

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2016.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number: 001-33766

AGRIA CORPORATION

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

12/F Phase 1 Austin Tower, 22-26A Austin Avenue
Tsim Sha Tsui, Kowloon, Hong Kong

(Address of principal executive offices)

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12/F Phase 1 Austin Tower, 22-26A Austin Avenue
Tsim Sha Tsui, Kowloon, Hong Kong

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of Each class | Name of Each Exchange on Which Registered |
|--|---|
| American Depositary Shares, each representing two ordinary shares, par value \$0.0000001 per share | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report. **110,766,600 ordinary shares, par value \$0.0000001 per share, as of June 30, 2016.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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INTRODUCTION

Unless otherwise indicated and except where the context otherwise requires, references in this annual report on Form 20-F to:

- “we,” “us,” “our company,” “the Company,” “our” and “Agria” refer to Agria Corporation, a Cayman Islands company, and its predecessor entities, subsidiaries and, unless the context indicates otherwise, our consolidated structured entities, and their subsidiaries and associates;
- “PGW” refers to PGG Wrightson Limited, in which we hold a 50.22% equity interest;
- “PGG Wrightson Seeds” refers to PGG Wrightson Seeds Limited, a wholly-owned subsidiary held through PGW;
- “China” or “PRC” refers to the People’s Republic of China, excluding, for purposes of this annual report, Taiwan, Hong Kong Special Administrative Region and Macau Special Administrative Region;
- “shares” or “ordinary shares” refers to our ordinary shares;
- “ADSs” refers to our American depositary shares, each of which represents two ordinary shares; and
- all references to “RMB” or “Renminbi” are to the legal currency of China; all references to “\$,” “dollars” and “US dollars” are to the legal currency of the United States; and all references to “NZ\$” is to the legal currency of New Zealand.

FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts can be forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “likely to” or other similar expressions. We have based these forward-looking statements largely on our current expectations, estimates and projections about future events and financial trends that we believe may affect our financial condition, results of operations, liquidity, business strategy and financial needs. We believe that the following important factors, among others, in some cases have affected, and in the future could affect our consolidated results and could cause our actual consolidated results for the fiscal year ended June 30, 2017 and any other future period to differ materially from those described in any forward-looking statements made by us:

- our future business development, results of operations and financial condition;
- changes in our revenues, cost and expense items;
- the financial performance of PGW;
- our anticipated development strategies, which may include potential acquisitions and divestitures, expanding into new sectors within the agricultural industry, expanding sales into new regions and expanding our product offerings;
- our strategy to expand our research and development capability;
- our ability to attract customers and end users and enhance our brand recognition;
- future changes in government regulations affecting our business;

- trends and competition in the agricultural industry, particularly in the markets where we operate; and
- our ability to retain and motivate existing management and other key personnel and to recruit and integrate additional qualified personnel into our operations.

You should thoroughly read this annual report and the documents that we refer to in this annual report with the understanding that our actual future results may be materially different from or worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements. Other sections of this annual report include additional factors which could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not Applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following table presents selected consolidated financial information for our company. The consolidated statements of profit or (loss) data for the years ended June 30, 2016, 2015 and 2014 and our consolidated financial position data as of June 30, 2016 and 2015 included elsewhere in this annual report have been derived from our consolidated financial statements for the relevant periods, and are prepared and presented in accordance with International Financial Reporting Standards, or IFRS, as issued by International Accounting Standards Board, or IASB. We adopted IFRS effective as of and for the fiscal year ended June 30, 2014 by applying IFRS 1: First-Time Adoption of International Reporting Standards.

In accordance with rule amendments adopted by the SEC, we have not provided a reconciliation to U.S. GAAP. Further, pursuant to the transitional relief granted by the SEC in respect of the first-time application of IFRS, financial and operating data as of and for the two years ended June 30, 2013 and 2012 derived from our consolidated financial statements prepared in accordance with U.S. GAAP have not been included below.

Commencing with the fiscal year ended June 30, 2014, we changed the presentation currency of our consolidated financial statements from the Renminbi to the US dollar. We believe that the US dollar is more appropriate than Renminbi for presenting our performance and financial position, due to the global nature of our operations, the worldwide recognition of the US dollar, and the greater ease in making direct comparisons with industry peers and other US-listed companies. We have evolved from historically a China-based company into a group with global reach. We have a presence in various markets, including New Zealand, Australia, Uruguay, Brazil and Argentina, as well as exposure to customers in over forty countries across every continent through our international trading and seed multiplication businesses. As a change in presentation currency is a change of accounting policy, all comparative financial information has been restated into US dollars in this annual report. As a result, all financial information contained herein is expressed in US dollars, unless otherwise stated.

Our historical results do not necessarily indicate results expected for any future periods. You should read the following information in conjunction with our consolidated financial statements and related notes and “Item 5. Operating and Financial Review and Prospects” included elsewhere in this annual report.

Our consolidated financial statements as of and for the years ended June 30, 2016, 2015 and 2014 have been audited by GHP Horwath, P.C., or GHP Horwath, an independent registered public accounting firm.

| | For the Year Ended June 30, | | |
|--|------------------------------------|----------------|----------------|
| | 2016 | 2015 | 2014 |
| | \$ | \$ | \$ |
| (In thousands, except per share data) | | | |
| Consolidated Statements of Profit or Loss Data: | | | |
| Revenue | 807,679 | 944,714 | 1,023,571 |
| Cost of sales | (585,312) | (693,804) | (764,995) |
| Gross profit | 222,367 | 250,910 | 258,576 |
| Other income | 547 | 312 | 237 |
| Operating expenses: | | | |
| Employee benefits expenses | (113,255) | (121,415) | (126,086) |
| Research and development | (3,496) | (3,479) | (4,411) |
| Depreciation and amortization | (6,824) | (6,680) | (9,929) |
| Other operating expenses | (72,878) | (78,306) | (83,735) |
| Total operating expenses | (196,453) | (209,880) | (224,161) |
| Equity accounted earnings/(loss) of investees | (164) | 140 | 2,094 |
| Operating profit | 26,297 | 41,482 | 36,746 |
| Non-operating items | (532) | (1,891) | 4,750 |
| Fair value adjustments | (155) | (18) | 1,089 |
| Profit before interest and tax | 25,610 | 39,573 | 42,585 |
| Net interest and finance costs | (13,317) | (12,318) | (9,285) |
| Profit before tax | 12,293 | 27,255 | 33,300 |
| Income tax | (5,866) | (12,567) | (7,153) |
| Profit for the year | 6,427 | 14,688 | 26,147 |
| Attributable to: | | | |
| Equity holders of the Company | (9,230) | (451) | 5,896 |
| Non-controlling interests | 15,657 | 15,139 | 20,251 |
| | <u>6,427</u> | <u>14,688</u> | <u>26,147</u> |
| Earnings/(loss) per ordinary share: | | | |
| Basic | (0.08) | (0.00) | 0.05 |
| Diluted | (0.08) | (0.00) | 0.05 |
| Weighted average number of ordinary shares outstanding: | | | |
| Basic | 110,766,600 | 110,766,600 | 110,766,600 |
| Diluted | 110,766,600 | 110,766,600 | 110,891,096 |

The following table presents a summary of our consolidated financial position data as of June 30, 2016, 2015 and 2014:

| | As of June 30, | | |
|--|-----------------------|-------------|-------------|
| | 2016 | 2015 | 2014 |
| | \$ | \$ | \$ |
| (In thousands) | | | |
| Consolidated Balance Sheets Data: | | | |
| Cash and cash equivalents | 8,332 | 9,886 | 13,958 |
| Accounts receivable | 155,078 | 151,368 | 193,146 |
| Total assets | 547,106 | 498,889 | 603,040 |
| Total current liabilities | 271,780 | 255,470 | 265,719 |
| Share capital | - | - | - |
| Total equity attributable to equity holders of the Company | 49,437 | 56,601 | 75,286 |
| Non-controlling interests | 120,147 | 110,916 | 140,526 |
| Total equity | 169,584 | 167,517 | 215,812 |

A fully imputed 2016 interim dividend of NZ\$1.75 cents per share of PGW was paid on April 5, 2016 and a fully imputed 2015 final dividend of NZ\$2.0 cents per share of PGW was paid on October 1, 2015. A fully imputed 2015 interim dividend of NZ\$2.0 cents per share of PGW was paid on April 8, 2015 and a fully imputed 2014 final dividend of NZ\$3.5 cents per share of PGW was paid on October 3, 2014.

