

Notice of Annual Meeting

Notice is hereby given that the 2015 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Riccarton Park (Balmerino Room), 165 Racecourse Road, Christchurch on Wednesday, 28 October 2015, commencing at 2pm.

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 Lim Siang (Ronald) Seah 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 Kean Seng U 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 Wah Kwong (WK) 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 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 2pm on Monday 26 October 2015 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 2pm on Monday 26 October 2015, 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 2pm on Monday 26 October 2015, 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 2pm on Monday 26 October 2015.

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

30 September 2015

Explanatory Notes

1. Appointment of Directors

- Lim Siang (Ronald) Seah** - Ronald Seah was appointed to the PGG Wrightson Board on 4 December 2012. Ronald is a Singaporean with a background in banking and funds management. His funds management career spanned 26 years with the AIG group of companies in Singapore, serving as Chairman of AIG Global Investment Corporation (Singapore) Limited until 2005. He is currently serving as independent director of a number of listed Singaporean companies including Yanlord Land Group Limited (Chairman of the Audit Committee), Global Investments Limited (Chairman of the Remuneration Committee), M&C Reit Management Limited and M&C Business Trust Management Limited (Chairman of the Risk Management Committee) and Telechoice International Limited. 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 re-election.

- Kean Seng U** - Kean Seng U was appointed to the PGG Wrightson Board on 4 December 2012. 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 and 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 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 re-election.

- Wah Kwong (WK) Tsang** - WK Tsang was reappointed to the Board of PGG Wrightson Limited and its Audit Committee on 15 November 2014 after previously serving on the Board from November 2011 to December 2012. WK is a former partner of the Hong Kong and China firm of PricewaterhouseCoopers and has over 30 years of professional experience in auditing listed and unlisted companies and providing support for initial public offerings and acquisition transactions. He is an Independent Director of Agria Corporation and the Chairman of its Audit Committee, the Chairman of its Compensation Committee and a member of its Nomination Committee. Currently, WK is also an Independent Non-Executive Director of a number of companies listed on Hong Kong Stock Exchange, including China Animation Characters Company Limited, China Merchant China Direct Investments Limited, PanAsialum Holdings Company Limited, Sihuan Pharmaceutical Holdings Group Ltd and TK Group (Holdings) Limited. He is a Fellow Member of Hong Kong Institute of Certified Public Accountants, a Member of Chinese Institute of Certified Public Accountants and a Fellow Member of Association of Chartered Certified Accountants, UK.

Mr 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 WK Tsang's election

John Fulton is an alternate director for WK.

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.

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