



All Correspondence to:
Computershare Investor Services Pty Limited
GPO Box 7045 Sydney
New South Wales 2001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9615 5970
Facsimile 61 2 8234 5050
www.computershare.com

Dear Securityholder

On behalf of the Board of Directors I am pleased to invite you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW on Tuesday 17 February 2004 at 2:00pm.

Enclosed with this letter is a Notice of Meeting and Explanatory Memorandum detailing the business to be dealt with at the meeting.

If you decide to attend the meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 02 8235 8220 so that it is received by 2:00pm on the 15 November 2004.

Corporate securityholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "A. Fairfull", with a horizontal line extending to the right.

Andrew Fairfull
Company Secretary
16 January 2004



Clover Corporation Limited
ABN 85 003 622 866

Notice of General Meeting

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Clover Corporation Limited will be held at the Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW on Tuesday 17 February 2004 at 2:00pm.

Business:

Item 1 will be proposed as an ordinary resolution.

1. To approve Clover's entry into the Shareholders Agreement and related transactions as proposed by the Explanatory Memorandum dated 15 January 2004 that has been mailed out to shareholders.

Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

A handwritten signature in black ink, appearing to read "A. Fairfull", is written over a horizontal line.

Andrew Fairfull
Company Secretary
15 January 2004

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 2:00pm Australian Eastern Standard Time on Sunday 15 February 2004 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty Limited, located at Level 2, 60 Carrington Street, Sydney NSW 2000 or at the Company's Registered Office, 7 Sefton Road, Thornleigh NSW 2120, or by facsimile to Computershare on (02) 8235 8220 or to the Company on 02 92380344.



Clover Corporation Limited
ABN 85 003 622 866

Proxy Form

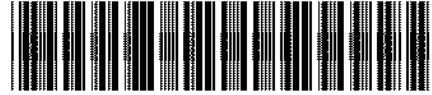
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Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
MR JOHN SMITH
FLAT 123
123 SAMPLE STREET
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



CLVRM

Appointment of Proxy

I N D

I/We being a member/s of Clover Corporation Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if
this person is **someone other than the Chairman of the**
Meeting.

or failing the person named, or if no person 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 Extraordinary General Meeting of Clover Corporation Limited to be held at the Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW on Tuesday 17 February 2004 at 2:00pm and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

For Against Abstain*

Item 1. To approve Clover's entry into the Shareholders Agreement and related transactions as proposed by the Explanatory Memorandum dated 15 January 2004.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

CLV

13PR



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 2:00pm on Tuesday 17 February 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Clover Corporation Limited share registry at the address opposite, or
- by delivery to the Registered Office of Clover Corporation Limited being
7 Sefton Road
Thornleigh NSW 2120
Australia

Clover Corporation Limited share registry
Computershare Investor Services Pty Limited
GPO Box 4195
Sydney New South Wales 2001
Delivery: Level 2/60 Carrington Street, Sydney
Facsimile 61 2 8235 8220



Clover Corporation Limited
ABN 85 003 622 866

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123 SAMPLE STREET
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



CLV

I 1234567890

IND

Appointment of Proxy

I/We being a member/s of Clover Corporation Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR



Write here the name of the person you are appointing if
this person is **someone other than the Chairman of the
Meeting.**

or failing the person named, or if no person 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 Extraordinary General Meeting of Clover Corporation Limited to be held at the Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW on Tuesday 17 February 2004 at 2:00pm and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

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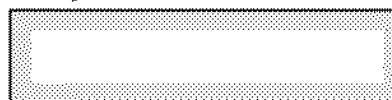
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Sole Director and
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