

Notice of Annual Meeting



Notice is hereby given that the 2010 Annual Meeting of shareholders of PGG Wrightson Limited will be held at Riccarton Park, Show Gate Room, 165 Racecourse Road, Upper Riccarton, Christchurch on Thursday 28 October 2010, commencing at 2.30pm.

General Business

The general business will be:

Item 1. To hear addresses by the Chairman and Managing Director.

Item 2. To consider and, if thought fit, to re-elect as Directors of the Company

(each by separate ordinary resolution of shareholders)

Resolution 1 – Sir Selwyn John Cushing

Resolution 2 – Keith Raymond Smith

Resolution 3 – William David Thomas

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

(See Explanatory Note)

To consider and, if thought fit, to elect as Directors of the Company

(each by separate ordinary resolution of shareholders)

Resolution 4 – Sir John Anthony Anderson

Resolution 5 – George Arthur Churchill Gould

Resolution 6 – Alan Lai

Resolution 7 – Tao Xie (XT)

who having been appointed by the Directors since the last annual meeting retire in accordance with the NZSX Listing Rules, and all being eligible, offer themselves for election.

(See Explanatory Note)

Item 3. Resolution 8. – To authorise the Directors to fix the auditor's remuneration.

(See Explanatory Note)

Item 4. To consider any other business that may properly be brought before the Annual Meeting.

Attendance and Voting

The resolutions required for agenda items 2 and 3 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 Tuesday, 26 October 2010, 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 Tuesday, 26 October 2010.

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
11 October 2010

EXPLANATORY NOTES

Item 2. Appointment of Directors (Resolutions 1–7)

(for further information about the nominees see pages 18 and 19 of the PGG Wrightson Limited 2010 Annual Report)

Sir Selwyn John Cushing, Keith Raymond Smith and William David Thomas retire by rotation in accordance with the Company's Constitution and being eligible, offer themselves for re-election. Sir Anthony John Anderson, George Arthur Churchill Gould, Alan Lai and Tao Xie were appointed by the Directors since the last annual meeting and so retire in accordance with the NZSX Listing Rules, and being eligible, offer themselves for election.

Please note that the Company must have a minimum of three independent directors. The Company will continue to meet this requirement, provided any three of Sir Anthony John Anderson, Sir Selwyn John Cushing, Keith Raymond Smith and William David Thomas are elected as Directors.

Sir Anthony John Anderson (Resolution 4)

Sir John was appointed Chairman of PGG Wrightson Limited on 1 March 2010. Sir John is currently Chairman of Television New Zealand, Capital & Coast District Health Board, the New Zealand Venture Investment Fund and the Wellington Regional Strategy Committee, Commissioner of the Hawkes Bay District Health Board and serves as a Director on the Boards of Commonwealth Bank of Australia and the Wellington Regional Stadium Trust.

Sir John was formerly Chief Executive of the ANZ National Bank until his retirement in 2005, former Chairman of New Zealand Cricket, New Zealand's representative Director on the ICC – positions he held from 1995 until 2008, and former Chairman of the New Zealand Sports Foundation.

He has held advisory and governance roles for successive governments through the 1980s and 1990s and received the 1990 Commemoration Medal for Services to New Zealand and was knighted in 1994. In 1995 Sir John was awarded NBR "New Zealander of the Year", in 2003 he received the Deloitte Top 200 Company Award "New Zealand's Most Visionary Leader" and in 2005 was the inaugural winner of "The Blake Medal" for leadership contribution to New Zealand

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

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of Sir John's election.

Sir Selwyn John Cushing (Resolution 1)

Sir Selwyn is a Director of the Company, having been appointed to the Wrightson Ltd Board in March 2005 following the acquisition of Williams & Kettle Ltd, of which he had been a Director for more than 20 years.

Sir Selwyn has extensive experience in the rural sector and has been involved with public companies for 40 years. He is currently Chairman of Rural Equities Ltd and New Zealand Rural Properties Trust Management Ltd. He has been a member of the New Zealand Exchange for 30 years and has been involved with many corporate investment projects.

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

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of Sir Selwyn's re-election.

