

# Notice of Annual Meeting



Notice is hereby given that the 2013 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Riccarton Park, 165 Racecourse Road, Upper Riccarton, Christchurch (Balmerino Room) on Tuesday, 22 October 2013, commencing at 2.30pm.

## General Business

The general business will be:

- Item I. To hear addresses by the Chairman and Chief Executive Officer.**
- Item II. To consider and, if thought fit, to elect as a Director of the Company Trevor John Burt who was appointed by the Directors since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election – Resolution 1.**  
*(See Explanatory Note 1)*
- Item III. To consider and, if thought fit, to elect as a Director of the Company Lim Siang (Ronald) Seah who was appointed by the Directors since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election – Resolution 2.**  
*(See Explanatory Note 1)*
- Item IV. To consider and, if thought fit, to elect as a Director of the Company Wai Yip (Patrick) Tsang who was appointed by the Directors since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election – Resolution 3.**  
*(See Explanatory Note 1)*
- Item V. To consider and, if thought fit, to elect as a Director of the Company Kean Seng U who was appointed by the Directors since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election – Resolution 4.**  
*(See Explanatory Note 1)*
- Item VI. To note the reappointment of KPMG as the Company's auditor and authorise the Directors to fix the auditor's remuneration – Resolution 5**  
*(See Explanatory Note 2)*
- Item VII. To consider any other business that may properly be brought before the annual meeting.**

## Attendance and Voting

The resolutions required for agenda items II to VII (Resolutions 1 to 5) are ordinary Resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting on the Resolutions.

The only persons entitled to exercise votes at the meeting will be those who are registered as shareholders as at 2.30pm on Sunday 20 October 2013 and only the shares registered in those shareholders' names at that time carry a right to vote at the meeting. Your rights to vote may be exercised by:

1. **Attending and voting in person:** or
2. **Postal voting:** Postal voting instructions accompany this Notice of Annual Meeting. Shareholders wishing to vote by post must complete and send the postal form so that it is received by Computershare Investor Services Limited no later than 2.30pm on Sunday 20 October 2013; or
3. **Electronic Voting:** Electronic or online voting instructions accompany this Notice of Annual Meeting. Shareholders wishing to vote electronically must do so no later than 2.30pm on Sunday 20 October 2013.
4. **Appointing a proxy (or representative) to attend and vote in your place:** The proxy need not be a shareholder of the Company and the form of appointment of a proxy and voting instructions accompanies this Notice of Annual Meeting. Shareholders wishing to appoint a proxy (for representative) must complete and send the proxy form so that it is received by Computershare Investor Services Limited no later than 2.30pm on Sunday 20 October 2013.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments.

By order of the Board of Directors.

### Julian Daly

General Counsel & Company Secretary  
Christchurch  
New Zealand

4 October 2013

## EXPLANATORY NOTES

### 1. Appointment of Directors

#### ● Sir John Anderson KBE

Sir John is the current Chairman of PGG Wrightson Limited and was appointed on 1 March 2010. Sir John retires by rotation in accordance with the Company's Constitution, and will not be standing for re-election.

The Company's Directors wish to acknowledge Sir John's contribution and service to the Company.

#### ● Trevor John Burt B.Sc

Trevor Burt is a current Director of PGG Wrightson Limited and was appointed by the Directors on 11 December 2012. Trevor was appointed since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election.

Trevor has had extensive international experience in the industrial gas industry, joining BOC Gases NZ in 1986 and retiring from the executive Board of Linde AG in 2007 (Linde AG acquired BOC in 2006). During his time with BOC, he served as Managing Director China, Managing Director North Asia and later President for North America. As an executive Board member for Linde AG his accountabilities included overall responsibility for Asia-Pacific operations.

In addition to chairing Ngai Tahu Holding Corporation and Lyttelton Port Company Ltd, Trevor is also a director on a number of other well-known New Zealand businesses including Silver Fern Farms, Landpower Holdings, Mainpower NZ, and a Commissioner on the Earthquake Commission.

