

10 November 2010

Company Announcements Office  
Australian Securities Exchange Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

***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.

Yours faithfully  
**For and on behalf of Engin Limited**



**John Kinninmont**  
Company Secretary

**PROXY VOTING 2010**

<b>Item Number</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>
<b>Resolution Description:</b>	<b>Remuneration Report</b>	<b>Re-Election of Ian Smith</b>	<b>Re-Election of Timothy Howard</b>	<b>Re-Election of Martin Mercer</b>	<b>Re-Election of Charles Solomon</b>	<b>Executive Share Ownership Plan</b>	<b>Grant of Options to Charles Solomon</b>
<b>Total number of proxy votes in respect of which the appointments specified that:</b>							
- the proxy is to vote for the resolution	<b>7,701,136</b> <b>98.54%</b>	<b>7,784,142</b> <b>98.02%</b>	<b>7,897,833</b> <b>99.45%</b>	<b>7,899,091</b> <b>99.47%</b>	<b>7,874,835</b> <b>99.16%</b>	<b>7,585,657</b> <b>95.49%</b>	<b>7,588,056</b> <b>95.52%</b>
- the proxy is to vote against the resolution	<b>90,416</b> <b>1.16%</b>	<b>133,463</b> <b>1.68%</b>	<b>19,664</b> <b>0.25%</b>	<b>18,406</b> <b>0.23%</b>	<b>19,297</b> <b>0.24%</b>	<b>207,777</b> <b>2.62%</b>	<b>205,378</b> <b>2.59%</b>
- the proxy may vote at the proxy's discretion	<b>23,708</b> <b>0.30%</b>	<b>23,708</b> <b>0.30%</b>	<b>23,708</b> <b>0.30%</b>	<b>23,708</b> <b>0.30%</b>	<b>47,369</b> <b>0.60%</b>	<b>149,745</b> <b>1.89%</b>	<b>149,745</b> <b>1.89%</b>
- the proxy is to abstain on the resolution	<b>135,689</b>	<b>9,636</b>	<b>9,744</b>	<b>9,744</b>	<b>9,448</b>	<b>7,770</b>	<b>7,770</b>





## **2010 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 Wednesday, 10 November 2010 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 2010, 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 2010. *Note - the vote on this resolution is advisory only and does not bind the Directors of the Company.*

### Re-Election of Directors

#### Item 3

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

That Ian Smith, 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.

#### Item 4

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

That Timothy Howard, 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.

#### Item 5

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

That Martin Mercer, 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.

#### Item 6

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

That Charles Solomon, 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.

## SPECIAL BUSINESS

### Approval of Executive Share Ownership Plan

#### Item 7

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

That for all purposes, including ASX Listing Rule 7.2 Exception 9, to approve the Executive Share Ownership Plan, terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, and to approve the issue of shares under the Executive Share Ownership Plan.

### Grant of options to Charles Solomon

#### Item 8

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

That for all purposes including ASX Listing Rule 10.14, to approve the grant of up to 125,000 options and, in consequence of exercise of those options, the issue of fully paid ordinary shares in the Company to Charles Solomon, under the Executive Share Ownership Plan on the basis described in the Explanatory Notes which accompany this Notice of Annual General Meeting.

By order of the Board



#### John Kinnimont

Company Secretary

6 October 2010

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on items 7 and 8 by:

- any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of such a director.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 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 7.00 pm (Sydney time) on Monday, 8 November 2010.
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 9290 9655 or completed online at [www.registries.com.au/vote/enginagm2010](http://www.registries.com.au/vote/enginagm2010) by no later than 11.00 am (Sydney time) on Monday, 8 November 2010.

# 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 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

As required by section 300A of the Corporations Act, the Directors' report includes 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 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).

### Recommendation on Voting

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

## ITEMS 3 TO 6

### Re-Election of Directors

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.

Being eligible, Mr Smith offers himself for re-election to the Board at the meeting.

Mr Smith has been a Director of the Company since September 2007 and Company Chairman since January 2008. He holds a Bachelor of Social Sciences (Latrobe University). He has many years experience in the media, communications and advertising industries. He is a Director of Connixion Ventures Limited and a former CEO of Yahoo!7, The Communications Group Holdings Pty. Limited and President International for Bates Worldwide.

