

# 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

|                       |                        |
|-----------------------|------------------------|
| <b>Name of entity</b> | <b>ENGENCO LIMITED</b> |
| <b>ABN</b>            | <b>99 120 432 144</b>  |

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.

|                            |                          |
|----------------------------|--------------------------|
| <b>Name of Director</b>    | DALE BRENDON ELPHINSTONE |
| <b>Date of last notice</b> | 26 FEBRUARY 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.

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| <b>Direct or indirect interest</b>   | INDIRECT   |
| <b>Nature of indirect interest (including registered holder)</b><br>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 |
| <b>Date of change</b>  | 26, 27, 28 February 2013, 1 and 4 March 2013                                       |
| <b>No. of securities held prior to change</b>  | 155,451,649  |
| <b>Class</b>   | ORDINARY SHARES  |
| <b>Number acquired</b>   | 43,799,646   |
| <b>Number disposed</b>   | NIL  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | \$7,883,936.28   |
| <b>No. of securities held after change</b>   | 199,251,295  |

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+ See chapter 19 for defined terms.

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| <p><b>Nature of change</b><br/>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>850,558 SHARES ACQUIRED ON-MARKET PURSUANT TO THE ELPH BID (SEE NOTE 1 BELOW)</p> <p>42,949,088 SHARES ACQUIRED THROUGH OFF-MARKET ACCEPTANCES RECEIVED PURSUANT TO THE ELPH BID (SEE NOTE 1 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> |
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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.

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| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <b>Interest after change</b>   |  |

+ See chapter 19 for defined terms.

**Part 3 – +Closed period**

|  |                |
|--|----------------|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | NO             |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   | NOT APPLICABLE |
| <b>If prior written clearance was provided, on what date was this provided?</b>  | NOT APPLICABLE |

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+ See chapter 19 for defined terms.