B. Capitalization and Indebtedness

Not Applicable.

C. Reasons for the Offer and Use of Proceeds

Not Applicable.

D. Risk Factors

Risks Related to Our Business

We face risks related to PGW's business and operations that may adversely affect our results of operations and financial condition.

A substantial portion of our revenues have been, and we expect will continue to be, derived from PGW, and therefore our revenues have been and will continue to be directly tied to the business and operations of PGW. PGW is New Zealand's leading provider of agricultural products and services and its business is spread across the agriculture, livestock, merchandising, insurance, real estate, irrigation and water and financial services sectors, all of which may be subject to various risks and factors beyond our control. If PGW's business and operations are not as successful as we expect or its revenues do not reach levels that we expected when we acquired our shareholding in it, our results of operations and financial condition may be materially and adversely affected.

We are dependent on the rural sectors in the markets where we operate.

Our revenues and results of operations depend significantly on the prospects of the New Zealand, Australian and South American rural sectors where we primarily operate. Our prospects also depend, to a significant extent, on positive farmer sentiment both in New Zealand and the other countries where we operate, which can be affected by a wide range of factors outside our control. The following are key factors and risks that can have a material impact on the performance of the rural sector and farmer sentiment and in turn our business performance:

- *Fonterra milksolids payout:* The dairy sector in New Zealand is heavily influenced by the Fonterra payout announcements each year, which determine dairy farmers' cash flows and returns for the upcoming season. Farm financial performance is heavily determined by this metric and drives on-farm investment and expenditure decisions and subsequent demand for our products and services.
- *Climate conditions:* The rural sectors in the markets where we operate are exposed to volatile climate conditions, particularly given the adverse effects on farming caused by droughts or floods. The Australian rural sector is particularly susceptible to drought, which has the potential to result in a material adverse impact on that country's agricultural revenue.
- *Commodity price and volume:* Prices and sales volumes for agricultural commodities such as lamb, beef, wool and dairy products are key factors affecting farm financial performance. Farm financial performance dictates farmer expenditure, which significantly influences demand for our products and services and, in turn, our revenues and results of operations.
- *Regulatory changes:* Changes to the regulatory structure of the New Zealand, Australian or South American rural economies could either expand or reduce the range of products and services required by farmers and other rural sector participants.

- *Animal health and crop conditions:* An outbreak of animal or crop disease may dramatically reduce production or restrict the ability of our clients to sell their stock or production on domestic and international markets.
- *International trade barriers:* Barriers in the form of foreign government subsidies and quota restrictions can restrict the ability of New Zealand, Australian and South American industries to sell their agricultural commodities in international markets and can also affect the price at which such commodities are sold.
- *Environmental regulations:* Changes to environmental regulations and the resulting compliance burdens on PGW or its customers could adversely impact PGW's future performance.

We may not be able to compete successfully in the markets and sectors in which we operate.

The agricultural services sector and other markets in which we operate are competitive. The market share of our competitors may increase and our market share may decrease as a result of various factors, including a change in consumer preferences toward products or services offered by competitors, pricing (including pricing reductions due to "forced sales" by any competitors in financial distress or having an oversupply of products), payment terms, terms of business and promotional strategies implemented by competitors, improved distribution of competitors' products or services in each market, and enhanced price competitiveness due to exchange rate fluctuations, lower costs of production or otherwise. Additionally, new competitors may attempt to enter the markets in which we operate by offering products or services at lower prices to gain market share, which would negatively impact our performance and results of operation.

Our seeds production and trading may be subject to certain risks.

We produce and procure seeds from a variety of sources. However, the sources of our seeds supply are subject to risks associated with growing crops, including natural disasters (such as drought), pestilence, plant diseases, insect infestations and man-made disasters (such as contamination). In addition, seeds inventories can be affected by other man-made interventions, such as arson. Our ability to trade seeds internationally is also dependent on biosecurity controls imposed by importing countries. Changes in regulations or a failure of our products to meet the required standards could result in us being unable to sell seeds or meet customer demand, which would adversely affect our business prospects and results of operation.

Extreme weather conditions and other natural or man-made disasters could damage our production and adversely affect demand from end users/farmers, which would cause a material reduction in revenues.

Customer demand for our products are subject to the risks associated with agriculture, including extreme weather conditions and other natural disasters such as drought, flood, snowstorm, earthquake, pestilence, plant diseases and insect infestations. The quality, cost and volume of seeds and other products that we produce could be materially adversely affected by extreme weather conditions or natural disasters; similarly, the end users of our seed products could also be adversely affected and as a result harming our sales and profitability. Man-made disasters, such as arson or other acts that may adversely affect our inventory in the winter storage season, may also damage our products or our production facilities. Furthermore, natural or man-made disasters may cause farmers to migrate from their farmland, which would decrease the number of end users of our products. We do not have insurance to protect against such risks. As a result, extreme weather conditions and other natural disasters may affect our customers' demand for our products, which would adversely affect our business prospects and results of operations.

Future acquisitions or divestitures could materially change our business and materially and adversely affect our results of operations and financial condition.

Our key strategic priorities require our ongoing efforts in pursuing strategic acquisitions, investments and strategic partnerships. In April 2011, we completed our acquisition of 50.01% of equity interest in PGW, New Zealand's largest rural services business, which offers a wide range of products, services and solutions to farmers, growers and processors in New Zealand and internationally.

Presented with appropriate opportunities, we may acquire businesses or assets that we believe complement our existing business. Any such acquisitions are invariably subject to associated execution risk including issues relating to the integration of new operations and personnel, geographical coordination, retention of key management personnel, systems integration and the reconciliation of corporate cultures. The acquisition and integration could cause the diversion of management's attention or resources from our existing business or cause a temporary interruption of or loss of momentum in our business. We could also lose key personnel from the acquired companies. There may be unforeseen or hidden liabilities or we may not be able to generate sufficient revenue to offset new costs of acquisitions, investments and strategic partnerships. The execution of international expansion of our operations exposes us to a number of additional risks including difficulties in staffing and managing overseas operations, fluctuations in foreign currency exchange rates, increased costs associated with maintaining the ability to understand local trends, difficulties and costs relating to compliance with the different commercial, legal and regulatory requirements of the overseas locations in which we operate, failure to develop appropriate risk management and internal control structures tailored to overseas operations, inability to obtain, maintain or enforce intellectual property rights, unanticipated changes in economic conditions and regulatory requirements in overseas environment. These risks associated with strategic repositioning, future acquisitions, investments and strategic partnerships could have a material and adverse effect on our business, results of operations, financial condition or liquidity.

Any acquisitions and divestitures may materially affect our operations and business mix. We may also incur costs, suffer losses or incur liabilities in connection with these acquisitions or divestitures. Any acquisitions and divestitures could also result in reduction in our ADS price as result of any of the foregoing or because of market reaction to a transaction and diversion of management's attention from other concerns. Any such acquisition or divestiture could materially and adversely affect our business, results of operations and financial condition.

Any plans to increase our production capacity and expand into new markets may not be successful, which could adversely affect our operating results.

We may make other acquisitions or expansions in the future, which may place substantial demand on our managerial, operational, technological and other resources. Our failure to manage our product offerings, operations and distribution channels effectively and efficiently could materially adversely affect our operating results.

As part of our development, we may expand the geographic areas in which we sell or produce our products. Expansion into new markets may present operating and marketing challenges that differ from those that we currently encounter in our existing markets. For example, in April 2011, we completed a transaction to increase our shareholding in PGW from 19% to a controlling 50.01%, which subsequently increased to 50.22% in June 2011 as a result of share repurchases made by PGW. If we are unable to anticipate the changing demands that our expanding operations will impose on our management capacities, production systems and distribution channels, or if we fail to adapt our production systems and distribution channels to changing demands in a timely manner, our revenues could decline, our expenses could rise and our results of operations could be materially adversely affected.

Our business depends substantially on the continuing efforts of our management, and our business may be severely disrupted if we lose their services.

Our future success depends significantly upon the continued services of our management, including the management of our operating entities. We rely on our management's experience in product development, business operations and sales and marketing, as well as on their relationships with distributors and relevant government authorities. If one or more of our key management personnel is unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all. The loss of the services of our key management personnel, in the absence of suitable replacements, could materially adversely affect our operations and financial condition, and we may incur additional expenses to recruit and train personnel. Each member of our management team has entered into an employment agreement with us, which contains confidentiality and non-competition provisions. If disputes arise between our management and us in light of the uncertainties within the PRC legal system, there is a risk that some of the provisions of these agreements may not be enforced or enforceable in China, where our managers reside and hold most of their assets.

