



21 October 2016

Dear Shareholder,

Notice of 2016 Annual General Meeting

Details of the 2016 Annual General Meeting of Engenco Limited (EGN) are as follows:

Date and Time: Wednesday 23 November 2016 at 11.30am (Melbourne time)

Registration: 11.00am (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 11.30am (Melbourne time) on Monday 21st November 2016. 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 2016 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 11.30am on Monday 21 November 2016 (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.

Agenda

1. 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 2016.

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

2. 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 2016 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.

3. Re-Election of Director (Ordinary Resolution)

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

"That 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."

4. Amendment of Constitution (Special Resolution)

To consider and, if in favour, to pass the following as a special resolution under section 136(2) of the Corporations Act:

"That the Company's constitution be amended in the manner set out in the Information Sheet by inserting the text set out therein as a new Part 7A."

By order of the Board

Stephen Bott / Graeme Campbell
Joint Company Secretaries

Enclosures:

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

Engenco Limited 2016 Notice of Annual General Meeting – Information Sheet

Ordinary Business

1. 2016 Annual Financial Statements

The 2016 Annual Financial Statements, comprising the Annual Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2016 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2016 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.

2. Adoption of the Remuneration Report of the year ended 30 June 2016 (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 2016 and which is set out on pages 1 to 16 of the 2016 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 2017 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 2017 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 2017 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 Agenda Item 2 by, or on behalf of:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; 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 Agenda Item 2 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 Agenda Item 2; 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.

3. Re-election of Director (Ordinary Resolution)

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one third, are required to retire by rotation at each Annual General Meeting (excluding the Managing Director). The Company has five Directors, one of whom is the Managing Director. Donald Hector who has served as a director for 10 years is intending to retire immediately after the Annual General Meeting and is therefore not seeking re-election.

Engenco Limited 2016 Notice of Annual General Meeting – Information Sheet (continued)

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

The Board (with Dale Elphinstone abstaining) recommends that Shareholders vote in favour of this resolution.

Dale Elphinstone

Dale is the Executive Chairman of the Elphinstone Group which he founded in 1975. Dale has considerable experience in the engineering, manufacturing and heavy machinery industries and among other things is one of the longest serving Caterpillar dealers' principal in Australia, having acquired the Caterpillar dealership in Victoria and Tasmania in 1987. Dale is the Co-Chair of the Joint Commonwealth and Tasmanian Economic Council and was a director of the Tasmanian Health Organisation North-West until 30 June 2015. 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. Dale was also a director of ASX listed National Hire Group Limited until December 2011. Dale resigned from the position of Chairman of the Company on 24 March 2016.

Special Business

4. Amendment of Constitution (Special Resolution)

The Company proposes to amend the Company's constitution (Constitution) to align with prevailing market practice by providing for the introduction of small shareholding provisions which are set out in Annexure 1.

The principal amendment is to allow the Company to sell the shares of a Shareholder who holds a small holding of shares in the Company as permitted by the ASX Listing Rules. For the purposes of the Listing Rules, a small holding of shares is currently a parcel worth less than \$500 based on the closing price of those shares. This right is a right that is included in the constitutions of many listed companies and provides a means by which the Company can more efficiently manage its share register and reduce the costs of administering the Company while ensuring those Shareholders who divest their small holding of shares receive value for those shares without the need to arrange the sale themselves or pay brokerage or other costs. The procedure can only be invoked once in any 12-month period.

As at 14 October 2016, the Company currently has in the order of 756 shareholders holding shares worth less than \$500 share value.

In summary, the new proposed provisions for inclusion in the Company's Constitution will allow the Company to invoke an "opt out" procedure authorised under the ASX Listing Rules under which shares held by Shareholders who hold a small holding may be sold by the Company on their behalf, unless the Shareholder gives notice to the Company by a specified date that they wish to keep their shares. If a Shareholder's shares are sold, the Company or the purchaser of those shares will bear any costs of such sale including brokerage.

In accordance with section 136(2) of the Corporations Act, Agenda Item 4 is a special resolution and therefore requires approval of 75% of the votes cast by or on behalf of Shareholders.

The Board recommends that you vote in favour of this resolution.

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 11.30am (Melbourne time) on Monday 21 November 2016.

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 the Remuneration Report resolution (Agenda Item 2). If you do not specify the way in which the proxy is to vote on the Remuneration Report resolution, 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 each resolution, 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.

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 each resolution unless:

- (a) you expressly authorise the Chair to vote against or abstain from voting on the resolution; or
- (b) (in relation to the resolution in respect of the Remuneration Report 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 Friday, 11 November 2016 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.

