

**ELPH PTY LTD**

ABN 52 070 012 252

23 December 2019

**Company Announcements Office**  
**ASX Limited**  
**20 Bridge Street**  
**SYDNEY NSW 2000**  
**By Facsimile: 1300 135 638 (6 Pages)**

**cc: Mr Paul Burrows – Company Secretary, Engenco Limited**  
**Mr Andrew Nightingale – Company Secretary, Engenco Limited**  
**Level 22, 535 Bourke Street, Melbourne, VIC 3000**  
**By E-mail**

Dear Sirs

**RE: Form 604 (Notice of Change of Interests of Substantial Holder) –**  
**Engenco Limited**

Please find attached ASIC Form 604 (Notice of Change of interests Substantial Holder) given by Elph Pty Ltd and others in relation to their relevant interests in the securities of Engenco Limited.

Yours faithfully  
**Elph Pty Ltd**

**Dale Elphinstone**  
**DIRECTOR**

N:\Investments\Investments - Elphinstone Holdings\Engenco (EGN)\Form 604\2019.12.23-EGN Form 604 ASX ltr.docx

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Engenco LimitedACN/ARSN 120 432 144**1. Details of substantial holder(1)**Name Elphinstone Group - See Annexure A: Part 1

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
substantial holder on23 / 12 / 19

The previous notice was given to the company on

28 / 06 / 13

The previous notice was dated

28 / 06 / 13**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
See Annexure A: Part 2				

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A: Part 3					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure A: Part 4					

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (3) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**6. Addresses**

The addresses of persons named in this form are as follows:

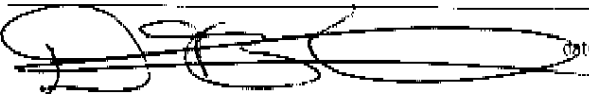
Name	Address
See Annexure A: Part 5	

**Signature**

print name **Dale Elphinstone**

capacity **Director**

sign here



date **23 / 12 / 19**

**DIRECTIONS**

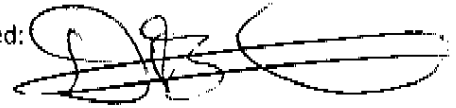
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**"A"**

This is Annexure "A" of 3 pages referred to in ASIC Form 604 (Notice of Change of Interests of Substantial Holder).

Signed:



Name: Dale Elphinstone

Date: 23 December 2019

**PART 1****1. Details of Substantial Holder****Elphinstone Group – Relevant interests in Engenco Limited**

<u>Group Member</u>	<u>ACN</u>
Elph Pty Ltd	070 012 252
Elphinstone Holdings Pty Ltd	009 508 105
Elph Investments Pty Ltd	127 213 807
Dale Brendon Elphinstone	-

**PART 2****2. Previous and present voting power**

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	202,249,018	65.06%	208,233,656	66.34%

**PART 3****3. Changes in relevant interests**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
17 May 2017	Elph Investments Pty Ltd	Shares purchased via a Share Purchase Plan	\$15,000	78,948 ordinary shares	78,948
17 May 2017	Elph Pty Ltd	Shares purchased via a Share Purchase Plan	\$15,000	78,948 ordinary shares	78,948
23 August 2019	Elph Investments Pty Ltd	Shares purchased via an On-market trade	\$169,376.26	350,168 ordinary shares	350,168
26 August 2019	Elph Investments Pty Ltd	Shares purchased via an On-market trade	\$106,778.91	214,009 ordinary shares	214,009
27 August 2019	Elph Investments Pty Ltd	Shares purchased via an On-market trade	\$155,361.50	310,823 ordinary shares	310,823

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28 August 2019	Elph Investments Pty Ltd	Shares purchased via an On-market trade	\$67,500	135,000 ordinary shares	135,000
9 September 2019	Elph Pty Ltd	Shares purchased via an On-market trade	\$3,792.24	8,244 ordinary shares	8,244
11 September 2019	Elph Pty Ltd	Shares purchased via an On-market trade	\$502,970.39	990,000 ordinary shares	990,000
20 September 2019	Elph Pty Ltd	Shares purchased via an On-market trade	\$184,804.30	337,435 ordinary shares	337,435
23 December 2019	Elph Pty Ltd	Shares purchased via an On-market trade	\$1,810,110.44	3,481,063 ordinary shares	3,481,063

**PART 4****4. Present relevant interests**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Elph Pty Ltd	Elph Pty Ltd	Elph Pty Ltd	Registered holder of relevant securities	98,163,120 ordinary shares	98,163,120
	Elph Investments Pty Ltd	Elph Investments Pty Ltd	Holder of relevant interest by virtue of section 608(3)(a)	110,070,536 ordinary shares	110,070,536
Elphinstone Holdings Pty Ltd	Elph Pty Ltd	Elph Pty Ltd	Holder of relevant interest by virtue of section 608(3)(a)	98,163,120 ordinary shares	98,163,120
	Elph Investments Pty Ltd	Elph Investments Pty Ltd	Holder of relevant interest by virtue of section 608(3)(a)	110,070,536 ordinary shares	110,070,536
Elph Investments Pty Ltd	Elph Investments Pty Ltd	Elph Investments Pty Ltd	Registered holder of relevant securities	110,070,536 ordinary shares	110,070,536
	Elph Pty Ltd	Elph Pty Ltd	Holder of relevant interest by virtue of section 608(3)(a)	98,163,120 ordinary shares	98,163,120
Dale Brendon Elphinstone	Elph Pty Ltd	Elph Pty Ltd	"Control" of Elph Pty Ltd as defined in section 608(4)	98,163,120 ordinary shares	98,163,120
	Elph Investments Pty Ltd	Elph Investments Pty Ltd	"Control" of Elph Investments Pty Ltd as defined in section 608(4)	110,070,536 ordinary shares	110,070,536

**PART 5****6. Addresses**

Name	Address
Elph Pty Ltd	141 – 143 Wilson Street Burnie, Tas 7320
Elphinstone Holdings Pty Ltd	141 – 143 Wilson Street Burnie, Tas 7320
Elph Investments Pty Ltd	141 – 143 Wilson Street Burnie, Tas 7320
Dale Brendon Elphinstone	c/- 141 – 143 Wilson Street Burnie, Tas 7320