Our growth prospects may be materially and adversely affected if we are unable to develop or acquire new products.

The majority of the products provided by our seeds business are upstream products ultimately used by farmers. The profitability of our business depends on sustained and recurring orders from our direct customers, which include distributors, breed improvement and reproductive stations and other intermediaries. Reorder rates are uncertain due to several factors, many of which are beyond our control. These factors include changing customer preferences, competitive price pressures, failure to develop new products to meet the evolving demands of farmers, the development of higher-quality products by our competitors and general economic conditions. If we are unable to develop or acquire additional products that meet the demands of farmers, or if our competitors develop products that are favored by farmers, our growth prospects may be materially and adversely affected and our revenues and profitability may decline.

Our operating results may fluctuate due to a number of factors, some of which are beyond our control, and you may not be able to rely on our historical operating results as an indication of our future performance.

Our operating results may fluctuate due to a number of factors, some of which are beyond our control. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues may differ significantly from our historical rates. Our operating results in future quarters may fall below expectations. Business disruption in key sales periods may significantly impact our full year results. Any unexpected seasonal or other fluctuations could adversely affect our business and results of operations. Future acquisitions or divestitures may also materially change our business mix and adversely affect our results of operations and financial condition.

Our future profitability depends on our ability to secure sufficient orders from customers. An adverse change in market conditions may materially adversely affect our operating results if we cannot adjust our operating and marketing strategy to respond to such changes. Our results of operations may be materially and adversely affected by reduced orders and profit margins in the event of a slowdown in market demand, an increase in business competition, a decrease in government subsidies to farmers, increased costs, or other reasons. As such, we may not be able to maintain a similar level of profitability and you may not be able to rely on our historical operating results as an indication of our future performance.

A severe or prolonged downturn in the global economy or the markets that we primarily operate in could materially and adversely affect our revenues and results of operations.

We and our subsidiary PGW primarily operate in New Zealand, Australia, South America and China. Weak economic conditions and decreased agricultural commodity demand and prices across the world as a result of a global economic downturn may have a negative impact on agricultural production and the rural economies in New Zealand, Australia, South America and China. Lower commodity prices reduce farmers' income and weaken their confidence in the development of agricultural business. In turn, this may limit their ability or lessen their willingness to use more expensive agricultural products, including the ones we produce. There are still great uncertainties regarding economic conditions and the demand for agricultural commodities. Any turbulence in the international markets and economies and prolonged declines in agricultural commodity demand and prices in New Zealand, Australia, South America and China may adversely affect our business, revenues and results of operations.

If we are unable to estimate farmers' future needs accurately and to match our production levels to meet the demand of our direct customers, our business, financial condition and results of operations may be materially and adversely affected.

Due to the nature of the seed industry, we normally produce seeds according to our production plan before we sell them to distributors, which are our direct customers. Farmers, who are the end users of our seeds, generally make purchasing decisions for our products based on market prices, economic and weather conditions as well as other factors that we and our distributors may not be able to anticipate accurately in advance. If we fail to accurately estimate the volume and types of products sought by farmers, we may produce seeds that are not in demand. Unsold inventory could eventually be sold as field corn to end users at much lower prices than those of field corn seeds. Aged inventory could result in asset impairment, which would cause us to suffer a loss and incur an increase in our operating expenses. Conversely, if we underestimate demand, we may not be able to satisfy our distributors' demand for corn seeds, and as a result damage our customer relations and end-user loyalty. Failure to estimate farmers' future needs and to match our production to our direct customers' demands may materially and adversely affect our business, financial condition and results of operations.

The resources we devote to research and development may not result in commercially viable or competitive products.

Our success depends in part on our ability to develop new products. Research and development in the seed industries is generally expensive and prolonged. For example, seed development takes at least five years, as measured from the selection of the variety of seed for product development to the launch of a new seed product on the market. Due to the uncertainties and complexities associated with seed and biotechnological research, seed products may not survive the development process, may not ultimately be commercially viable or may not pass government testing in the relevant provinces. In addition, we have significantly fewer financial resources than many of our international competitors. If the resources we devote to research and development do not result in products that survive the development stage, do not result in products that we can sell to our customers or do not pass government testing, our results of operations may be materially and adversely affected.

We may be subject to intellectual property claims in the future which could result in substantial costs and divert our financial and management resources away from our business.

We are subject to the risk that the products, technology and processes that we have developed in collaboration with institutes and universities will infringe upon patents, copyrights, trademarks or other third-party intellectual property rights. We may be subject to legal proceedings and claims relating to the intellectual property of others. If any such claims arise in the future, litigation or other dispute resolution proceedings may be necessary to allow us to retain our ability to offer our products. Even if we prevail in contesting such claims, this could result in substantial costs and divert our management's resources and attention. If we are found to have violated the intellectual property rights of others, we may be enjoined from using such intellectual property rights, incur additional costs to license or develop alternative products and be forced to pay fines and damages, any of which could materially and adversely affect our business and results of operations.

Failure to protect our intellectual property rights may undermine our competitive position, and legal action to protect our intellectual property rights may be costly and divert our management's resources.

We rely primarily on trademark, trade secret and copyright law and contractual restrictions to protect our intellectual property. These afford only limited protection, and the actions we take to protect our intellectual property rights may not be adequate. Third parties may infringe or misappropriate our proprietary technologies or other intellectual property rights, which could materially adversely affect our business, financial condition or operating results. Preventing unauthorized use of proprietary technology can be difficult and expensive. Also, litigation may be necessary to enforce our intellectual property rights, protect our trade secrets or determine the validity and scope of the proprietary rights of others. The outcome of such litigation may not be in our favor. Such litigation may be costly and may divert management's attention as well as consume resources which could otherwise have been devoted to our business. An adverse determination in any such litigation would impair our intellectual property rights and may harm our business, prospects and reputation. In addition, we have no insurance coverage against litigation costs and would bear all costs arising from such litigation to the extent that we are unable to recover them from other parties. The occurrence of any of the foregoing may materially adversely affect our business, results of operations and financial condition.

We face risks and costs associated with our strategic partnerships, agreements and investments that may negatively impact our business, results of operations and financial condition.

We have entered into strategic partnerships and agreements with certain parties from time to time. We may not realize the anticipated benefits of our strategic partnerships and agreements, and we face risks, uncertainties and disruptions associated with the integration process, such as diversion of our management's attention from other business concerns. In addition, our operating results may suffer because of costs related to the strategic partnerships and potential additional investments required to commercialize the research.

We hold a 50.22% equity interest in PGW, a public company listed on the New Zealand Stock Exchange that is subject to a different set of rules and regulations from U.S. securities laws and the Corporate Governance Rules of the New York Stock Exchange. Therefore, rules and regulations applicable to PGW may prohibit or restrict our ability to take actions with respect to PGW. Any failure to successfully manage our strategic partnership and investment may have a material adverse effect on our business and results of operations.

Our ability to cause PGW to act solely in our interest may be restricted by agreements with the minority shareholders of Agria Asia Investments Limited and other factors.

We control PGW through our majority ownership of Agria Asia Investments Limited, or Agria Asia Investments, which indirectly holds a 50.22% shareholding in PGW. However, we have entered into shareholder agreements with Ngai Tahu Capital Limited, or Ngai Tahu, and New Hope International (Hong Kong) Limited, or New Hope International, the minority shareholders of Agria Asia Investments, which contain provisions protecting the rights of minority shareholders, including those that would require the unanimous shareholder approval for certain decisions. Additionally, certain decisions with respect to PGW may require super-majority shareholder approval, which our 50.22% shareholding does not ensure. Furthermore, we may be ineligible to vote on related party transactions between PGW and us, and such related party transactions may not be approved by PGW's remaining shareholders. As such, restrictions on our ability to exercise control over PGW may adversely affect our business, results of operations and financial condition.

We may not possess all of the licenses required to operate our business, or we may fail to maintain the licenses we currently hold. This could subject us to fines and other penalties, which could materially adversely affect our results of operations.

We are required to hold a variety of permits and licenses to conduct our various agricultural businesses. We may not possess all of the permits and licenses required for each of our business segments. In addition, the approvals, permits or licenses required by governmental agencies may change without substantial advance notice, and we could fail to obtain the approvals, permits or licenses required to expand our business. If we fail to obtain or to maintain such permits or licenses, or if renewals are granted with onerous conditions, we could be subject to fines and other penalties and be limited in the number or the quality of the products that we could offer. As a result, our business, results of operations and financial condition could be materially and adversely affected.

