

Notice of Annual Meeting



Notice is hereby given that the 2011 Annual Meeting of shareholders of PGG Wrightson Limited will be held at The Cushing Foyer, Hawke's Bay Opera House, 101 Hastings Street South, Hastings on Wednesday 2 November 2011, commencing at 2.30pm.

General Business

The general business will be:

Item I. To hear addresses by the Chairman and Managing Director.

Item II. To consider and, if thought fit, to re-elect as Directors of the Company (each by separate ordinary resolution of shareholders)

- **Resolution 1** – Bruce Irvine
- **Resolution 2** – Bill Thomas

who retire by rotation in accordance with the Company's Constitution, and all being eligible, offer themselves for election.

(See Explanatory Note 1)

To consider and, if thought fit, to elect as Directors of the Company (each by separate ordinary resolution of shareholders)

- **Resolution 3** – Wah Kwong (WK) Tsang
- **Resolution 4** – Greg Campbell
- **Resolution 5** – Dr Zhi-Kang Li

who having been nominated by substantial security holder Agria (Singapore) Pte Limited, and all being eligible, offer themselves for election.

(See Explanatory Note 1)

Item III. To note the reappointment of KPMG as the Company's auditor and authorise the Directors to fix the auditor's remuneration – Resolution 6.

(See Explanatory Note 2)

Item IV. To consider any other business that may properly be brought before the Annual Meeting.

Attendance and Voting

The resolutions required for agenda items II and III (Resolutions 1 to 6) 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 Monday, 31 October 2011, 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:

- (a) attending and voting in person; or
- (b) 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 (or representative) must complete and send the proxy form so that it is received by Computershare Investor Services Limited no later than 2.30pm on Monday, 31 October 2011.

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
14 October 2011

EXPLANATORY NOTES

1. Appointment of Directors

For further information about the nominees who are current directors see pages 18 and 19 of the PGG Wrightson Limited 2011 Annual Report.

Bruce Robertson Irvine, Keith Raymond Smith and William (Bill) David Thomas retire by rotation in accordance with the Company's Constitution. Bruce Irvine and Bill Thomas, being eligible, offer themselves for re-election (see 1.1 and 1.2 as follows). Keith Smith does not offer himself for re-election.

Wah Kwong (WK) Tsang, Greg Campbell and Dr Zhi-Kang Li have been nominated by substantial security holder Agria (Singapore) Pte Limited, and all being eligible, offer themselves for election (see 1.3, 1.4 and 1.5 as follows).

The Company must have a minimum of three independent directors. The Company will continue to meet this requirement, provided Bill Thomas and Dr Li are elected as Directors.

1.1. Bruce Robertson Irvine *B Com, LLB, FCA, FNZIM, AFInst D*

Bruce was appointed to the PGG Wrightson Limited Board in June 2009 and is Chairman of the Audit Committee. Bruce is also a Director of Pyne Gould Corporation Limited and its subsidiaries. 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: Christchurch City Holdings Limited, House of Travel Holdings Limited, Godfrey Hirst NZ Limited, Market Gardeners Limited, Rakon Limited, Scenic Circle Hotels Limited and Skope Industries Limited. He is the Chairman of Heartland New Zealand Limited.

Bruce is an associated person of substantial security holder Pyne Gould Corporation Limited. The Board has determined that he does not qualify as an Independent Director as defined by the NZX Listing Rules.

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

1.2 William David Thomas

Bill Thomas farms Longbeach, the historic coastal flat land property 14km southeast of Ashburton. He is involved in irrigation development, arable, sheep and beef and dairy farming. Bill became a Director of Pyne Gould Guinness Limited in 1995.

The Board has determined that Bill qualifies as an Independent Director as defined by the NZX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Bill Thomas' re-election.

1.3 Wah Kwong (WK) Tsang

WK is an independent director of Agria Corporation and is the Chairman of its Audit Committee and a member of its Remuneration Committee. WK was a partner of PricewaterhouseCoopers Hong Kong and China Firm (PwC). He has extensive experience in auditing listed and unlisted companies in different industries and providing support for initial public offerings and acquisition transactions. During his over 30 years with PwC, he experienced working in various offices including Hong Kong, New Zealand, Macau and China. He was responsible for the daily practice of Macau and Shenzhen (China) offices while being stationed there. WK received a Bachelor's degree in Business Administration from Chinese University of Hong Kong. He is a fellow member of Hong Kong Institute of Certified Public Accountants, a fellow member of Association of Chartered Certified Accountants, UK and a member of Chinese Institute of Certified Public Accountants.

WK 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.

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

1.4 Greg Campbell *MBA(Dist), FNZIM, MInstD*

Greg has held the position of CEO Ngāi Tahu Holdings Group since October 2009 on his return from overseas. Prior to this role he was Managing Director of Transpacific Industries NZ Limited, and CEO Australasia where he led the purchase and integration of Waste Management NZ in 2005 along with a number of other significant New Zealand and Australian based companies. Greg has had extensive New Zealand and international executive and governance experience spanning industry sectors such as the petroleum industry, infrastructure, local government (CCTO), heavy industry, public transit, manufacturing, energy and environmental sectors. He has held a wide range of directorships in Australia and New Zealand during his career within listed companies, privately held and not for profits. He is currently a director of EcoCentral Limited, Ngāi Tahu Fisheries Settlement Limited, Agria Asia Investments Limited and Agria (Singapore) Pte Limited.

Greg Campbell 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.

The Company's Directors recommend shareholders vote in favour of Greg Campbell's election.

1.5 Dr Zhi-Kang Li *PhD, MSc, BSc*

Dr Li is the Chief Scientist, Institute of Crop Sciences/ National Key Facility for Crop Gene Resources and Genetic Improvement, Chinese Academy of Agricultural Sciences (CAAS), in Beijing China. He is also the Senior Molecular Geneticist/Breeder, Plant Breeding, Genetics and Biotechnology Division, International Rice Research Institute and the Coordinator of the International Rice Molecular Breeding Network in Asia. He has a PhD in Genetics (Minor in Statistics) from the University of California – Davis. He has expertise in plant molecular genetics (including gene/QTL mapping, marker-assisted plant breeding, gene QTL, discovery and genetic/ molecular dissection and functional genomics of complex phenotypes), and their applications to rice cultivar development, genetics and evolution. He is a member of the American Association for the Advancement of Science, the Genetics Society of America and the Chinese Society of Crop Science.

The Board has determined that Dr Li qualifies as an Independent Director as defined by the NZX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Dr Li'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.