

Notice of Annual Meeting

Notice is hereby given that the 2014 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at the Napier War Memorial Conference Centre (the Ballroom), 48 Marine Parade, Napier on Tuesday, 21 October 2014, commencing at 10.30am.

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 John Nichol 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 re-elect as a Director of the Company Bruce Irvine who retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election – Resolution 2.**
(See Explanatory Note 1)
- Item IV. To consider and, if thought fit, to re-elect as a Director of the Company Guanglin (Alan) Lai who retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election – Resolution 3.**
(See Explanatory Note 1)
- Item V. To note the reappointment of KPMG as the Company's auditor and authorise the Directors to fix the auditor's remuneration – Resolution 4.**
(See Explanatory Note 2)
- Item VI. 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 V (Resolutions 1 to 4) 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 10.30am on Sunday 19 October 2014 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 10.30am on Sunday 19 October 2014; 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 10.30am on Sunday 19 October 2014.
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 10.30am on Sunday 19 October 2014.

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 Manager, Strategy & Corporate Affairs
Christchurch
New Zealand

1 October 2014

Explanatory Notes

1. Appointment of Directors

- **John Nichol CA**

John Nichol is a current Director of PGG Wrightson Limited. John is a member of the Audit Committee and was appointed on 22 October 2013 subsequent to the last annual meeting and so retires in accordance with the NZSX Listing Rules, and being eligible, offers himself for election.

John has been Managing Director of Optica Life Accessories Limited for the past 11 years. Prior to that he held a number of executive roles within the banking and finance sector and for 10 years was Managing Director of the investment company, Broadway Industries Limited.

He has been a director of a number of businesses within the primary sector including Fortex Group Limited, The New Zealand Salmon Company Limited, Alpine Dairy Products Limited, Craigpine Timber Limited, the New Zealand Dairy Board and The New Zealand Merino Company Limited. He has also been a director of a number of significant other New Zealand businesses including New Zealand Post Limited and State Insurance Limited.

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

The Company's Directors recommend shareholders vote in favour of John Nichol's election.

- **Bruce Irvine B.Com, LLB, FCA, FNZIM, AF Inst D**

Bruce Irvine is a current Director of PGG Wrightson Limited and is Chairman of the Audit Committee. He was appointed to the PGG Wrightson Board on 24 June 2009. Bruce Irvine retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

Bruce was Managing Partner at Deloitte Christchurch from 1995 to 2007 before his retirement in May 2008. He now acts as an independent director on various boards including: Chair of Christchurch City Holdings Limited and Heartland Bank and subsidiaries; Director of House of Travel Holdings Limited, Godfrey Hirst NZ Limited and subsidiaries, Market Gardeners Limited and subsidiaries,

Rakon Limited and subsidiaries, Scenic Hotels Limited and Skope Industries Limited.

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

The Company's Directors recommend shareholders vote in favour of Bruce Irvine's re-election.

- **Guanglin (Alan) Lai Bachelor of Business (Accounting), M.Fin**

Alan Lai is the Chairman of PGG Wrightson Limited. Alan retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

Alan was appointed as Chairman of PGG Wrightson Limited on 22 October 2013 and has been a Director since 30 December 2009. Alan has served as the Chairman of Agria Corporation's Board of Directors since June 2007 and is a member of Agria's Remuneration Committee. Alan is the sole Director of Brothers Capital Limited, which is Agria's largest shareholder. He is the Chairman of the Board of Directors, Chairman of the Nomination Committee and a member of the Remuneration Committee of China Pipe Group Limited, a Hong Kong listed company. China Pipe Group Limited is a leading provider to the construction and infrastructure sector offering a wide range of pipe related product and services in Hong Kong and Macau. His wholly-owned investment vehicle, Singapore Zhongxin Investment Co Limited, is the largest controlling shareholder of China Pipe Group Limited. Alan holds a Masters degree in Finance from The Chinese University of Hong Kong, a Bachelor's degree in Accounting from Monash University, Melbourne and is a certified public accountant in Australia.

Alan Lai 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 Alan Lai's re-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.