

27 November 2008

Company Announcements Office
Australian Securities Exchange Limited
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SYDNEY NSW 2000

Registered Office:
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By electronic lodgement

Total pages: **6** (including covering letter)

In accordance with Listing Rule 3.13.2 and Section 251AA of the *Corporations Act*, we advise the outcome of each of the resolutions put to shareholders at the Annual General Meeting is as set out in the attached table. The Notice of Annual General Meeting, a copy of which is also attached, sets out the resolutions in full.

Each of the resolutions was passed by shareholders on a show of hands. No poll was demanded on any of the resolutions.

In accordance with Listing Rule 3.16.3 we advise that KPMG is appointed auditor of the company.

Yours faithfully

For and on behalf of Engin Limited



John Kinninmont
Company Secretary

Attach

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PROXY VOTING			
Resolution Number:	1	2	3
Resolution Description:	Remuneration Report	Re-Election of Mr Bruce McWilliam	Appointment of KPMG as Auditor
Total number of proxy votes in respect of which the appointments specified that:			
- the proxy is to vote for the resolution	375,992,994	378,036,629	382,467,365
- the proxy is to vote against the resolution	6,763,066	4,784,741	409,805
- the proxy is to abstain on the resolution	177,810	92,500	36,700
- the proxy may vote at the proxy's discretion	2,402,909	2,422,909	2,422,909



2008 NOTICE OF ANNUAL GENERAL MEETING

ENGIN LIMITED ABN 46 063 582 990

Notice is hereby given that the Annual General Meeting of Engin Limited (the "Company") will be held at Room 7, 38 – 42 Pirrama Road, Pyrmont, NSW 2009 on Thursday, 27 November 2008 at 11.00 am (Sydney time).

AGENDA

ORDINARY BUSINESS

Statements and Reports

Item 1

To receive and consider the Statements of Financial Performance and Financial Position of the Company and consolidated financial statements of the Company and the entities it controlled for the financial year ended 30 June 2008, together with the statements and reports of Directors and Auditors attached to the financial statements.

Remuneration Report

Item 2

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2008. Note - the vote on this resolution is advisory only and does not bind the Directors of the Company.

Re-Election of Director

Item 3

To consider, and, if thought fit, to pass the following ordinary resolution: That Bruce McWilliam, a Director retiring in accordance with Rule 6.1 of the Company's constitution, being eligible, is re-elected as a Director of Engin Limited.

Appointment of Auditor

Item 4

To consider, and, if thought fit, to pass the following ordinary resolution: That KPMG be appointed as auditor of the Company.

By order of the Board



John Kinninmont
Company Secretary

24 October 2008

NOTES:

1. A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
2. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00pm (Sydney time) on Tuesday, 25 November 2008.
3. A proxy need not be a member of the Company.
4. A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of the power of attorney or authority certified as a true copy by statutory declaration, must be duly completed and returned to the Secretary, Engin Limited, either at the Company Secretariat, Level 2, 38-42 Pirrama Road, Pyrmont NSW 2009 fax number: 02 8777 7192 or at Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 fax number: 02 9279 0664 by no later than 11.00am (Sydney time) on Tuesday, 25 November 2008.

EXPLANATORY NOTES

ITEM 1

Statements and Reports

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act") the financial report, Directors' report and auditors' report of Engin Limited (the "Company") for the most recent financial year will be laid before the meeting. There is no requirement for a formal resolution on this item, and accordingly, this item is excluded from the proxy form. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

ITEM 2

Remuneration Report

Recent changes to the Corporations Act have expanded disclosure requirements for listed companies applying to director and executive remuneration. Under those changes the annual statutory directors' report must now include a section entitled the "Remuneration Report".

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. In addition, the Corporations Act now requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their annual general meeting.

Under the Corporations Act, the vote is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors, secretaries and senior managers of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors, secretaries and senior managers of the Company; and
- sets out remuneration details for each Director and the 5 most highly remunerated senior executives of the Company and the Group (including the value of any options granted to those persons).

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

ITEM 3

Re-Election of Director

Rule 6.1 of the constitution of the Company requires that at each annual general meeting, one-third of the Directors in office, (rounded down, if

necessary, to the nearest whole number), and any other Director not in such one-third who has held office for 3 years or more, or for 3 or more annual general meetings since he or she was last elected to office, must retire from office. A retiring Director is eligible for re-election.

Any Director appointed to fill a casual vacancy or as an addition to the existing Directors, holds office until the next Annual General Meeting of the Company and is then eligible for re-election but is not taken into account in determining the Directors who are to retire by rotation at that meeting.

Being eligible, Mr McWilliam offers himself for re-election to the Board at the meeting. Mr McWilliam is currently a Director of Seven Network Limited, having been appointed in September 2003. He has been Commercial Director of Seven Network since May 2003.

Former partner of law firms Gilbert & Tobin, Turnbull McWilliam and Allen Allen & Hemsley specialising in media and commercial law. Former Director BSKyB, Executive Director News International Television and General Counsel, News International plc.

Chairman of the Audit Committee.

The Board (other than Mr McWilliam) unanimously recommends that shareholders vote in favour of Mr McWilliam's re-election.

ITEM 4

Appointment of Auditor

The Company understands that KPMG conducts its audit services in a competent and effective manner. The Company proposes that KPMG be appointed as auditor. KPMG currently acts as auditor of Seven Network Limited, the Company's ultimate holding company and is familiar with the business of the group.

Section 327H of the Corporations Act provides that an auditor of a public company that begins to be controlled by a corporation must retire at the next annual general meeting of the company and is eligible for re-appointment. Following its participation in the rights issue and its underwriting of the rights issue in April 2008, Network Investment Holdings Pty Limited has come to hold more than 50% of the issued ordinary shares of the Company. Deloitte Touche Tohmatsu, the Company's current auditor, must therefore retire at the meeting in accordance with section 327H of the Corporations Act.

Network Investment Holdings Pty Limited, as a shareholder, has nominated KPMG for appointment as auditor. A copy of the letter of nomination is attached as annexure A below.

KPMG has consented to act as auditor of the Company.

The Board unanimously recommends that shareholders vote in favour of the appointment of KPMG as auditor.

ANNEXURE A – LETTER OF NOMINATION OF AUDITOR

23 October 2008

The Board of Directors
Engin Limited
Level 2
38-42 Pirrama Road
Pyrmont NSW 2009

Dear Sirs,

In accordance with the provisions of section 328B(1) of the Corporations Act, I Network Investment Holdings Pty Limited, being a member of Engin Limited (the Company), hereby nominate KPMG as auditor of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'John Kinninmont', with a large, sweeping flourish extending to the right.

John Kinninmont
Company Secretary