We may be subject to product quality or liability claims, which may cause us to incur litigation expenses and to devote significant management time to defending such claims, and if such claims are determined adversely to us we may be required to pay significant damage awards.

In addition to the genetic traits and the quality of our products, the performance of our products depends on climate, geographic conditions, cultivation method, farmers' degree of knowledge and other factors including agronomy conditions. Moreover, different production methods might result in inconsistent quality. These factors can result in sub-optimal production yields. Farmers generally attribute sub-optimal production yields to lower quality agricultural raw materials. In addition, inconsistent quality of products may also result in the unwillingness of consumers to purchase products or pay for products already purchased that they consider to be sub-standard.

We may be subject to legal proceedings and claims from time to time relating to the quality of our products. The defense of these proceedings and claims could be both costly and time-consuming and significantly divert the efforts and resources of our management. An adverse determination in any such proceeding could subject us to significant liability. In addition, any such proceeding, even if ultimately determined in our favor, could damage our reputation and prevent us from maintaining or increasing sales and market share. Protracted litigation could also result in our customers or potential customers deferring or limiting their purchase of our products.

Seed prices and sales volumes may decrease in any given year with a corresponding reduction in sales, margins and profitability.

There have been periods of instability during which seed and other commodity prices and sales volumes have fluctuated significantly. Commodities can be affected by general economic conditions, weather, outbreaks of disease and factors affecting demand, such as the availability of financing, competition and trade restrictions. Our attempts to differentiate our products from those of other seed producers have not prevented some seed markets from having the characteristics of a commodity market. As a result, the price that we are able to demand for our seed depends on the amount of seed available from other producers. Therefore, prices may be volatile even in the absence of significant external events that might cause volatility. As a result, the amount of revenue that we receive in any given year is subject to change. As production levels are determined prior to the time that the volume and the market price for orders is known, we may have too much or too little product available, which may materially and adversely affect our revenues, margins and profitability.

Our growth prospects may be affected if we are unable to obtain additional capital to finance new acquisitions.

We may require additional cash resources in order to make acquisitions. In general, we do not know the cost of an acquisition until we analyze the opportunity, complete due diligence and begin negotiations. If the cost of any such acquisition exceeds our cash resources, we will need to seek additional cash resources, and may seek to sell additional equity or debt securities or borrow under credit facilities. The sale or issuance of additional equity securities could dilute our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations. We may also not be able to secure, repay or refinance debt incurred to fund acquisitions and purchases of equity interests, especially if the acquisition or equity interest purchase does not result in the benefits anticipated. As a result, our operating results and financial condition may be materially and adversely affected.

If we grant additional employee share options, restricted shares or other share incentives in the future, our net income could be adversely affected.

We have adopted two share incentive plans and granted share options and restricted shares under those plans. We are required to account for share-based compensation in accordance with IFRS 2: "Share-based Payment", under which the fair value of the employee services received in exchange for the grant of the awards is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the awards granted, excluding the impact of any services and non-market performance vesting conditions. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. If we grant additional options, restricted shares or other equity incentives in the future, we could incur significant compensation charges equal to the fair value of the additional options, restricted shares and other equity incentives, and our net income could be adversely affected.

Fluctuation in the value of various currencies may materially adversely affect your investment.

The value of the US dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions.

Our consolidated financial statements are expressed in US dollars, which is our reporting currency. Most of the revenues and expenses of PGW and dividends that we receive from PGW are denominated in the New Zealand dollar. Meanwhile, our functional currency and the functional currency of certain of our various other subsidiaries, is the US dollar. To the extent that we need to convert New Zealand dollars into US dollars for our operations, appreciation of the US dollar against the New Zealand dollar would adversely affect the US dollar amount we receive from the conversion. Fluctuations in the exchange rate will also affect the relative value of any dividend we issue which will be exchanged into US dollars and earnings from and the value of any US dollar-denominated investments we make.

PGW uses derivative financial instruments to manage its exposure to interest rate and foreign currency risks arising from operational, financing and investment activities. However, limited hedging transactions are available in China to reduce our exposure to exchange rate fluctuations. Additionally, the effectiveness of these hedges may be limited so that we may not be able to successfully hedge our exposure at all. Additionally, we are exposed to fluctuations in the value of the New Zealand dollar, the Australian dollar, the Euro and the currencies of certain South American countries through our subsidiary PGW. As a result, fluctuations in exchange rates may materially adversely affect your investment.

We face risks related to health epidemics and other outbreaks or acts of terrorism, which could result in reduced demand for our products or disrupt our operations.

Our business could be materially and adversely affected by an outbreak of H1N1 influenza A, avian flu, severe acute respiratory syndrome or another epidemic, or an act of terrorism. From time to time, there have been reports on the occurrences of avian flu in various parts of the world, including a few confirmed human cases and deaths. Since 2009, human cases of H1N1 influenza A virus infection have been identified internationally. Any prolonged recurrence of H1N1 influenza A, avian flu, severe acute respiratory syndrome or other adverse public health developments in countries where we operate may have a material and adverse effect on our business operations. In addition, terrorist attacks, such as those that took place on September 11, 2001, geopolitical uncertainty and international conflicts, could adversely affect our business operations. Any of these events could adversely affect the global economy and cause an immediate and prolonged drop in consumer demand. An immediate and prolonged drop in consumer demand could severely disrupt our business operations and adversely affect our results of operations.

Risks Related to the ADSs

The trading price of our ADSs has been and continues to be highly volatile.

The trading price of our ADSs may be highly volatile and subject to wide fluctuations in response to factors including the following:

- announcement of securities law class action lawsuits against us and/or our directors and officers;
- delays in our periodic earnings announcements;
- announcements of technological or competitive developments;
- regulatory developments in our target markets affecting us, our customers or our competitors;
- actual or anticipated fluctuations in our half yearly operating results;
- changes in financial estimates by securities research analysts;
- changes in the economic performance or market valuations of our seeds;
- additions to or departures of our executive officers and key personnel;
- fluctuations in the exchange rates between the US dollar and the New Zealand dollar; and
- sales or anticipated sales of additional ADSs.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially adversely affect the market price of our ADSs.

Substantial future sales or perceived sales of our ADSs in the public market or substantial cancellation of our ADSs could cause the price of our ADSs to decline.

Additional sales of our ADSs in the public market or the perception that these sales could occur could cause the market price of our ADSs to decline. A substantial repurchase of our ADSs may adversely affect the liquidity of our shares. As of the date of this annual report, we had 110,766,600 ordinary shares outstanding, of which 48,830,000 ordinary shares were represented by 24,415,000 ADSs. All ADSs are freely transferable without additional registration requirements under the Securities Act. The remaining ordinary shares not represented by ADSs are available for sale subject to the volume and other restrictions as applicable under Rule 144 and Rule 701 under the Securities Act. Risks associated with a substantial sale or cancellation of our ADSs could materially and adversely affect the market price of our ADSs and liquidity.

We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. Holders of our ADSs or ordinary shares.

Based on the market price of our ADSs and the value and composition of our assets, we believe we were not a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for the taxable year ended June 30, 2016. However, we believe we were a PFIC in certain previous taxable years. A non-U.S. corporation will be a PFIC for any taxable year if either (1) at least 75% of its gross income for such year is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income. We must make a separate determination after the close of each taxable year as to whether we were a PFIC for that year. Because the value of our assets for purposes of the PFIC test will generally be determined by reference to the market price of our ADSs or ordinary shares, our PFIC status may depend in part on the market price of the ADSs or ordinary shares, which may fluctuate significantly. Certain adverse U.S. federal income tax consequences could apply to U.S. Holders (as defined in “Item 10. Additional Information—E. Taxation—U.S. Federal Income Taxation”) of our ADSs or ordinary shares with respect to any “excess distribution” received from us and any gain from a sale or other disposition of the ADSs or ordinary shares if we are or were a PFIC during any taxable year during which a U.S. Holder holds ADSs or ordinary shares, as we were in certain previous taxable years. See “Item 10. Additional Information—E. Taxation—U.S. Federal Income Taxation—Passive Foreign Investment Company.”

You may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.