He holds a Bachelor's degree in Science from Canterbury University, and has completed postgraduate studies in marketing and public relations.

Trevor John Burt is an associated person of substantial security holder Agria (Singapore) Pte Limited. The Board has determined that he does not qualify as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Trevor Burt's election.

#### ● Lim Siang (Ronald) Seah B.Soc.Sc (Honours in Economics)

Ronald Seah is a current Director of PGG Wrightson Limited and was appointed by the Directors on 4 December 2012. Ronald was appointed since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election.

Ronald is a Singaporean with a background in banking and funds management. His fund management career spanned 26 years with the AIG group of companies in Singapore, serving as Chairman of AIG Global Investment Corporation (Singapore) Ltd until 2005. He is currently director of a number of listed Singaporean companies including Yanlord Land Group Ltd, for which he is also Chairman of the Audit Committee, Global Investments Ltd. and Telechoice International Ltd. He also sits on the Board of Invenio Holdings Pte Ltd (a subsidiary of Olam International).

Ronald holds a Bachelor of Social Science Degree with Honours in Economics from the University of Singapore.

The Board has determined that Ronald Seah qualifies as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Ronald Seah's election.

#### ● Wai Yip (Patrick) Tsang FCPA, FCCA, ACA, BA (Hons)

Patrick Tsang is a current Director of PGG Wrightson Limited and was appointed on 4 December 2012. Patrick was appointed by the Directors since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election.

Patrick is the Chief Financial Officer for Agria Corporation (the parent company of PGG Wrightson's largest shareholder Agria (Singapore) PTE Limited) and began his career with PricewaterhouseCoopers as an auditor. He has held finance roles in a number of companies listed on the main board of Hong Kong Stock Exchange, including China Resources Enterprises Limited and Tianjin Development Holdings Limited. Patrick is currently a director of China Pipe Group Limited, a Hong Kong listed company. He has over 20 years of experience in auditing, accounting, investor relations and corporate finance including initial public offerings, restructuring and merger and acquisition transactions.

Patrick holds a Bachelor's degree in Accountancy (Honours) and is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants and a member of the Institute of Chartered Accountants in England and Wales.

Patrick Tsang is an associated person of substantial security holder Agria (Singapore) Pte Limited. The Board has determined that he does not qualify as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Patrick Tsang's election.

- **Kean Seng U LLB (Honours), B Ec**

Kean Seng U is a current Director of PGG Wrightson Limited and was appointed by the Directors on 4 December 2012. Ken Seng was appointed since the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election.

Kean Seng is Head of Corporate and Legal Affairs for Agria Corporation, a role he has held since December 2008.

He has extensive experience in advising multi-national corporations and sovereign entities on direct investments in The People's Republic of China as well as offshore mergers and acquisitions of foreign assets by entities of The People's Republic of China. Kean Seng previously practiced as a partner at Singaporean law firm, Shooklin & Bok LLP, focused on East Asia, and he led a corporate finance team in Allen & Overy Shooklin & Bok, JLV, an international law venture partnership with London based Allen & Overy LLP.

Kean Seng sits as an independent and non-executive director of several public listed corporations. He received a Bachelor of Laws (Honours) degree from Monash University (Australia). He is a Barrister and Solicitor, Supreme Court of Victoria, Australia; Advocate & Solicitor, Supreme Court of Singapore and Solicitor of England and Wales. In addition to his extensive legal knowledge, Kean Seng is also a qualified economist, having completed his degree majoring in Economics and Accounting, B.Ec at Monash University, Australia.

Kean Seng U is an associated person of substantial security holder Agria (Singapore) Pte Limited. The Board has determined that he does not qualify as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Kean Seng U's election.

## 2. Auditors

Noting the automatic reappointment of KPMG as the Company's auditor under section 200 of the Companies Act 1993, the proposed ordinary Resolution is to authorise the Directors to fix the auditor's remuneration for the following year for the purposes of section 197 of the Companies Act 1993.

The Company's Directors recommend shareholders vote in favour of this Resolution.