

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
and
To PGG Wrightson Limited (**PGW**)

Relevant event being disclosed: There was a movement of 1% or more in the substantial holding

Date of relevant event: 10 April 2019

Date this disclosure made: 10 April 2019

Date last disclosure made: 1 April 2019

Substantial product holder(s) giving disclosure

Full name(s): Agria (Singapore) Pte Ltd (**Agria**)

Summary of substantial holding

Class of quoted voting products: Ordinary shares

Summary for Agria

For **this** disclosure,—

- (a) total number held in class: 334,633,994
- (b) total in class: 754,839,050
- (c) total percentage held in class: 44.332%

For **last** disclosure,—

- (a) total number held in class: 351,633,994
- (b) total in class: 754,839,050
- (c) total percentage held in class: 46.584%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On 10 April 2019 Agria transferred 17,000,000 ordinary shares in PGW to H & G Limited (**H & G**) (**Transfer**).

The Transfer occurred pursuant to the sale and purchase agreement between Agria and H & G, which was disclosed to NZX and PGW on 1 April 2019 (**SPA**). Under the SPA, H & G agreed to pay consideration of \$8.33 million (amounting to 49c per share in PGW) for those shares.

Details after relevant event

Details for Agria

Nature of relevant interest(s): Registered holder and beneficial owner of financial products

For that relevant interest,—

- (a) number held in class: 334,633,994
- (b) percentage held in class: 44.332%
- (c) current registered holder(s): Agria
- (d) registered holder(s) once transfers are registered: Not applicable

Additional information

Address(es) of substantial product holder(s): c/- Latham & Watkins LLP Unit 2318, China World Trade Office 2 1 Jian Guo Men Wai Avenue Beijing 100004 Peoples Republic of China.

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Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Not applicable

Certification

I, Timothy Chow Wai Koon, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.