



21 December 2010

Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

***By electronic lodgement***

Total pages: 3 (including cover letter)

**SHARE TRADING POLICY**

Please find attached Engin Limited's revised Share Trading Policy.

This policy is lodged with the ASX in compliance with Listing Rule 12.9, to come into effect on 1 January 2011, and will also be posted on the Company's website.

Yours faithfully

A handwritten signature in black ink, appearing to read "Warren Coatsworth".

**Warren Coatsworth**  
Company Secretary

## Engin Limited Share Trading Policy

This policy applies to:

- all Engin Limited ("Engin") Directors and staff, in particular Executives (who often have access to confidential and price-sensitive information);
- Directors of an Engin subsidiary; and
- any associate of such individuals.

For the purposes of this policy:

- Executive includes any person in an Executive or management position, including the Company Secretary, of Engin or an Engin subsidiary, and those within their department who assist them (for example, the personal assistant of an Executive);
- Associates includes spouses, partners, family members, family trusts, superannuation funds and any other connected person of an Engin Director or staff member;
- confidential and price-sensitive information is any information that a reasonable person would expect to have a material effect (up or down) on the price or value of Engin securities and which is not generally available to the market/public; and
- deal includes buying and selling, as well as procuring others to buy or sell.

Engin securities referred to in this policy are:

- Engin ordinary shares;
- options or other financial products issued over Engin shares by third parties, or associated products;
- other financial products that operate to limit the economic risk of holding Engin shares.

All Engin Directors are required to comply with the takeover provisions contained in the Corporations Act 2001 which restrict dealings in Engin ordinary shares by Engin Directors when their combined shareholding interest exceeds 20%.

Any proposed dealing in Engin securities by an Engin Director, Executive or other staff member must comply with the insider trading restrictions on share dealings under the Corporations Act 2001. That is, an Engin Director, Executive or other staff member cannot deal in Engin securities if they or Engin has confidential and price-sensitive information.

In addition, Engin Directors and Executives are permitted to deal in Engin securities only as follows:

- (a) If the dealing is not prohibited by the Corporations Act; and
- (b) If the dealing takes place during the following "window" periods (and, in the case of Engin Directors, provided prior written clearance for the purchase of any ordinary shares in Engin is obtained, to ensure that the Corporations Act 2001 takeover provisions are not inadvertently breached):
  - (i) in the period between 24 hours and 30 working days after the release of Engin's Half Yearly Results announcement to the Australian Securities Exchange ("ASX");
  - (ii) in the period between 24 hours and 30 working days after the release of the Engin's Annual Results announcements to the ASX; and
  - (iii) in the period between 24 hours and 30 working days after the close of the Engin's Annual General Meeting.

Dealing in Engin securities by Engin Directors and Executives can only occur outside the above window periods if prior written clearance is obtained from the Board or its delegate (in the case of Engin Directors) or the Engin CEO or his delegate (in the case of Executives). Clearance will be given at the discretion of the approver after consideration of the circumstances, and only where the approver is satisfied there is no confidential and price sensitive information which is not generally available to the market/public.

During the following 'blackout periods' no Engin Director or staff member may deal in Engin securities, except in exceptional circumstances:

- the period commencing on the last day of the financial year and ending 24 hours after the release of Engin's Annual Results announcement to the ASX;
- the period commencing on the last day of the half year and ending 24 hours after the release of Engin's Half Yearly Results announcement to the ASX; and
- any other period determined by the Board or its delegate to be a blackout period for the purposes of this policy.

Exceptional circumstances are circumstances where the approver is satisfied that the proposed dealing is the most reasonable course of action available. Exceptional circumstances may include:

- extreme financial hardship;
- compulsion by court order; and
- any other circumstance determined by the approver to be exceptional.

An Engin Director or staff member who wishes to deal in Engin securities during a blackout period must apply in writing to the Board (in the case of Directors) or the CEO (in the case of Executives and other staff members) setting out the circumstances of the proposed dealing and the reason a waiver from the terms of this policy is required. Clearance may be given in any written form and is effective for two business days after it has been given.

In addition, during the blackout periods, no Engin Directors or Executives may deal in financial products issued or created over or in respect of Engin securities. No exceptional circumstances exemption applies to this prohibition.

Any dealing in Engin securities by Engin Directors or Executives pursuant to a margin lending arrangement must comply with this policy. Such dealings may include entering into a margin lending arrangement in respect of Engin securities, transferring Engin securities into an existing margin loan account and selling Engin securities held in a margin loan account. Subject to the exclusions set out below, Executives must obtain clearance in accordance with this policy for any proposed dealing in Engin securities in connection with a margin lending arrangement. Clearance may be granted subject to any conditions the approver determines appropriate.

Subject to the requirement that the Engin Director or staff member may not deal in Engin securities if any confidential and price-sensitive information is held, this policy does not apply to:

- passive trades such as the acquisition of Engin securities through a dividend reinvestment plan, a share purchase plan available to all retail shareholders, or a rights issue, or the sale of Engin securities arising as a result of acceptance of a takeover offer;
- dealings where there is no effective change in the beneficial owner (such as a transfer from the Engin staff member to a family trust or to a self-managed superannuation fund of which the Engin staff member is a beneficiary); and
- a disposal of Engin securities that is the result of a secured lender exercising their rights under a margin lending arrangement, where this policy has been complied with in relation to the margin lending arrangement.

A Director or Executive must not be involved in a decision regarding their own application for clearance under this policy.