



21 October 2013

Dear Shareholder,

Notice of 2013 Annual General Meeting

Details of the 2013 Annual General Meeting of Engenco Limited are as follows:

Date and Time: Wednesday, 20 November 2013 at 2.30pm (Melbourne time)

Registration: 2.00pm (Melbourne Time)

Venue: Room 902
Level 9
123 Queen 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 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 2:30pm (Melbourne time) on 18 November 2013. 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 2013 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 7.00pm on 18 November 2013 (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.

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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 2013.

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, 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 2013 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, pass the following resolution as an ordinary resolution:

“That Mr Dale Elphinstone, 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



Josephine Tan
Company Secretary

Enclosures:

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

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Engenco Limited 2013 Notice of Annual General Meeting – Information Sheet

Explanatory Statement

Ordinary Business

2013 Annual Financial Statements

The 2013 Annual Financial Statements, comprising the Annual Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2013 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2013 Annual Financial Statements and the management of the Company.

This item 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 2013 (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 ended 30 June 2013 and which is set out on pages 6 to 16 of the 2013 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 2014 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 2014 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 2014 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 a reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Exclusion and Restriction 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 2013; 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 or 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 four Directors, one of whom is the Managing Director. Accordingly, one Director is required to retire by rotation at the 2013 Annual General Meeting.

Mr Dale Elphinstone retires by rotation and being eligible offers himself for re-election.

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

Mr Dale Elphinstone

Mr Elphinstone was appointed as a Director of the Company on 19 July 2010 and was last elected by shareholders on 25 November 2010.

Mr Elphinstone is the Executive Chairman of the Elphinstone Group which he founded in 1975. Mr Elphinstone has considerable experience in the engineering, manufacturing and heavy machinery industries and among other things is one of the longest serving Caterpillar dealer principals in Australia having acquired the Caterpillar dealership in Victoria and Tasmania in 1987. He was a director of Caterpillar subsidiary, Caterpillar Underground Mining Pty Ltd until December 2008 and of the formerly publicly listed Queensland Gas Company Limited from October 2002 to November 2008. Mr Elphinstone was also a director of ASX listed National Hire Group Limited until December 2011.

Mr Elphinstone is the Chairman of the Board.

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 7.00pm (Melbourne time) on Monday 18 November 2013.

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 and Resolution 2, even if he has an interest in the outcome of the resolution and even if votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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 and Resolution 2 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.
- 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, may be submitted no later than Wednesday, 13 November 2013 by:

- Post to the Chair, C/- Company Secretary, Engenco Limited at 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.

Board means the board of Directors of the Company.

Closely Related Party of a member of the KMP means any of the following:

- a spouse, child or dependent of the member;

- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member 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.

Information Sheet means the Information Sheet which accompanies and forms part of the Notice of 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 of Meeting 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 2013 and which is set out on pages 6 to 16 of the 2013 Annual Report.

Resolutions means the resolutions proposed in the Notice of Meeting.

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

Unrelated Party means any Shareholder who is not a member of the KMP or any Closely Related Party of such a member.

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