



Clover Corporation Limited
ABN 85 003 622 866

1st Floor, 160 Pitt Street
SYDNEY. N.S.W. 2000
Telephone + 61 2 9232 7166
Facsimile + 61 2 9233 1025

20 October 2011

Australian Securities Exchange
Attention: Companies Department

BY ELECTRONIC LODGEMENT

Dear Sir/Madam

2011 Annual General Meeting

Please be advised that Clover Corporation Limited today dispatched the following documents regarding its 2011 Annual General Meeting to its Shareholders:

- Notice of Annual General Meeting
- Annual General Meeting Explanatory Notes
- Proxy Form

Copies of the documents dispatched including a sample proxy form are attached.

Yours sincerely

Ian Bloodworth
Company Secretary



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NOTICE OF ANNUAL GENERAL MEETING
22 November 2011

Notice is hereby given that the Annual General Meeting of Clover Corporation Limited will be held in the Lyceum Theatre at the Wesley Conference Centre, 220 Pitt Street, Sydney N.S.W. 2000 on Tuesday 22 November 2011 at 11:00am.

ORDINARY BUSINESS

1. Annual Report

To receive and consider the financial report and the reports of the directors and of the auditor for the 13 months ended 31 July 2011.

2. Remuneration Report

To adopt the Remuneration Report for the 13 months ended 31 July 2011 (ordinary resolution).

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors of the Company.

Please refer to the attached Explanatory Notes for information regarding voting by key management personnel.

3. Election of Directors

- a. To re-elect as a director Ms C.L. Hayman who retires by rotation in accordance with article 16 of the Company's constitution and, being eligible, offers herself for re-election (ordinary resolution).
- b. To re-elect as a director Mr P.R. Robinson who retires by rotation in accordance with article 16 of the Company's constitution and, being eligible, offers himself for re-election (ordinary resolution).

4. Non-executive Directors' Remuneration

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

"That, for the purposes of ASX Listing Rule 10.17, the maximum aggregate amount of remuneration which may be paid to Non-executive Directors of the Company be increased by \$250,000 to \$500,000 per annum."

Voting Exclusion Statement

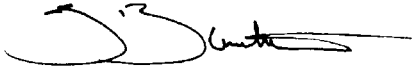
In accordance with ASX Listing Rules, the Company will disregard any votes cast on this resolution by any Director of the Company and by any associates of the Directors.

However, the Company will 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.

Please refer to the attached Explanatory Notes for further information regarding voting by key management personnel.

By order of the Board



I.D. Bloodworth
Company Secretary
19 October 2011

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 11.00am Australian Eastern Standard Time on Sunday 20 November 2011 will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A Member entitled to vote at the Meeting may appoint a Proxy to attend and vote in their place.



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**ANNUAL GENERAL MEETING
EXPLANATORY NOTES**

Item 1. - Receive and consider the financial and other reports. (ordinary resolution)

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the reports themselves and on the performance and management of the Company.

The auditors of the Company will be present at the meeting and will also be available to answer questions.

**Item 2. - Adopt the Remuneration Report for the year ended 30 June 2011.
(ordinary resolution)**

The Corporations Act requires that the remuneration report be presented to the shareholders of the Company for consideration and adoption.

The Directors' Report contains within it, a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors of the Company. Shareholders will also be given a reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Prohibition Statement

In accordance with the Corporations Act, a vote on item 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

However, a person described above may cast a vote on item 2 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on item 2; and
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

Item 3. - Election of Directors. (ordinary resolution)

Ms Cheryl L. Hayman, B.Com(Mktg)

Ms Hayman was appointed to the Board on 9 July 2008. She was re-elected by shareholders at the 2008 Annual General Meeting and is a member of the remuneration and audit committees.

She was formerly Marketing Director for the Baking Division of George Weston Foods (Australia/NZ) and was largely responsible for the successful launch of the Hi-DHA Tip Top Up bread range.

Ms Hayman has extensive food industry experience in the management and development of the branding, marketing and innovation of functional foods.

She is a non-executive director of the Peer Support Foundation, a non-executive director of the Australian Businesswomen's Network and a previous Convenor of the Go Grains Marketing Communications Advisory Board.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

**ANNUAL GENERAL MEETING
EXPLANATORY NOTES (continued)**

Item 3. - Election of Directors. (ordinary resolution) (continued)

Mr Peter R. Robinson, B.Com

Mr Robinson was appointed as a director on 14 August 1997 and has held the position of Chairman since 1 December 2002.

He is an executive director of Washington H Soul Pattinson and Company Limited, which is a substantial shareholder of the Company.

Mr Robinson has held both executive and non-executive directorships for a period of 25 years and has over 30 years experience at general management and chief executive officer level. He is also the non-executive Chairman of Australian Pharmaceutical Industries Limited and a non-executive director of New Hope Corporation Limited.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

Item 4. - Non-executive Directors' Remuneration. (ordinary resolution)

The Shareholders will be asked to approve an increase in the maximum aggregate remuneration which may be paid to the non-executive Directors of Clover Corporation Limited.

The new maximum amount, subject to the passing of the resolution, will be \$500,000 per annum.

The maximum amount has not been increased since the Company was listed on the Australian Securities Exchange in 1999.

Voting Prohibition Statement

In accordance with the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment on item 4 if:

- The proxy is either:
 - a member of the key management personnel for the Company; or
 - a closely related party of a member of the key management personnel for the Company; and
- The appointment does not specify the way the proxy is to vote on item 4.

However, the above prohibition does not apply if:

- the proxy is the Chair of the meeting; and
- The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel for the Company.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

Admission to meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are asked to bring their proxy form to the meeting to facilitate the admission process.

Shareholders who do not plan to attend the meeting are encouraged to complete and return their proxy form to Computershare Investor Services in the prepaid envelope provided. Alternatively, shareholders can return the proxy form by facsimile as detailed on the proxy form.

**ANNUAL GENERAL MEETING
EXPLANATORY NOTES (continued)**

Questions and comments by shareholders at the meeting

A reasonable opportunity will be given to shareholders, as a whole, to ask questions about or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the auditor if the question is relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the meeting.

Relevant written questions to the auditor must be received no later than 5:00pm (Sydney time) on 11 November 2011. A list of those relevant written questions will be made available to shareholders attending the meeting.

If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for the auditor to:

Clover Corporation Limited
GPO Box 479, SYDNEY NSW 2001
or by facsimile to +61 2 9233 1025

Lodge your vote:



By Mail:

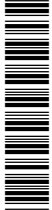
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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 CLV
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), Sunday 20 November 2011

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 as they choose. 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 information tab, "Downloadable 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 Clover Corporation 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, as the proxy sees fit) at the Annual General Meeting of Clover Corporation Limited to be held in the Lyceum Theatre at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 on Tuesday, 22 November 2011 at 11.00am and at any adjournment of that meeting.

Important for Items 2 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default By marking the box below, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2 and 4, the Chairman of the Meeting will not cast your votes on Items 2 and 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking the box below (in which case the Chairman of the Meeting will vote in favour of Items 2 and 4).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2 and 4 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 (except where I/ we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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.

ORDINARY BUSINESS

		For	Against	Abstain
2	To adopt the Remuneration Report for the 13 Months ended 31 July 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	To re-elect Ms C. L. Hayman as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	To re-elect Mr P. R. Robinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Non-executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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 / /