George Arthur Churchill Gould (Resolution 5)

George was appointed as a Director on 5 January 2010 and is Chairman of the Company's Remuneration & Appointments Committee. He is Chairman and major shareholder of Christchurch based investment company Gould Holdings Ltd which has a successful track record in private equity and New Zealand listed equities.

George was Managing Director of NZX listed Pyne Gould Guinness Ltd, leading the management of the merger of that company with Reid Farmers Ltd from 2001 to 2003. Prior to that, he was Managing Director of NZX listed South Eastern Utilities Ltd, whose main achievement was the acquisition of Wairarapa Electricity Ltd in 1996 and its subsequent sale in 1999.

A qualified lawyer, George is a graduate of Canterbury University and London School of Economics. He is a fellow of the New Zealand Institute of Management and a member of the Institute of Directors. George is presently an independent Director of Orion New Zealand Ltd and Christchurch International Airport Ltd. He has interests in pastoral farming and commercial property

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

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of George Gould's election.

Alan Lai (Resolution 6)

Alan Lai was appointed as a Director of the Company on 30 December 2009.

Alan has served as the Chairman of Agria Corporation's Board of Directors since June 2007. Alan also served as Agria's Co-Chief Executive Officer from September 2007 to June 2008 and as Chief Executive Officer from November 2008 to September 2009 and as a member of Agria's Remuneration Committee. Alan is a Director of Brothers Capital Limited, which is Agria's largest shareholder. In 2002, Alan founded Ace Choice Management Ltd, a company that specialises in promoting business and investment activities between the Peoples Republic of China and other countries. From 2000 to 2002, he was Managing Director of Shenzhen Keding Venture Capital Management Co. Ltd, a venture investment management company. Alan is the Chairman of the Board of Directors and a member of the nomination committee of China Pipe Group Ltd, a Hong Kong-listed company that manufactures construction and energy related pipes in Asia. Alan holds a Bachelor's degree in accounting from Monash University, Melbourne, Australia and is a certified public accountant in Australia.

Alan is an associated person of substantial security holder Agria Corporation (Singapore) Ltd. The Board has determined that he does not qualify as an Independent Director as defined by the NZX Listing Rules.

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of Alan Lai's election.

Keith Raymond Smith (Resolution 2)

Keith Smith is a Director of the Company, having been appointed as a Director and Chairman of Wrightson Ltd in June 2004.

Keith is a chartered accountant, and until December 2005 was a partner in the national accounting practice BDO Spicers, specialising in Directorships. He is Chairman of Goodman (NZ) Ltd, Tourism Holdings Ltd and The Warehouse Group Ltd, also a Director of NZ Farming Systems Uruguay Ltd, Mighty River Power Ltd and a number of private companies. He is a Past President of The New Zealand Institute of Chartered Accountants. He is a member of the PGG Wrightson Board's Audit Committee and was Chairman of the Company until 28 February 2010.

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

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of Keith Smith's re-election.

William David Thomas (Resolution 3)

Bill Thomas is a Director of the Company, having become a Director of Pyne Gould Guinness Ltd in 1995. Bill 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.

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

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of William David Thomas' re-election.

Tao Xie (XT) (Resolution 7)

XT was appointed as a Director of the Company on 30 December 2009. XT is currently the Chief Executive Officer and a Director of Agria Corporation.

XT was engaged in advisory practice at PricewaterhouseCoopers (PwC) for 20 years where he led PwC's China market corporate finance practice and served on the firm's governing Board. XT has extensive experience in China related cross-border investments and M & A and has helped structure many well-known China businesses. XT received his Bachelor's degree in physics from Beijing University in China and was a member of the United Kingdom Chartered Association of Certified Accountants.

XT is an associated person of substantial security holder Agria Corporation (Singapore) Ltd. The Board has determined that he does not qualify as an Independent Director as defined by the NZX Listing Rules.

The Company's Directors believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of Tao Xie's election.

Item 3. Auditors (Resolution 8)

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 believe that this resolution is in the best interests of the Company and shareholders as a whole and unanimously recommend shareholders vote in favour of this resolution.

