



**Authorised
Investment Fund Ltd.**

Level 9, 406 Collins Street, Melbourne
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31st December 2018

Dear Shareholder,

The Directors of Authorised Investment Fund Ltd (ASX:AIY) are pleased to announce an Extraordinary General Meeting (EGM) will be held at 11am Friday 8th February 2019 at Level 9, 406 Collins Street Melbourne VIC 3000.

The meeting will consider and if thought fit pass the following attached Six resolutions as ordinary resolutions.

We look forward to seeing shareholders at the meeting.

By Order Of The Board

Cathy Lin
Company Secretary

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 EXTRAORDINARY GENERAL
MEETING**

Notice is hereby given that an Extraordinary General Meeting of Authorised Investment Fund Limited ("**Company** or **AIY**") will be held at Level 9, 406 Collins Street, Melbourne 3000 on Friday 8th February 2019 at 11.00am (**AEDT**).

SPECIAL BUSINESS

Item 1. To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"To ratify the Board of AIY with the right to place 15% of the Company's capital in the current financial year."

Item 2. To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"To ratify the Board of Directors of AIY's right to place up to 250 million Shares at no less than AUD 30 cents per share. There are more than 1 prospective investee company possibilities and your Board will be better placed to finalise all contractual matters if it has the right to allot the shares following the conclusion of the EGM"

Item 3. Investment in Advanced Car Parking Technology
To consider, and if thought fit, pass this resolution as an ordinary resolution.

The Board has been interested in investing in car parking management operations for some time. Through our Chairman, Mr Ben Genser, we believe we now have the basis of establishing an Australian investee company with advanced car parking technology & the capacity to provide state of the art charging facilities for electric cars. This technology provides for the far greater utilisation of existing space.

This Resolution is to vote in favour of continuing our discussions with the New Zealand based Monte Cristo (www.mcquickbuild.com/conventional-car-park) and subject to completing due diligence, submitting a finalized agreement to AIY shareholders for ratification regarding this investment.

Monte Cristo is licensed to use the Hengyuan Steel Construction of China car park technology and has an expanding manufacturing and management car parking business.

Ben Genser is interested in utilizing the technology in 2 projects, one at Mt Hotham and another in Melbourne City. Potentially there are many expansion opportunities for this new Australian Company to consider.

Voting Exclusion

Mr B. Genser is a director and shareholder of Belgrave Environmental Technologies Pty Ltd. The Company will disregard any votes cast in favour of Item 3 by or on behalf of:

- by Belgrave Environmental Technologies Pty Ltd;
- Mr B. Genser; or
- an associate of those persons.

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.

The following Directors & Senior Staff payments (resolutions 4,5 & 6) were resolved at a Board of Directors Meeting held on Wednesday 21st November 2018 & will be submitted to the EGM for ratification. Given approval, shares will apply for listing. However the options will not apply for listing.

Item 4. Director and officer Remuneration for Financial Year 2019 – Mr Ben Genser Executive Chairman of AIY

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

"The amount of \$525,000 consideration to be satisfied through the allotment of 21,000,000 ordinary fully paid AIY shares together with the granting of 2 attached options exercisable @ 5 cents per share on or before 3 years after the ratification at the EGM. Given these options are exercised an additional "piggyback" option exercisable @ 7.5 cents on or before 5 years after the lapse date of the initial option."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

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.

Item 5. Director and officer Remuneration for Financial Year 2019 – Mr David Craig Managing Director of AIY

To consider, and if thought fit, pass the following

resolution as an ordinary resolution:

"The amount of \$525,000 consideration to be satisfied through the allotment of 21,000,000 ordinary fully paid AIY shares together with the granting of 2 attached options exercisable @ 5 cents per share on or before 3 years after the ratification at the EGM. Given these options are exercised an additional "piggyback" option exercisable @ 7.5 cents on or before 5 years after the lapse date of the initial option."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

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.

Item 6. Senior Executive Remuneration for Financial Year 2019 to Ms Cathy Lin & Consolidated Accounting & Taxation Services Pty Ltd (CATS)

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

"The amount of \$275,000 consideration to be satisfied through the allotment of 11,000,000 ordinary fully paid AIY shares together with the granting of 2 attached options exercisable @ 5 cents per share on or before 3 years after the ratification at the EGM. Given these options are exercised an additional "piggyback" option exercisable @ 7.5 cents on or before 5 years after the lapse date of the initial option."

Voting Exclusion

The Company will disregard any votes cast in favour of Item 4 by or on behalf of:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed; or
- an associate of those persons.

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.
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RE EXPLANATORY MEMORANDUM

For further information and explanation on Items 1 to 4 to be put to the Extraordinary General Meeting, please refer to the enclosed Explanatory Memorandum, which should be read together with, and forms part of, this Notice of General Meeting.

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 **11am (AEDT) on Wednesday 6th February 2019**.

VOTING

A shareholder 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 shareholder entitled to attend and vote at the 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.
 - 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 to submit your voting intentions (for Intermediary Online subscribers (custodians) only).
 - Shareholders 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.
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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.

BY ORDER OF THE BOARD



Cathy Lin
Company Secretary
31st December 2019

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.