He is a member of the Audit and Risk Management Committee and a member and Chairman of the Nomination and Remuneration Committee.

### Recommendation on Voting

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

On 30 June 2010, Mr Timothy Howard, Mr Martin Mercer and Mr Charles Solomon were each appointed a Director of the Company.

Being eligible, Messrs Howard, Mercer and Solomon each offer themselves for re-election to the Board at the meeting.

Short biographies of each Director follow.

Mr Howard is General Manager of Finance for vividwireless. He holds a Bachelor of Commerce (Finance) and Bachelor of Laws from the University of New South Wales and an MBA from the Australian School of Business. Mr Howard was previously responsible for digital media investments and strategy at Seven Network Limited. Previous to this he was manager of strategy and acquisitions at National Hire Group Limited from 2004 to 2006 and before that, he worked in the treasury and commodities division at Macquarie Bank and Lehman Brothers in London. Mr Howard is a member of the Audit and Risk Management Committee.

Mr Mercer is a Director and Chief Executive Officer of vividwireless. He holds a Bachelor of Arts (Honours) and a Bachelor of Laws from the University of Sydney, a Graduate Diploma in Finance from the Securities Institute of Australia, and was a visiting Fellow at the Woodrow Wilson School of Public and International Affairs, Princeton University (Economics and Finance). Previously Executive Director of Marketing, Telstra Corporation Limited with various senior executive roles with Telstra Corporation covering sales, planning, strategy, business development and line management. Mr Mercer has also held executive roles in mining and resources, politics, and the public sector. Mr Mercer is a former Harkness Fellow.

Mr Solomon is the current Chief Executive Officer of Engin Limited. He holds a Bachelor of Commerce (Honours) from the University of the Witwatersrand, a Master of Science from the University of South Africa and an MBA from the Australian Graduate School of Management. Mr Solomon joined the Company in July 2008 as General Manager, Sales and Marketing and was promoted to General Manager in October 2008 and moved into the Chief Executive Officer role in September 2009. Mr Solomon has previously held general management and senior sales and marketing roles with Goodyear ANZ, Reckitt and Colman, Accenture and Procter and Gamble.

### Recommendation on Voting

The Board (other than Messrs Howard, Mercer and Solomon) unanimously recommends that shareholders vote in favour of Mr Howard's, Mr Mercer's and Mr Solomon's re-election.

## ITEMS 7 AND 8

### Approval of Executive Share Ownership Plan and Grant of Options to Charles Solomon

The Company has had an Executive Share Ownership Plan ("Plan") in existence since 2004. The Plan is designed to offer equity incentives to key contributors of the Company. The Company has amended the rules of the Plan since the last annual general meeting.

In accordance with the ASX Listing Rules, the Company discloses that, it has issued 375,000 securities under the Plan in its current form.

### Overview of Listing Rules and approvals sought

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period without obtaining shareholder approval, unless an exception applies.

ASX Listing Rule 7.2, Exception 9, provides that security holder approval is not required for an issue under an employee incentive scheme, if within three years before the date of issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

ASX Listing Rule 10.14 provides that an entity must not permit a director to acquire securities under an employee incentive scheme without shareholder approval.

# EXPLANATORY NOTES

## **Accordingly:**

- Item 7 seeks shareholder approval, pursuant to Listing Rule 7.2, Exception 9 to grant options and the issue of underlying shares on exercise of those options under the Plan as an exception to Listing Rule 7.1; and
- Item 8 seeks shareholder approval for grant of options (and the issue of shares on the exercise of those options) to the Company's Director and Chief Executive Officer, Mr Charles Solomon.

The key features of the Plan, incorporating amendments since its introduction, are summarised below. Words beginning with capital letters are defined terms in the Plan.

## **Eligibility**

The Plan provides that the Company may grant Rights in favour of an Eligible Person, which is an employee (including a director employed in an executive capacity) of the Company and Related Body Corporate to which the Plan extends, as determined by the Board.

Mr Charles Solomon is the only director entitled to participate in the Plan.

## **Rights**

Each Right confers on the Participant the right to acquire, by subscription or purchase, a fully paid ordinary share in the Company (together with any additional share to which the Participant is entitled pursuant to the adjustment provisions of the Plan). Rights may take the form of options.

