

Notice of Annual Meeting

Notice is hereby given that the 2012 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Eilerslie Events Centre, 80–100 Ascot Avenue, Greenlane, Auckland (Great Northern Room) on Wednesday, 24 October 2012, 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 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 election – Resolution 1.**
(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 2.**
(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 and 2) 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 22 October 2012, 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) Postal voting. Postal voting instructions accompany this Notice of Annual Meeting. You can either cast a postal vote online, complete and send the postal voting form by post, email (scanned attachment) or fax so that your vote is received by Computershare Investor Services Limited no later than 2.30pm on Monday 22 October 2012; or
- (c) 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. You must do this online or complete and send the proxy form by post, email (scanned attachment) or fax so that it is received by Computershare Investor Services Limited no later than 2.30pm on Monday 22 October 2012.

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

5 October 2012

EXPLANATORY NOTES

1. Appointment of Director

Sir Selwyn Cushing and Tao Xie retire by rotation in accordance with the Company's Constitution and do not offer themselves for re-election. William David Thomas also retires at the meeting and does not offer himself for re-election.

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

Alan Lai is a current Director of PGG Wrightson Limited and was appointed on 30 December 2009.

Alan is the founder and the Chairman of Agria Corporation's Board of Directors and Chairman 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 China Pipe Group Limited, a Hong Kong listed company that is a leading provider to the construction sector offering a wide range of pipe related products, services and solutions to the constructors, designers, consultants and government agencies in Hong Kong and Macau. His wholly-owned investment vehicle, Singapore Zhongxin Investment Company Limited, is the largest controlling shareholder of China Pipe Group Limited. Alan is also the Deputy Chairman of Chamber of Commerce in Shenzhen, China. Alan holds a bachelor's degree in accounting from Monash University, Melbourne, Australia, and a master of business administration in finance from the Chinese University of Hong Kong. He 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 NZX 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.