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Glossary

ASX means ASX Limited ABN 98 008 624 691.

Closely Related Party of a member of the KMP for an entity means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Commonwealth) for the purposes of this paragraph.

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 attached to the Notice.

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 convening the 2016 Annual General Meeting of the Company.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of Engenco Limited for the financial year ended 30 June 2016 and which is set out on pages (10 to 17) of the Company's 2016 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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Annexure 1

PART 7A SALE OF SMALL HOLDINGS

- 7A.1 The Directors may sell the shares of a Member that constitute less than a marketable parcel by following the procedures in this Part 7A. In this Part 7A, “marketable parcel” has the same meaning as given to that term in the Listing Rules.
- (a) The Directors may send a notice to a Member who holds less than a marketable parcel of shares in a class of shares of the Company, on a date decided by the Directors, which:
 - (1) explains the effect of the notice under this Part 7A; and
 - (2) advises the Member that he or she may choose to be exempt from the provisions of this Part 7A. A form of election for that purpose must be sent with the notice.
 - (b) If, before 5pm Melbourne time on the date specified in the notice which is no earlier than six weeks after the notice is sent:
 - (1) the Company has not received a notice from the Member telling the Company that the Member wishes to retain the Member's holding of shares; and
 - (2) the Member has not increased his or her shareholding to a marketable parcel, the Member is taken to have irrevocably appointed the Company as his or her agent to do anything in Clause 7A.1(c).
 - (c) The Company may:
 - (1) sell the shares constituting less than a marketable parcel as soon as practicable; and
 - (2) deal with the proceeds of sale under Clause 7A.2.
 - (d) The costs and expenses of any sale of shares arising from a notice under Clause 7A.1(a) (including brokerage and stamp duty) are payable by the purchaser or by the Company.
 - (e) A notice under Clause 7A.1(a) may be given to a Member only once in any 12-month period and may not be given during the offer period of a takeover bid for the Company.
 - (f) If a takeover bid is announced after a notice is given but before an agreement is entered into for the sale of shares, this Part 7A ceases to operate for those shares. However, despite Clause 7A.1(e), a notice under Clause 7A.1(a) may be given after the offer period of the takeover bid closes.
 - (g) The Directors may, before a sale is effected under this Clause 7A.1, revoke a notice given or suspend or terminate the operation of this Part 7A either generally or in specific cases.
 - (h) If the Member is registered in respect of more than one parcel of shares, the Directors may treat the Member as a separate Member in respect of each of those parcels so that this Clause 7A.1 will operate as if each parcel was held by different persons.
- 7A.2 When the Company sells a share pursuant to this Part 7A, the Directors may:
- (a) receive the purchase money or consideration given for the share;
 - (b) effect a transfer of the share or execute or appoint a person to execute, on behalf of the former Member, a transfer of the share; and
 - (c) register as the Member of the share the person to whom the share is sold.
- 7A.3 A person to whom the Company sells shares need not take any steps to investigate the regularity or validity of the sale, or to see how the purchase money or consideration on the sale is applied. That person's title to the shares is not affected by any irregularity by the Company in relation to the sale.
- 7A.4 The proceeds of sale must not be applied in payment of the expenses of the sale and must be paid to the former Member on the former Member delivering to the Company proof of title to the shares acceptable to the Directors.
- 7A.5 Until the proceeds of a sale of shares sold by the Company are claimed, or otherwise disbursed according to law, the Directors may invest or use the proceeds in any other way for the benefit of the Company.
- 7A.6 The Company is not required to pay interest on money payable to a former Member under this Part 7A.
- 7A.7 A written statement by a director or secretary of the Company that a share in the Company has been duly sold under this Part 7A on a date stated in the statement is conclusive evidence of the facts stated as against all persons claiming to be entitled to the share, and of the right of the Company to sell the share.

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ENGECO LIMITED

ACN: 120 432 144

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

REGISTERED OFFICE:
LEVEL 22
535 BOURKE STREET
MELBOURNE VIC 3000

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Exchange Tower, Level 9, Suite 913
530 Little Collins Street
MELBOURNE VIC 3000 AUSTRALIA
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: EGN

Holder Number: «HOLDER_NUM

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.

VOTE
ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

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, 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 11:30am (Melbourne time) on Wednesday 23 November 2016 at Level 19, 181 William Street, Melbourne, Victoria and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the 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 (Non-Binding Resolution)	☐	☐	☐
2. Re-Election of Director (Ordinary Resolution)	☐	☐	☐
3. Amendment of Constitution (Special Resolution)	☐	☐	☐

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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Name:

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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.

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.

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.

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.

- 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.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia 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 Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.