



20 October 2015

Dear Shareholder,

Notice of 2015 Annual General Meeting

Details of the 2015 Annual General Meeting of Engenco Limited are as follows:

Date and Time: Tuesday 24 November 2015 at 9.00am (Melbourne time)

Registration: 8.30am (Melbourne Time)

Venue: Level 19
181 William Street
(Offices of Baker & McKenzie – Meeting Room)
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 read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the proxy and voting instructions in the Information Sheet.

Please be aware that Proxy Forms need to be received by the Share Registry no later than 9.00am (Melbourne time) on 22 November 2015. 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 2015 is available on the Company's website www.engenco.com.au by following the links to Investor Centre > Annual Reports.

Voting Entitlements

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company that are quoted securities at 9.00am on 22 November 2015 (Melbourne time) will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to attend and vote at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Further Information

Further details in respect of each of the resolutions proposed in this Notice of Meeting are set out in the Information Sheet accompanying this Notice of Meeting. The details of the resolutions contained in the Information Sheet should be read together with, and form part of, this Notice of Meeting.

Notice of Annual General Meeting (Continued)

Agenda

Annual Financial Statements

To receive and consider the Annual Financial Statements of the Company, comprising the Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2015.

Note: This item of business does not require shareholders to vote on a resolution or adopt the received reports.

Ordinary Business

Ordinary Resolution – Resolution #1 - Adoption of the Remuneration Report (non-binding resolution)

To consider and, if thought fit, to pass the following resolution:

“That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (contained in the Directors' Report) for the year ended 30 June 2015 is adopted.”

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

Ordinary Resolution – Resolution #2 - Re-Election of Director

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

“That Mr Ross Dunning, being a Director of the Company who retires by rotation at the close of the meeting pursuant to the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

Ordinary Resolution – Resolution #3 - Re-Election of Director

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

“That Mr Vincent De Santis, being a Director of the Company who retires by rotation at the close of the meeting pursuant to the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company.”

By order of the Board

Stephen Bott

Company Secretary

Enclosures:

1. Information Sheet
2. Proxy Form
3. Investor Details Update Form
4. Reply paid envelope

Engenco Limited 2015 Notice of Annual General Meeting – Information Sheet Explanatory Statement

Ordinary Business

2015 Annual Financial Statements

The 2015 Annual Financial Statements, comprising The Annual Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2015 Annual Financial Statements and the management of the Company.

This statement does not require voting by Shareholders. No resolution is required to be moved in respect of this item.

Resolution 1 – Adoption of the Remuneration Report of the year ended 30 June 2015 (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 of the Company for the financial year 30 June 2015 and which is set out on pages 1 to 18 of the 2015 Annual 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.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the Remuneration Report, then:

- (a) if comments are made on the Remuneration Report at the annual general meeting, the Company's remuneration report for the financial year ending 30 June 2016 will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this; and
- (b) if, at the Company's 2016 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2016 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and commend it to Shareholders for adoption. Shareholders will also be given reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion and Restrictions Statement:

The Company will disregard all votes cast on Resolution 1 by, or on behalf of:

- a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2015; or
- a Closely Related Party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP or a Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to vote as the proxy decides even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or a KMP of an entity which is part of the consolidated group of the Company.

If you are a KMP or a Closely Related Party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 2 – Re-election of Director (Ordinary Resolution)

Pursuant to the Constitution of the Company, one-third of the Directors (excluding the Managing Director) or, if their number is not a multiple of three, the number nearest to one third, not exceeding one third, are required to retire by rotation at each Annual General Meeting. The Company has five Directors, one of whom is the Managing Director. Accordingly, two directors are required to retire by rotation at the 2015 Annual General Meeting.

Mr Ross Dunning retires by rotation and being eligible offers himself for re-election.

The Board (with Mr Dunning abstaining) recommends that Shareholders vote in favour of Resolution 2.

Mr Ross Dunning

Ross 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 and Downer EDI Limited, Government owned corporations in Queensland and New South Wales and on unlisted public companies. Ross currently serves as chairman of SunWater Limited and is a member of The Council of St John's College within the University of Queensland. He also serves on the Advisory Board of Indec Pty Ltd.

Resolution 3 – Re-election of Director (Ordinary Resolution)

Mr Vincent De Santis retires by rotation and being eligible offers himself for re-election.

The Board (with Mr De Santis abstaining) recommends that Shareholders vote in favour of Resolution 3.

Mr Vincent De Santis

Vincent is the Managing Director of the Elphinstone Group which he joined in 2000 as the Group's Legal Counsel and Finance & Investment Manager. He is a director of various Elphinstone Group companies. He was Dale Elphinstone's alternate on the board of Queensland Gas Company Limited and of National Hire Group Limited. Immediately prior to joining the Elphinstone Group, Vincent was a Senior Associate in the Energy Resources & Projects work group of national law firm Corrs Chambers Westgarth in Melbourne.

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 9.00am (Melbourne time) on Sunday 22 November 2015.

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 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 appoint two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents. If you require a second proxy form, please contact the Company Secretary on +61(0)3 8620 8900.

If you appoint as proxy a member of the KMP, you may wish to specify the way the proxy is to vote on Resolution 1 (Remuneration Report). If you do not specify the way in which the proxy is to vote on Resolution 1, the member of the KMP will not be entitled to exercise your proxy in respect of that Resolution, except if the proxy is the Chair of the meeting. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

How the Chair of the Meeting will vote undirected Proxies

The Chair of the meeting intends to vote undirected proxies and all other available proxies in favour of Resolution 1, Resolution 2 and Resolution 3, even if he has an interest in the outcome of the Resolution, and even if votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

Engenco Limited 2015 Notice of Annual General Meeting – Information Sheet (continued)

If you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and expressly authorise the Chair to vote as the proxy decides, you expressly authorise the Chair to vote in favour of Resolution 1, Resolution 2 and Resolution 3 unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to Resolution 1 only) you are a KMP or a Closely Related Party of a KMP.

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 to the Company's auditors about the content of the Auditor's Report and the conduct of the audit, must be received no later than Wednesday, 12 November 2015 by:

- Post to the Chair, C/- Company Secretary, Engenco Limited, Level 22, 535 Bourke Street, Melbourne VIC 3000;
- Facsimile to +61(3) 8620 8999; or
- Email to Engenco.InvestorRelations@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.

Closely Related Party means any of the following:

- a spouse, child or dependent of the Shareholder;
- a child or dependent of the Shareholder's spouse;
- anyone else who is one of the Shareholder's family and may be expected to influence, or be influenced by, the Shareholder in the Shareholder's dealings with the Company;
- a company the Shareholder controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

Company means Engenco Limited (ACN 120 432 144).

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors mean the directors of the Company.

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

KMP means key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes the Company's directors and certain senior executives.

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 ended 30 June 2015 and which is set out on pages (11 to 17) of the 2015 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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ENGENCO LIMITED

ACN: 120 432 144

REGISTERED OFFICE:

LEVEL 22
535 BOURKE STREET
MELBOURNE VIC 3000

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SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

EGN

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote, hereby appoint:

The meeting chairperson

OR

or failing the person named being present, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am AEDT on Tuesday 24 November 2015 at Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria and at any adjournment of that meeting.

SECTION B: Voting Directions

Please indicate your voting directions to your Proxy by placing "x" in the relevant box. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

For Against Abstain

1. Adoption of the Remuneration Report for the year ending 30 June 2015 (non-binding resolution)

2. Re-Election of Director – Mr Ross Dunning

3. Re-Election of Director – Mr Vincent De Santis

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 9:00am AEDT on Sunday 22 November 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandra House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