## **Invitation to Apply for Rights**

The Board may issue to an Eligible Person a written invitation to apply for Rights, which on exercise will entitle the person to acquire a fully paid ordinary share in the Company provided any Performance Condition is satisfied.

## **Exercise Price**

The Exercise Price (if any) will be an amount determined by the Board, or by the application of a methodology that is prescribed by the Board.

No payment is required for the grant of a Right, unless the Board determines otherwise.

## **Exercise of Rights**

A Participant may only exercise a Right on or after its Exercise Date, unless the Plan Rules provide a Participant may exercise a Right on an earlier date. The Exercise Date for each Tranche is determined by the Board.

## **Performance Condition**

The Board may determine a Performance Condition is to apply. A Right may not be exercised, unless the Performance Condition is satisfied by the date of exercise, the death and incapacity of the Employee, whichever is first to occur.

## **Early Cessation of Employment**

If the Employee dies before a right is exercised, then the Employee may exercise the Right on and from the date of death until the date of expiry, as determined by the Board or 6 months after that date.

If employment ceases because of Incapacity, the Participant may exercise the Right on and from the date of cessation until the expiry of the term as determined by the Board or 3 months after that date.

If the Employment ceases because of Redundancy or Retirement, the Participant may exercise the Right on or after the Exercise Date.

If before a Right is exercised, there is a change in the ownership of the Company or business where the Employee is employed and it ceases to be a Group Company, then the Participant may exercise the Right on or after the Exercise Date.

If the Employment ceases for any reason other than death, Incapacity, Redundancy or Retirement, or change in ownership of the company or business where the Employee is employed, the Participant may exercise the Right only if and to the extent permitted by the Board, and on and from the Exercise Date until the expiry of the term determined by the Board or 1 month after that date.

A Participant may exercise Rights, whether or not a Performance Condition has been satisfied, within 1 month after the occurrence of a takeover, reconstruction, amalgamation or winding-up.

## **Term of options**

The Board determines a date on which a Right lapses. A Right will lapse and may not be exercised on the later of the Expiry Date or the expiry of the period during which it may be exercised under the Plan Rules.

## **Share Disposal Restrictions**

The Board may implement a procedure to restrict the disposal or dealing of any shares resulting from the exercise of a Right.

## **Change of Control, Restructures, Rights and Bonus Issues**

If there is a change of control and any person acquires more than 50% of the issued shares of the Company, a Participant may exercise his or her Rights within a stated period. The Board will notify the Participant of that period.

If there is a bonus issue a Participant is entitled to an issue of Shares.

If there is a rights issue a Participant is entitled to an adjustment to the Exercise Price, if the price at which each share is offered is less than the market price, in accordance with the formula specified in Listing Rules. Where the Right has no Exercise Price, the Board may adjust the number of Shares as it considers appropriate, subject to the Listing Rules and confirmation from the auditors of the Company. A Participant cannot participate in any issue of securities without exercising the Right.

If there is any reorganisation of the Company, the number of Rights to which each Participant is entitled or the Exercise Price or both, is adjusted in the way specified by the Listing Rules from time to time.

## **Source of shares**

The Rights may be rights to acquire Shares that are issued by the Company to the Participant, or that are transferred by a third party to the Participant, or both.

## **Payment for Shares**

A Participating Company may financially assist a person to acquire Shares under or for the purposes of the Plan.

## **Information relating to Grant of Options to Charles Solomon**

It is proposed that a maximum of 125,000 options will be granted to Charles Solomon. Mr Solomon currently holds no Shares or options over Shares in the Company.

The terms of the options to be granted to Mr Solomon are as follows:

- Issue Price: Nil
- Exercise Price: Nil
- Expiry Date: 30 June 2015

All Shares issued on exercise of a Right will rank equally with the Shares for the time being on issue.

There is no loan applicable to the issue of options to Mr Solomon.

Mr Solomon is the only director entitled to participate in the Plan. No other persons referred to in Listing Rule 10.14 have received securities under the Plan in its current form.

It is intended that the options will be granted to Mr Solomon shortly after the Annual General Meeting and no later than twelve months after the Annual General Meeting.

## **Recommendation on Voting**

Each of the Non-Executive Directors of the Company recommends that shareholders vote in favour of items 7 and 8.