

AUTHORISED
INVESTMENT
FUND
LIMITED

Authorised Investment Fund Limited

ABN 51 068 793 322
Level 10, 406 Collins Street
Melbourne 3000
Telephone: 61 3 9600 3242
Facsimile: 61 3 9600 3245

10th October 2014

Australian Stock Exchange Limited
Level 4, North Tower, Rialto
525 Collins Street
Melbourne 3000

NOTICE OF 2014 ANNUAL GENERAL MEETING

We wish to advise that the 2014 Annual General Meeting will be held on Monday, 10th November 2014 at 11:00am at Level 9, 440 Collins Street, Melbourne VIC 3000.

The following documents have been dispatched to members:

- Notice of Annual General Meeting;
- Proxy form

Yours sincerely,



Cathy Lin
Company Secretary

AUTHORISED INVESTMENT FUND LIMITED

ABN 51 068 793 322

Registered Office: Level 10, 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, 440 Collins Street, Melbourne 3000, on Monday 10th November 2014 at 11.00am.

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 2014.

Item 2. Adoption of the Remuneration Report for the year ended 30 June 2014

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 2014 be adopted."

Item 3. 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 4. 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 5 Election of Director

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

"That Mr. M. Gordon, who was appointed during the year, retires and being eligible, offers himself for re-election

Item 6. Approval to issue ordinary shares to an officer

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 600,000 ordinary shares with 600,000 attached options (exercisable price at \$0.055 per share and with expiry date on 30/06/2019) to Ms Cathy W Lin (Company Secretary) or her nominees."

SPECIAL BUSINESS

Item 7. Confirmation of resignation of Auditor for 2013/2014 financial year

To consider and, if thought fit, to pass, the following resolution as a special resolution:

"That, for the purposes of section 329(1) of the Corporations Act, this resolution confirms Mr John Wheller's removal/resignation as auditor of the Company."

Item 8. Confirmation of appointment of Auditor

To consider and, if thought fit, to pass, the following resolution as a special resolution:

"That subject to the passing of Resolution 7, for the purposes of section 327D(2) of the Corporations Act and for all other purposes Mrs Margaret Salter F.C.A. having given her consent, this resolution confirms her appointment as auditor of the Company"

EXPLANATORY MEMORANDUM

The 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 **7pm AEDT on Saturday 8th November, 2014.**

VOTING EXCLUSION STATEMENTS

1. The Company will disregard any votes cast on Item 2 by:

-
- Key Management Personnel (or closely related party);
 - A Director of the Company; and
 - Any associate of a Director of the Company
2. The Company will disregard any votes cast on Item 6 by:
- Ms Cathy 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.
- 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 "Yarra Falls", 452 Johnston Street, Abbotsford Vic 3067 or by reply paid envelope to GPO Box 242 Melbourne Vic 3001 or at Level 10, 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);
- 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 Chairperson of the meeting will vote undirected proxies.

The Chairperson of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairperson 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 Chairperson 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 Chairperson 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



Cathy Lin
Company Secretary
8th October 2014



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 noted 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 duty 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.

Authorised Investment Fund Limited

ABN 51 068 793 322

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 AIY
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11:00am (AEDT) on Saturday 8 November 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Authorised Investment Fund Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Authorised Investment Fund Limited to be held at Level 9, 440 Collins Street, Melbourne 3000 on Monday 10 November 2014 at 11.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of the Remuneration Report for the year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr. B. Genser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director - Mr. D. H. A. Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-election of Director - Mr. M. Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval to issue ordinary shares to an officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Confirmation of resignation of Auditor for 2013/2014 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

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