Except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attaching to the shares represented by our ADSs on an individual basis. Holders of our ADSs will appoint the depository or its nominee to vote the shares represented by the ADSs. You may not receive voting materials in time to instruct the depository to vote and you may not have the opportunity to exercise a right to vote. Upon our written request, the depository will mail to you a shareholder meeting notice that contains, among other things, a statement as to the manner in which you may give your voting instructions, including an express indication that such instructions may be given or deemed given to the depository to give a discretionary proxy to a person designated by us if no instructions are received by the depository from you on or before the response date established by the depository. However, no voting instruction shall be deemed given and no such discretionary proxy shall be given with respect to any matter as to which we inform the depository that (i) we do not wish such proxy given, (ii) substantial opposition exists, or (iii) such matter materially and adversely affects the rights of shareholders.

Under our deposit agreement, the depository will give us a discretionary proxy to vote our ordinary shares underlying your ADSs at shareholders' meetings if you do not vote, unless we have instructed the depository that we do not wish a discretionary proxy to be given or under any of the other situations specified under the deposit agreement. The effect of this discretionary proxy is that you cannot prevent ordinary shares underlying your ADSs from being voted, absent the situations described above, and it may be more difficult for shareholders to influence the management of our company. Holders of our ordinary shares are not subject to this discretionary proxy.

Your right to participate in any future rights offerings may be limited, which may dilute your holdings, and you may not receive cash dividends if it is impractical to make them available to you.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. However, we cannot make rights available to you in the United States unless we register the rights and the securities to which the rights relate under the Securities Act or an exemption from the registration requirements is available. Also, under the deposit agreement, the depository bank will not make rights available to you unless the distribution to ADS holders of both the rights and any related securities are either registered under the Securities Act or exempted from registration under the Securities Act. We are under no obligation to file a registration statement with respect to any such rights or securities or to endeavor to cause such a registration statement to be declared effective. Moreover, we may not be able to establish an exemption from registration under the Securities Act. Accordingly, you may be unable to participate in our rights offerings and may experience dilution in your holdings.

In addition, the depository of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on our ordinary shares or other deposited securities after deducting its fees and expenses. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. However, the depository may, at its discretion, decide that it is inequitable or impractical to make a distribution available to any holders of ADSs. For example, the depository may determine that it is not practicable to distribute certain property through the mail, or that the value of certain distributions may be less than the cost of mailing them. In these cases, the depository may decide not to distribute that property and you will not receive that distribution.

We are a Cayman Islands company and because judicial precedent regarding the rights of shareholders is more limited under Cayman Islands law than that under U.S. law, you may have less protection for your shareholder rights than you would under U.S. law.

Our corporate affairs are governed by our amended and restated memorandum and articles of association, the Cayman Islands Companies Law and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as that from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. In particular, the Cayman Islands has a less developed body of securities laws than the United States. In addition, some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands.

As a result of all of the above, public shareholders of our company may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders of our company than they would as shareholders of a U.S. public company.

We are controlled by a small group of shareholders, whose interests may differ from other shareholders.

As of August 31, 2016, our principal shareholder, Mr. Guanglin Lai, beneficially owned 48.25% of our total outstanding shares. This concentration of ownership may discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our ADSs. In addition, because these shareholders could collectively control our company, they would be able to take actions that may not be in the best interests of other shareholders. These actions may be taken even if they are opposed by our other shareholders. We do not have any existing arrangements with any of our shareholders to address potential conflicts of interests between these shareholders and our company, and none of our shareholders, other than our officers pursuant to the terms of their service agreements, has entered into non-compete agreements. There is a risk that our existing shareholders may not always act in the best interests of our company.

Our memorandum and articles of association contain anti-takeover provisions that could adversely affect the rights of holders of our ordinary shares and ADSs.

Our memorandum and articles of association include the following provisions that may have the effect of delaying or preventing a change of control of our company:

- Our board of directors has the authority to establish from time to time one or more series of shares, including preferred shares without action by our shareholders and to determine, with respect to any series of preferred shares, the terms and rights of that series, including the designation of the series; number of shares of the series; dividend rights, dividend rates, conversion rights, voting rights; and rights and terms of redemption and liquidation preferences.
- Our board of directors may issue a series of preferred shares without action by our shareholders to the extent of available authorized but unissued shares. Accordingly, the issuance of preferred shares may adversely affect the rights of the holders of the ordinary shares. Issuance of preference shares may dilute the voting power of holders of ordinary shares.
- Subject to applicable regulatory requirements, our board of directors may issue additional ordinary shares or rights to acquire ordinary shares without action by our shareholders to the extent of available authorized but unissued shares.

By discouraging third parties from seeking to obtain control of our company in a tender offer or similar transaction, our memorandum and articles of association could deprive our shareholders of the opportunity to sell their shares at a premium over the prevailing market price.

You may have difficulty enforcing judgments obtained against us.

We are a Cayman Islands company and most of our assets are located outside of the United States. We conduct most of our operations through PGW in New Zealand, Australia and South America. In addition, most of our directors and officers are nationals and residents of countries other than the United States. A substantial portion of the assets of these persons are located outside the United States. As a result, it may be difficult for you to effect service of process within the United States upon these persons. It may also be difficult for you to enforce in courts judgments obtained in U.S. courts based on the civil liability provisions of the U.S. federal securities laws against us and our officers and directors, most of whom are not residents in the United States and the substantial majority of whose assets are located outside of the United States. In addition, there is uncertainty as to whether the courts of the Cayman Islands would recognize or enforce judgments of U.S. courts.

Our ADSs may not comply with the minimum listing requirements of the New York Stock Exchange. Delisting could adversely affect the liquidity of our ADSs and the market price of our ADSs could decrease, and our ability to obtain adequate financing for the continuation of our operations would be substantially impaired.

Our ADSs are currently listed on the New York Stock Exchange. The New York Stock Exchange has minimum requirements that a company must meet in order to remain listed on the New York Stock Exchange. These requirements include maintaining a minimum average closing price of \$1.00 per ADS over a period of consecutive 30 trading days, a minimum market capitalization of \$50 million over a consecutive 30 trading days and a minimum stockholders' equity of \$50 million. We previously fell below NYSE minimum average closing price requirements in July 2011 and June 2012 and regained compliance in October 2011 and April 2013, respectively. As of September 19, 2016, we were below the NYSE requirements for minimum average closing price, minimum market capitalization and minimum stockholders' equity. We may not be able to regain compliance with these requirements and we may fall below other NYSE minimum requirements in the future. If our ADSs are delisted as a result of our failure to comply with any of the New York Stock Exchange's minimum listing requirements, the liquidity of our ADSs would be adversely affected, the market price of our ADSs could further decrease, and our ability to obtain adequate financing for the continuation of our operations would be substantially impaired, which could have a material adverse effect on our financial condition and results of operations.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We are a global agricultural company with operations and networks servicing New Zealand, Australia, South America, China and various international markets. We were incorporated as a Cayman Islands company in May 2007. In September 2009, we acquired, through our subsidiary, Agria (Singapore) Pte. Ltd., or Agria Singapore, a 19.01% equity interest in PGW. In January 2011, Agria Singapore made a partial takeover offer to the shareholders of PGW to acquire an additional 31.0% of the shares in PGW. On April 29, 2011, we completed this acquisition and increased our shareholding of PGW to 50.01%. In June 2011, our shareholding in PGW was increased to 50.22% as a result of share repurchases made by PGW.

B. Business Overview

Overview

We are a global agricultural company with business operations and investments in key agriculture markets in New Zealand, Australia, South America and China. We have three principal business segments: seed and grain; crop protection, nutrients and merchandise; and rural services.

- ***Seed and Grain.*** This business segment is engaged in research and development, production, and sale of seed products, including forage, turf, maize, corn, cereal and vegetable seeds. Its business also includes multiplication of seed for international customers and trading of seed and grain products globally.
- ***Crop Protection, Nutrients and Merchandise.*** This business segment operates an extensive chain of retail stores that supply farm input materials, including chemicals, fertilizers, pollination products, frost protection products, fencing, animal health and nutrition products, grains and seeds. It offers a wide range of plant nutrition options, supported by industry-leading knowledge of the specific products and application protocols.

- **Rural Services.** This business segment offers a variety of services critical to the agricultural economy, including:
 - *Livestock.* Livestock agents for sheep, beef, dairy, and deer farmers, meat processors and livestock exporters. The primary service is trading livestock through auctions, private on-farm sales, and online or direct sales to meat processors;
 - *Wool.* Sales agents for sheep farmers, primarily through auctions, forward contracts and private sales; and providing a comprehensive range of services to grower clients and wool processors including on-farm assistance, in-store wool handling and export processing; and a wool export business;
 - *Irrigation and Water.* Design, construction, installation and servicing of irrigation and water systems;
 - *Real Estate.* Real estate brokerage primarily focused on farm sales with additional transactions in lifestyle and residential properties; and
 - *Insurance.* Insurance brokerage providing a range of market-leading insurance products.

