

## **Notice of Special Meeting of Shareholders**

Notice is given that a Special Meeting of Shareholders of PGG Wrightson Limited (the Company) will be held at Riccarton Park Function Centre, Nightmarch Room, Racecourse Road, Upper Riccarton, Christchurch, on 28 June 2011 commencing at 9.30 a.m.

### **Business to be conducted:**

- Item 1.** To hear an address by the Chairman.
- Item 2.** To consider and, if thought fit, pass the resolutions set out on page 2 of this Notice of Meeting. Explanatory notes that give further detail in respect of the proposed resolutions are set out in the Explanatory Memorandum accompanying this Notice of Meeting.
- Item 3.** To consider any other business that may properly be brought before the meeting.

### **Voting instructions**

- 1. The two resolutions required for agenda item 2 are ordinary resolutions, requiring a simple majority of the votes of the shareholders entitled to vote and voting on the resolutions.
- 2. A shareholder may vote by attending the meeting in person or appointing a proxy (or, in the case of a corporate shareholder, a representative) to attend the meeting on the shareholder's behalf. The proxy or representative need not be a shareholder of the Company. If you do not want to attend the meeting but instead want to appoint a proxy (or you are a body corporate and want to appoint a representative) to attend the meeting and vote on your behalf, then you should complete the enclosed Proxy Form and send it so that it is **received by Computershare Investor Services Limited no later than 9:30 am on 26 June 2011**.
- 3. If you want to direct your proxy/representative how to vote, make sure you have indicated this on the Proxy Form. If you do not direct your proxy/representative how to vote on the Proxy Form, the proxy/representative may vote (or abstain from voting) as he or she thinks fit.
- 4. The Chairman of the Company, Sir John Anderson, is willing to act as your proxy.

By order of the Board of Directors.



**Julian Daly**  
General Counsel & Company Secretary  
Christchurch  
New Zealand

14 June 2011

## PROPOSED RESOLUTIONS

To consider and, if thought fit, pass the following resolutions:

### Approval of Ngai Tahu Capital Limited's investment in Agria Asia Investments Limited

**Resolution 1: As an ordinary resolution:**

That the acquisition by Ngai Tahu Capital Limited of 7.24% of the shares in Agria Asia Investments Limited, as described in Part One of the Explanatory Memorandum accompanying this Notice of Meeting, is approved.

### Approval of the PGG Wrightson Finance Limited Transactions

**Resolution 2: As an ordinary resolution:**

That for the purposes of NZX Listing Rule 9.2.1, that the sale by PGG Wrightson Limited of 100% of the shares in PGG Wrightson Finance Limited to Heartland Building Society, including:

- (i) the execution of the Transaction Documents;
- (ii) the subscription by PGG Wrightson Limited for ordinary shares to be issued by Heartland New Zealand Limited, for an aggregate purchase price of \$10,000,000;
- (iii) PGG Wrightson Limited's granting of a guarantee in favour of Heartland Building Society in respect of certain loans provided by PGG Wrightson Finance Limited to its customers;
- (iv) the potential sale of up to \$50,000,000 of loans by PGG Wrightson Finance Limited to Heartland New Zealand Limited, or its nominee; and
- (v) the execution by PGG Wrightson Limited of the Distribution and Services Agreement with Heartland Building Society, and the performance by PGG Wrightson Limited of its obligations under the Distribution and Services Agreement with Heartland Building Society;

each as described in Part Two of the Explanatory Memorandum accompanying this Notice of Meeting, are approved.