any Shares which are issued under the Entitlement Offer unless you complete the specified section overleaf.

Step 3: Signing Instructions

To be effective the Engenco Shareholder must sign this form according to these instructions:

Individual: Where the holding is in one name, the Engenco Shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the Engenco Shareholders must sign.

Power of Attorney: Please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person in the box labelled 'Sole Director and Sole Company Secretary'. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone as 'Sole Director'. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to attest to the office held and delete any inappropriate title.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering the contact details of the person you authorise to speak about this holding is not compulsory, but will assist us if we need to contact you.

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Transfer and Acceptance Form

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IND

STEP 1 Registration Name & Shareholder Details

For your security keep your SRN/HIN confidential.

Registration Name: MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Shareholder Details: Subregister:

Issuer

Your Engenco Shareholding:

1234567890

STEP 2 Consideration and Shares

The consideration applicable under this Offer is 18 cents cash per Share.

If you complete and return your Acceptance Form, your acceptance will cover all of your Shares. However, your Acceptance Form contains an alternative for you to elect to retain a specified number of Shares in case you prefer this alternative.

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(If nothing is inserted in this box then the acceptance will cover all your Shares.)

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I/We accept the Offer made by Elph for Engenco Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer my/our Engenco Shares as per the above instruction.

Individual or Shareholder 1

Director

Shareholder 2

Director/Company Secretary

Shareholder 3

Sole Director and Sole Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____

Email Address _____

Privacy Statement

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