Our total revenues decreased from \$1,023.6 million in the year ended June 30, 2014 to \$944.7 million in the year ended June 30, 2015, and decreased to \$807.7 million in the year ended June 30, 2016. We recorded a net profit of \$26.1 million in the year ended June 30, 2014, a net profit of \$14.7 million in the year ended June 30, 2015 and a net profit of \$6.4 million in the year ended June 30, 2016.

Our revenues by segment and by geographical location are shown as follows:

| | For the Year Ended June 30, | | | | | |
|---|-----------------------------|-----------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | 2016 | | 2015 | | 2014 | |
| | Revenue (\$ millions) | % of Total Revenue | Revenue (\$ millions) | % of Total Revenue | Revenue (\$ millions) | % of Total Revenue |
| Seed & Grain | 284.3 | 35 | 323.5 | 34 | 385.0 | 37 |
| Crop Protection, Nutrients & Merchandise | 327.7 | 41 | 384.7 | 41 | 406.3 | 40 |
| Rural Services | 195.7 | 24 | 236.5 | 25 | 232.3 | 23 |
| Total | 807.7 | 100 | 944.7 | 100 | 1,023.6 | 100 |

| | For the Year Ended June 30, | | | | | |
|---------------|-----------------------------|-----------------------|--------------------------|-----------------------|--------------------------|-----------------------|
| | 2016 | | 2015 | | 2014 | |
| | Revenue (\$ millions) | % of Total Revenue | Revenue (\$ millions) | % of Total Revenue | Revenue (\$ millions) | % of Total Revenue |
| New Zealand | 655.8 | 81 | 785.7 | 84 | 851.7 | 83 |
| Australia | 57.7 | 7 | 59.5 | 6 | 69.9 | 7 |
| South America | 78.8 | 10 | 86.3 | 9 | 92.1 | 9 |
| China | 15.4 | 2 | 13.2 | 1 | 9.9 | 1 |
| Total | 807.7 | 100 | 944.7 | 100 | 1,023.6 | 100 |

Seed & Grain

Seeds

Our seeds business is the largest southern hemisphere supplier of commodity and proprietary forage seed, primarily to New Zealand, Australia, South America, China and various international markets. Our seed product range includes grass seeds, seed treatment products, forage legumes, forage brassicas, herb seeds, pea seeds and turf seeds. We are a market leader in New Zealand in forage, brassicas and turf, and a market leader in Australia in proprietary and commodity forage products, and have a strong presence in South America through various investments in Uruguay, Argentina and Brazil. Our seed products are focused on improving overall farm productivity and performance. Our seeds business is also involved in the turf seeds market in New Zealand and Australia for application in sports grounds, parks and lawns. The seeds segment is supported by a strong research base and commercializes new products through internal research and development, breeding and evaluation programs and joint venture research partnerships. The seeds business has a number of proprietary seeds that provide superior margins and a large number of new cultivars in development.

Grain

Our grain business is New Zealand's largest domestic grain brokerage and marketing service. This business specializes in the supply of cereal seeds to arable farmers together with crop drying and storage activities in maize in the North Island and grain brokerage services throughout New Zealand. Key product categories include feed wheat, milling wheat, malting barley, feed barley, maize and proprietary cereals. The grain division has strong relationships with growers via a network of field representatives throughout key cropping areas.

Crop Protection, Nutrients & Merchandise

Our rural supplies business provides goods and services to the rural sector, farm input materials (including chemicals, fertilizers, pollination products, frost protection products, fencing, animal health and nutrition products), grains and seeds, clothing, leisure goods and gardening equipment. It offers a wide range of plant nutrition options, supported by industry-leading knowledge of the specific products and application protocols. Currently, on-farm technical sales representatives provide advice and technical assistance related to product orders with a network of retail stores in New Zealand. Our Fruitfed supplies business is a horticulture service and supply business providing grower clients with agronomic advice, technical expertise and products such as chemicals, fertilizers, pollination products and frost protection products. This business has 96 Rural Supplies stores, 14 of them with Fruitfed, approximately 640 employees with 70% in-store and the rest are technical sales representatives and support staff. Technical sales representatives provide advice to growers and farmers to help increase their productivity.

Rural Services

Livestock

Our livestock business comprises New Zealand's largest group of livestock representatives (approximately 251 in total) managing a variety of relationships between farmers, meat processors, livestock exporters and stud-stock breeders and buyers. Our livestock representatives also facilitate the buying and selling of livestock on behalf of clients (at auction, privately on-farm, online or directly to meat processors), and provide advice in relation to livestock genetics, stocking and animal evaluation, valuation and selling and buying strategies.

Real Estate

We operate a national rural real estate business conducted through a team of sales representatives with specialized knowledge of the rural property market.

Irrigation and Water

Irrigation and water is an integrated irrigation business including system design, construction and service with a primary focus on the design and installation of "turkey" irrigation and water projects for arable, pastoral and dairy platforms.

Wool

We are New Zealand's principal nationwide wool broker and the world's largest supplier of crossbred wools. We handle and market all types of wool using a variety of sales methods, including auction, private sale and forward contracts.

Insurance

We offer a range of specialized insurance products delivered in conjunction with New Zealand insurance brokers, AON and Vero. Insurance products include farm insurance, domestic insurance, livestock insurance, crop insurance and business insurance.

Agriculture New Zealand Training

Agriculture New Zealand Limited, or AgNZ, is a national multi-site private training establishment in our group. AgNZ is registered and accredited with the New Zealand Qualifications Authority to deliver approved training courses at levels 1-6 on the New Zealand National Qualifications Framework.

Other Rural Services

Other rural services operated by us include regional administration, finance commission and other related activities.

Research and Development

We conduct research and development primarily in cooperation with various universities and research institutions. See “—Intellectual Property.” We have also acquired a number of technologies and varieties of corn from third parties.

Our seed and grain business has a strong emphasis on research and development, as well as extensive experience in plant breeding and have developed management practices to ensure that the best use of cultivars on farms. This research ensures that any cultivars introduced into the market will perform under temperate farming systems with the goal of increasing on-farm productivity and profitability. To support this objective, We have developed relationships with key primary research partners globally, including in New Zealand:

- Grasslands Innovation Limited: a joint venture between PGG Wrightson Seeds and AgResearch Limited, New Zealand’s largest Crown Research Institute, or CRI, specialising in forage grass and clover breeding;
- Forage Innovations Limited: a joint venture between PGG Wrightson Seeds and New Zealand Institute For Plant And Food Research Limited, New Zealand’s specialist CRI dedicated to food technology research;
- AgResearch Limited, New Zealand’s largest CRI, specializes in forage grass, legume and herb breeding and novel endophyte technology; AgResearch Limited and PGG Wrightson Seeds have developed two joint ventures: Grasslands Innovation Limited and Endophyte Innovations. These two joint ventures have delivered significant innovations to the pastoral market including leading cultivars and the successful novel endophyte technology, including AR37 and Avanex endophytes;
- Universities of Queensland and Australia: a research collaboration that is developing sub-tropical forage innovations; and
- University of Georgia, Texas A&M University and University of Wisconsin: research collaborations that are developing forage innovations for the continental or Mediterranean environments.

In New Zealand, we have established a pre-eminent research and development center, Kimihia Research & Development Centre, near Lincoln, New Zealand. It carries out various research and development programs and draws on genetic material sourced from New Zealand, Australia and South America and includes breeding partnerships with leading research organizations from around the world.

Additionally, we collaborate with a number of universities and research institutions to develop advanced technologies, including the Beijing Academy of Agriculture and Forestry Sciences, or BAAFS, China Agricultural University, China Northwest Agriculture and Forestry University and Dongyang Corn Research Institute in Zhejiang Province. We work with BAAFS in the cultivation, demonstration, promotion and commercialization of new strains of edible corn seeds.

The various partnerships give us access to leading proprietary innovation in a variety of crop species including corn, forage crops and cereal crops. An additional benefit that comes from these partnerships is preferential access to numerous leading academics and technicians that are experts in their chosen field. Research institutes gain the benefit of seeing their innovations being commercialized and delivered to market in a timely and professional manner.

