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**AUTHORISED INVESTMENT FUND LIMITED**

ABN 51 068 793 322

Registered Office: Level 9, 406 Collins Street, Melbourne 3000.

Phone: 61 3 9600 3242 Facsimile: 61 3 9600 3245

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Authorised Investment Fund Limited ("Company or AIY") will be held at Level 9, 406 Collins Street, Melbourne 3000 on Thursday 30<sup>th</sup> November 2017 at 10.00am (AEDT).

**ORDINARY BUSINESS**

**Item 1. Accounts & Reports**

To receive and consider the financial report of the Company and the report of the directors and auditor for the year ended 30 June 2017.

**Item 2. Adoption of the Remuneration Report for the year ended 30 June 2017**

To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:

*"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2017 be adopted."*

**Item 3. Approve the Board's right to place up to an additional 15% ordinary issued capital during 2017/2018 financial year.**

*"That the meeting considers and if thought fit to authorise the Board of Authorised Investment Fund Ltd to place up to an additional 15% of the ordinary issued capital in the 2017/2018 financial year."*

**Item 4. Re-election of Director**

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

*"That Mr. B. Genser retires under the Company's Constitution, and being eligible, offers himself for re-election."*

**Item 5. Re-election of Director**

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

*"That Mr. D. H. A. Craig retires under the Company's Constitution, and being eligible, offers himself for re-election"*

**Item 6 Re- election of Director**

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

*"That Mr. C. Baring-Gould, retires under the Company's Constitution, and being eligible, offers himself for re-election"*

**Item 7. Approval to issue ordinary shares to Mr. B. Genser**

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

*"That for the purpose of Listing Rule 10.11, of ASX approval is given to the issue of 3 million ordinary shares @ \$2 cents per share plus 3 million 5 year options @ \$5 cents per share exercisable at any time to Mr. B. Genser or his nominees."*

**Item 8. Approval to issue ordinary shares to Mr. D. Craig**

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

*"That for the purpose of Listing Rule 10.11, of ASX approval is given to the issue of 3 million ordinary shares @ \$2 cents per share plus 3 million 5 year options @ \$5 cents per share exercisable at any time to Mr. D. Craig or his nominees."*

**Item 9. Approval to issue ordinary shares to Mr. C. Baring-Gould**

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

*"That for the purpose of Listing Rule 10.11, of ASX approval is given to the issue of 1.5 million ordinary shares @ \$2 cents per share plus 1.5 million 5 year options @ \$5 cents per share exercisable at any time to C. Baring-Gould or his nominees."*

**Item 10. Approval to issue ordinary shares to Ms. C. W. Lin**

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

*"That for the purpose of Listing Rule 10.11, of ASX approval is given to the issue of 1.5 million ordinary shares @ \$2 cents per share plus 1.5 million 5 year options @ \$5 cents per share exercisable at any time to Ms. C. W. Lin or her nominees."*

**EXPLANATORY MEMORANDUM**

The Explanatory Memorandum which should be read together with, and forms part of, this Notice of General Meeting.

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## SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of AIY has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's Share Register as at **7.00pm (AEDT) on Tuesday 28<sup>th</sup> November 2017**.

## VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:
  - Key Management Personnel and their associates
2. The Company will disregard any votes cast on Item 7 by:
  - Mr B. Genser or his closely related party
3. The Company will disregard any votes cast on Item 8 by:
  - Mr D. Craig or his closely related party
4. The Company will disregard any votes cast on Item 9 by:
  - Mr C. Baring-Gould or his closely related party
5. The Company will disregard any votes cast on Item 10 by:
  - Ms C. Lin or her closely related party

However, the Company need not disregard a vote on any resolution 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.

## VOTING

A member of AIY can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

## VOTING BY PROXY

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.

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- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 9, 406 Collins Street, Melbourne not less than 48 hours before the time of the meeting. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or at + 61 3 9600 3245.
  - Visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions (for Intermediary Online subscribers (custodians) only);
  - Members of AIY who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
  - A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

#### **How the Chairman of the meeting will vote undirected proxies.**

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairman of the Meeting may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairman of the Meeting intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

#### **Proxies that are undirected on Item 2 (Remuneration Report)**

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorized the Chairman of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.

BY ORDER OF THE BOARD



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Cathy Lin  
Company Secretary  
24th October 2017

## **EXPLANATORY MEMORANDUM**

Amendments to the Corporations Act have been made and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date).

Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More details on these changes is provided below.

Proxy vote if appointed specifies way to vote:

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed)

The transfer of non-chair proxy to chair in certain circumstances:

The new section 250BC provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution close, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.