



**Clover Corporation Limited**  
ABN 85 003 622 866

**ASX ANNOUNCEMENT**

**25 October 2013**

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

**2013 ANNUAL GENERAL MEETING – NOTICE OF MEETING**

Enclosed is a Notice of Meeting and Proxy Form for the 2013 Annual General Meeting of Clover Corporation Limited, which was mailed to shareholders today.

Signed for and on behalf of Clover Corporation Limited.

Jaime Pinto  
Company Secretary



Clover Corporation Limited  
ABN 85 003 622 866

2<sup>nd</sup> Floor, 160 Pitt Street  
SYDNEY NSW 2000  
Telephone + 61 2 9210 7000  
Facsimile + 61 2 9210 7099

## NOTICE OF ANNUAL GENERAL MEETING 29 November 2013

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 Friday 29 November 2013 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 year ended 31 July 2013.

#### 2. Remuneration Report

To adopt the Remuneration Report for the year ended 31 July 2013 (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 Director

To re-elect as a director Dr M J Sleigh who retires by rotation in accordance with article 16 of the Company's constitution and, being eligible, offers herself for re-election (ordinary resolution).

#### 4. Election of Director

To re-elect as a director Mr G A Billings who, having been appointed by the Board to fill a casual vacancy since the previous Annual General Meeting, retires in accordance with article 15.5 of the Company's constitution and, being eligible, offers himself for re-election (ordinary resolution).

By order of the Board

J P Pinto  
Company Secretary  
25 October 2013

### Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Standard Time on Wednesday 27 November 2013 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.



## ANNUAL GENERAL MEETING EXPLANATORY NOTES

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### Item 1. - Receive and consider the financial and other reports.

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 31 July 2013 (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 includes 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 Director. (ordinary resolution)

#### **Dr Marilyn J Sleigh, B.Sc, PhD, DipCorp Man, FTSE**

Dr Sleigh was appointed to the Board on 9 July 2008. She was most recently re-elected by shareholders at the 2010 Annual General Meeting, and is Chairman of the Remuneration Committee and a member of the Audit Committee.

Dr Sleigh was trained as a Biochemist and was formerly CEO & Managing Director of EvoGenix Limited, an ASX-listed biotechnology company; Dean, Faculty of Life Sciences, University of NSW; Director, Research & Development at Peptech Limited and Scientist & Senior Manager, CSIRO.

She currently serves as a director of Tyrian Diagnostics Limited, Adalta Pty Ltd, the Rural Industries Research and Development Corporation and Relationships Australia (NSW) and chairs the Business Development Advisory Committee of the Garvan Institute for Medical Research.

Dr Sleigh contributes extensive experience in strategic management of ASX-listed SMEs both as a director, and as a CEO. She also provides scientific research and development expertise relevant to Clover's Innovations program and commercialisation of its products

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)**

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### **Item 4. - Election of Director. (ordinary resolution) Mr Graeme A Billings, BComm, FCA, MAICD**

Mr Billings was appointed to the Board on 14 May 2013, and is Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr Billings has been a Chartered Accountant since 1977, and was a partner at Coopers and Lybrand and then PricewaterhouseCoopers (PwC) for 24 years. He was head of PwC's Melbourne Assurance practice for a number of years as well as Global Leader of PwC's Industrial Products and Manufacturing industry group.

Mr Billings brings a range of financial, corporate governance, internal control, commercial and corporate transactional skills to the Company.

He also currently serves as a director of GUD Holdings Limited and Korvest Limited.

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.

### **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 Friday 22 November 2013. 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 9210 7099

## 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](http://www.intermediaryonline.com)

### For all enquiries call:

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

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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 Wednesday 27 November 2013.

### 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](http://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](http://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, and to the extent permitted by law, 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 N.S.W. 2000 on Friday 29 November 2013 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
2	To adopt the Remuneration Report for the year ended 31 July 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Dr M J Sleigh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr G A Billings as a Director	<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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_