Our global research and development team currently consists of approximately 80 research professionals and staff, with a similar number of professional staff contracted with our various research partners.

As of June 30, 2016, through our research and development, acquisitions and licensing arrangements, we hold the rights to:

- over two hundred proprietary forage varieties (grass, clover, herb, forage cereal and brassica);
- five patented forage novel endophyte strains;
- several proprietary turf grass cultivars and Avanex® Unique Endophyte Technology;
- sixteen proprietary edible corn seed varieties;
- twenty proprietary field corn seed varieties;
- dozens of proprietary cereal grain varieties (wheat and barley);
- several proprietary summer and annual crops (sunflower, sorghum); and
- several proprietary and branded seed coating technologies.

We have established more than 40 testing sites for the selection and evaluation of new varieties. These sites are based in multiple regions across over ten different countries covering all the major markets and different climatic zones.

Investments and Strategic Partnerships

- In February 2013, PGW completed the contracting process for a Primary Growth Partnership program, or PGP Program, with the New Zealand Ministry for Primary Industries, or MPI. PGG Wrightson Seeds is spearheading the PGP Program with Grasslanz Technology Limited, a New Zealand government-owned company engaged in science and research, to deliver innovative forages for New Zealand farms. The PGP Program is valued at NZ\$14.6 million, with government PGP funding contributing NZ\$7.15 million over six years. The seed and nutritional technology development PGP Program aims to develop new technologies that improve animal productivity and animal health, while overcoming adverse environmental impact.
- In May 2013, we renewed our ten year cooperation agreement with the BAAFS to cooperate in the cultivation, demonstration, promotion and commercialisation of new strains of edible corn seeds. We signed our first five year cooperation agreement with BAAFS in 2008. Under this renewal agreement, BAAFS will continue to provide technology and research support for us in developing and breeding new strains of edible corn seeds through to 2022.
- In November 2013, we entered into an agreement to establish the China National (Yangling) Plant Variety Rights Trading Center (the Center). The Center will be an institution sponsored by the PRC Ministry of Agriculture in order to promote research and commerce in crop plant varieties that can thrive in the vast regions of dry land in China.

- In May 2015, we established a partnership platform with Lincoln University in New Zealand, or the Agria-Lincoln Partnership Platform, for the purpose of collaboration in research and innovation, development, training and education between the two parties. The initial focus of co-operation of the Agria-Lincoln Partnership Platform will be the promotion of research and development and commercialisation of New Zealand's sustainable agriculture industry, as well as the promotion of educational exchange between China and New Zealand. Accordingly, the co-operation is expected to include, among other things:
 - research, development and innovation activities between the parties;
 - education certification at the Masters and PhD levels, including structured PhD programs;
 - vocational and technical training courses (for example farm management and sustainable agriculture management and practices); and
 - consultancy services and industrial support.

The Agria-Lincoln Partnership Platform will be effective for 10 years, at which time it will be subject to review by both parties.

- In May 2015, we established a five year cooperation agreement with the city government of Guiyang, the capital of Guizhou Province in China, to modernize agricultural production in the area. With the support of the Guiyang government, we will take active measures to implement modernized agricultural technology to Guiyang with the goal of contributing to Guiyang's agricultural modernization efforts as well as its overall economic development. Under the cooperation agreement, the two parties intend to cooperate on a number of development and modernization initiatives in and around Guiyang.
- In August 2015, an investment was made in Agimol Corporation S.A. (AgroCentro Uruguay). AgroCentro Uruguay is a rural servicing business. Its business units comprise the retail and distribution of agricultural inputs, farming, logistics and consulting.
- In fiscal 2016, a distribution of \$6.3 million was received from the investment held in the BioPacific Ventures investment fund.

Seasonality of Operations

We are subject to significant seasonal fluctuations. In particular, our crop protection, nutrients and merchandise business is weighted towards the first half of our fiscal year as demand for New Zealand farming inputs are generally weighted towards the spring season. Seeds and livestock revenues are significantly weighted to the second half of our fiscal year. The seasonality of seeds revenue reflects the fact that we operate in geographical zones that suit autumn harvesting and sowing. The seasonality of livestock revenue reflects the fact that New Zealand generally has spring calving and lambing, resulting in more livestock trading in the second half of the fiscal year in order for farmers to maximize their income. Other business units have similar but less material cycles. We recognize that this seasonality is the nature of our industry and we plan and manage our business accordingly.

Structure of Our Investment in PGW

In October 2009, we entered into agreements to invest in and form a strategic partnership with PGW. Between November 2009 and December 2009, through equity purchases and participation in a rights issue, we invested a total of NZ\$83.9 million and acquired a 19.01% stake in PGW at the price of NZ\$0.59 per share. This stake was held by Agria Singapore, a wholly owned subsidiary of Agria Asia Investments, which in turn is our 100% owned subsidiary.

In January 2011, Agria Singapore made a partial takeover offer for an additional 31.0% of the shares in PGW at the offer price of NZ\$0.60 per share to in order to bring its total shareholding in PGW to 50.01%. The total consideration paid by Agria Singapore, excluding transaction expenses for the shares acquired under the partial offer, was NZ\$141.0 million. The partial takeover offer was completed in April 2011, at which point we held a 50.01% interest in PGW. Our shareholding in PGW was subsequently increased to 50.22% by the end of June 2011 as a result of share repurchases made by PGW.

To finance the partial takeover offer of PGW, Agria Group Limited, or Agria Group, our 100% owned subsidiary and the parent of Agria Asia Investments, subscribed for additional equity in Agria Asia Investments valued at \$55.3 million for a combination of cash, expenses already incurred on behalf of Agria Asia Investments and expenses that we agreed to incur on behalf of Agria Asia Investments. Agria Asia Investments also received additional financing in the form of new share subscriptions from third parties, with \$20.0 million from New Hope International, a subsidiary of New Hope Group, and NZ\$15.0 million from Ngai Tahu, a long-term strategic investor with a particular focus on New Zealand's South Island commercial and rural ventures. After the completion of share subscriptions, the equity interest in Agria Asia Investments was as follows:

| | % |
|------------------------|-------|
| Agria Group | 80.81 |
| New Hope International | 11.95 |
| Ngai Tahu | 7.24 |

In June 2011, we entered a new shareholders agreement with New Hope International. Under this agreement, we granted New Hope International the rights of first offer in the event that we propose to transfer all or part of its shares in Agria Asia Investments, as well as the tag-along rights in the event that Agria Group proposes to transfer all or part of its shares in Agria Asia Investments. Furthermore, New Hope International has the right to sell its shares in Agria Asia Investments to Agria Group on the terms and conditions provided in the shareholders agreement at a certain repurchase price to be determined pursuant to a supplemental agreement entered into between Agria Group and New Hope International in June 2011. Under the supplemental agreement, Agria Group agreed to provide a guarantee to New Hope International for a minimal level of dividends to be distributed by Agria Asia Investments to New Hope International. If Agria Group makes any payment to New Hope International under that guarantee, New Hope International will remit such payment to Agria Group once cumulative dividends distributed by Agria Asia Investments to New Hope International exceeds the minimal guaranteed level. To secure the performance of Agria Group's obligation in connection with this put option held by New Hope International, in June 2011, Agria Group pledged its shares in Agria Asia Investments to New Hope International and Mr. Guanglin Lai, the chairman of our board, made a personal guarantee to New Hope International for Agria Group's payment obligation in the event that New Hope International exercises its put option. Agria Corporation agreed to indemnify Mr. Lai against all the obligations, losses, costs, damages, expenses, liabilities, actions and demands that he may incur or sustain in connection with his personal guarantee. The implementation of the shareholders agreement with New Hope International in respect of the exercise of all or part of its shares to Agria Group is subject to approvals under New Zealand law, including consent from the New Zealand Overseas Investment Office.

As of June 30, 2016, Agria Group has made by way of prepayment an aggregate sum of \$25.8 million to the New Hope International for transfer of all of its shares, or approximately 11.95% interest in Agria Asia Investments, the completion of which is conditional upon and subject to the requisite approvals under New Zealand law as aforesaid including consent being obtained from the New Zealand Overseas Investment Office.

Intellectual Property

We conduct research and development primarily in cooperation with various universities and research institutions. We have also acquired a number of technologies and varieties of corn from third parties. In New Zealand, Australia and Uruguay, much of our research is undertaken by our Seed and Grain business segment, including its turf division, which is supported by a strong research base and commercializes new products through internal research and development, breeding and evaluation programs and joint venture research partnerships.

