

## Notice of Annual Meeting

Notice is hereby given that the 2017 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Riccarton Park (Balmerino Room), 165 Racecourse Road, Christchurch on Tuesday, 31 October 2017, 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 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 1.  
(See Explanatory Note 1)
- Item III. To consider and, if thought fit, to re-elect as a Director of the Company Bruce Robertson 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 elect as a Director of the Company Joo Hai Lee who being eligible, offers himself for 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 29 October 2017 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 29 October 2017, 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 29 October 2017, or
- 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 29 October 2017.

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  
(and Company Secretary)

Christchurch  
New Zealand

4 October 2017

## Explanatory Notes

### 1. Election of Directors

- **Guanglin (Alan) Lai**

Bachelor of Business (Accounting), M.Fin, FCPA  
Chairman

**Alan** Lai is a current Director and Chair of PGG Wrightson Limited and joined the PGG Wrightson Board on 30 December 2009. He was appointed Chairman on 22 October 2013. Alan retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

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. Alan is the Chairman of the Board of Directors, Chairman of the Nomination Committee and a member of the Remuneration Committee of Softpower International Limited (previously China Pipe Group), a Hong Kong listed company. Softpower International 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 Softpower International 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 Fellow certified public accountant in Australia. Mr Lai is a Fellow of Monash University and also a member of the Global Advisory Council of the Faculty of Business and Economics at Monash University. Mr Lai is the Vice Chairman of Shenzhen General Chamber of Commerce in China and Vice Chairman of China Chamber of Commerce in New Zealand.

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.

- **Bruce Irvine**

B.Com, LLB, FCA, AF Inst D  
Independent Director

**Bruce** Irvine is a current Director of PGG Wrightson Limited and is a member and Chair of the Audit Committee. He was appointed to the PGG Wrightson Limited Board on 24 June 2009. Bruce 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: Director of Heartland Bank Limited and subsidiaries, 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.

- **Joo Hai Lee**

ACA (ICAEW), CPA (Australia), FCCA (UK), CA (ISCA)  
Nominee for Director

**Joo Hai** Lee was appointed as an Independent Director of Agria Corporation in November 2008. Mr Lee, aged 61, has more than 30 years' experience in accounting and auditing. He was a partner of an international public accounting firm in Singapore until his retirement from the firm in 2012. He has serviced clients in the manufacturing, hospitality, insurance, insurance brokers and other service industries. His clients include large multinational corporations and listed entities. His professional memberships include those of the Institute of Chartered Accountants in England and Wales, CPA (Australia), ACCA (UK), Institute of Directors of both Hong Kong and Singapore. Mr Lee also sits on the board of three listed companies in Singapore and one in Hong Kong.

Following the retirement of WK Tsang on 15 October 2017, Joo Hai has been nominated by, and 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 NZX Listing Rules.

### 2. Auditors

Noting the automatic reappointment of KPMG as the Company's auditor under section 207T 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 207S of the Companies Act 1993.