Many elements of our proprietary information, such as production processes, technologies, know-how and data are not patentable in certain markets where we operate. In those markets, we rely primarily on a combination of trade secrets, trademarks, and confidentiality agreements with employees and third parties to protect our intellectual property. While we cannot assure you that our efforts will deter others from misappropriating our intellectual property rights, we will continue to create and protect our intellectual property rights in order to maintain our competitive position.

A number of seed cultivars are protected by plant variety rights and plant breeders' rights in New Zealand, Australia and other markets. Certain cultivars are also provided by seed certifications in various jurisdictions. We also protect our intellectual property through a portfolio of registered trademarks and patents, confidentiality clauses in employment contracts and staff education.

Regulation

We derive a substantial majority of our revenues in New Zealand. We are subject to a number of regulations in New Zealand related to its agricultural operations, including the following:

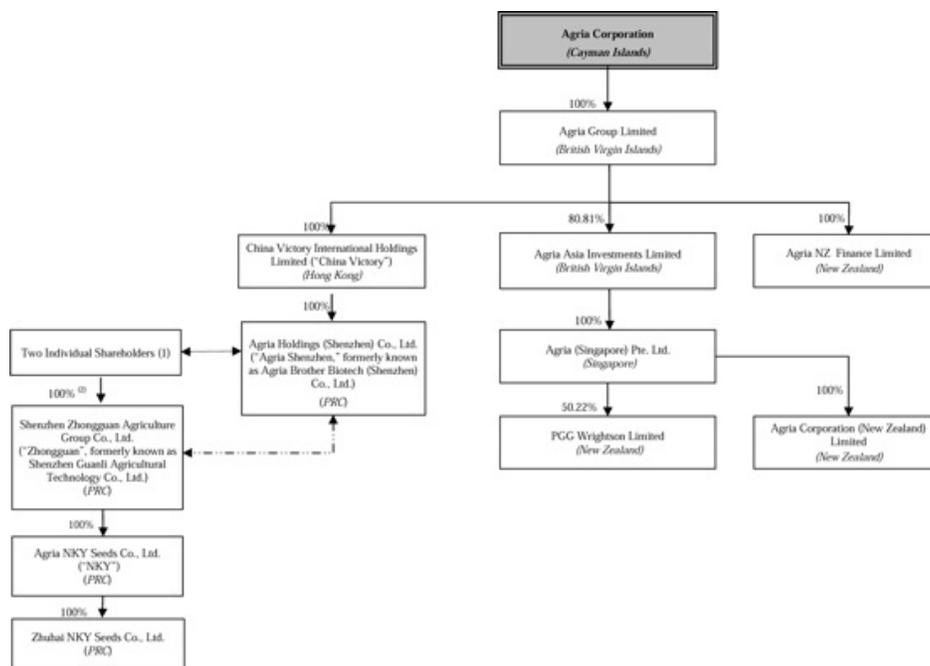
- *Agricultural Compounds and Veterinary Medicines Act 1997*. The New Zealand Food Safety Authority administers the Agricultural Compounds and Veterinary Medicines Act. The scope of this Act includes regulatory control of agricultural compounds (veterinary medicines and plant compounds), and their importation, manufacture, sale and use. This Act regulates all animal health products sold by us.
- *Animal Products Act 1999*. MPI administers the Animal Products Act and the Animal Products (Ancillary and Transitional Provisions) Act and various regulations made under these Acts. They regulate the production and processing of animal material and animal products traded and used in New Zealand, or exported from New Zealand, to manage associated risks and facilitate overseas market access. The Animal Products Act requires all animal products traded and used to be “fit for intended purpose”. This means they must meet New Zealand animal product standards. These Acts impact the products that we sell for animal consumption and use on animals.
- *Animal Welfare Act 1999*. The Animal Welfare Act relates to the welfare of animals and the prevention of their ill treatment, and provides for the development and issue of codes of welfare. This Act applies to our livestock operations.
- *Biosecurity Act 1993*. The MPI administers the Biosecurity Act, which provides a legal basis for excluding, eradicating and effectively managing pests and unwanted organisms. Its power can be widely used by the MPI, other government agencies, regional councils and pest management agencies. It is an enabling tool that provides a range of functions, powers and options for the management of risk organisms. This Act regulates our operations at sale yards and livestock movements.
- *Food Acts 1981 and 2014*. The Food Act 2014 came into force on 1 March 2016. It applies to all new food businesses from that date but existing food businesses will transition between 2016 and 2019. The Food Act 2014 aims to give food businesses the tools to manage food safety themselves based on the level of risk associated with the kinds of food produced. We have obligations under the Food Acts 1981 and 2014 as it will be under the new law in relation to components of food that we sell.
- *National Animal Identification and Tracing Act 2012, or NAIT Act*. The NAIT Act sets up the NAIT scheme which links people, property and livestock in New Zealand. Under the scheme, cattle and deer are traced using NAIT approved radio frequency identification device ear tags. Once tagged, these animals are registered in a national database and the details recorded include the animal’s location, movements in the animal’s life, and contact details for the person in charge of that animal. This provides traceability for individual animals, to enhance New Zealand’s ability to respond quickly if there is a biosecurity incursion such as a disease outbreak. We have detailed obligations in relation to livestock we transact under this Act.
- *Wine Act 2003*. The Wine Act establishes an integrated regime for the production and export of wine. The objectives of the Wine Act include setting standards for identity, truthfulness in labeling, and safety of wine, and minimizing and managing risks to human health arising from the making of wine and ensuring compliance with wine standards. We have obligations under the Wine Act in relation to components of wine that we sell.
- *Auctioneers Act 2014*. This sets out what information a person needs to provide to become registered as an auctioneer. The new registration system is administered by the Ministry of Business, Innovation and Employment. It replaces the licensing system administered by the Ministry of Justice under the Auctioneers Act 1928 and the Auctioneers Regulations 1958. We are registered under the new Act.

- *Health and Safety at Work Act 2015.* The Health and Safety at Work Act 2015 came into force on April 4, 2016. The Act establishes a balanced framework to secure the health and safety of workers and workplaces in New Zealand. It replaces the previous Health & Safety in Employment Act. It follows the principle that workers and other persons should be given the highest level of protection against harm to their health, safety and welfare from hazards and risks arising from work or from specified types of plant as is reasonably practicable.

Our subsidiary, PGW, a New Zealand listed company, is also subject to various other New Zealand rules and regulations applicable to listed companies in New Zealand and the rules and regulations of the other markets where it operates, namely Australia and South America.

C. Organizational Structure

The following diagram illustrates our corporate structure, including our principal subsidiaries, as of June 30, 2016:



-
- *Equity interest.*
 - ↔ *Contractual arrangements including an Exclusive Technology Development, Technical Support and Service Agreement.*
 - ↔ *Contractual arrangements including Loan Contract, a Power of Attorneys, an Exclusive Call Option Agreement, an Equity Pledge Agreement, an Letters of Undertaking, and Statement of Spouse.*
- (1) *Consisting of Ms. Juan Li, the wife of Mr. Guanglin Lai and Mr. Fulin Lai, the brother of Mr Guanglin Lai , the chairman of our board of directors and a beneficial owner of our ordinary shares.*
- (2) *Ms. Juan Li holds 95% and Mr. Fulin Lai holds 5%.*

We conduct our business in China through contractual agreements with our consolidated structured entities, Shenzhen Zhongguan Agriculture Group Co., Ltd, or Zhongguan, Shenzhen NKY Seeds Co., Ltd., or Shenzhen NKY, and Shenzhen PGW Seeds Co., Ltd., or Shenzhen PGW Seeds, which hold the requisite licenses and permits for conducting agricultural business. Our contractual arrangements with our consolidated structured entities and their individual shareholders enable us to:

- exercise effective control over our consolidated structured entities;
- receive substantially all of the earnings and other economic benefits from our consolidated structured entities to the extent permissible under PRC law in consideration for the services provided by Agria Holdings (Shenzhen) Co., Ltd., or Agria Shenzhen; and
- have an exclusive option to purchase all or part of the equity interests of our consolidated structured entities in each case when and to the extent permitted by PRC law.

In addition, the individual shareholders of our consolidated structured entities have executed letters of undertaking to remit all of the dividends and other distributions received from our consolidated structured entities to Agria Shenzhen subject to satisfaction of their personal income tax and other statutory obligations arising from receiving such dividends or other distributions. We will require every person who holds the equity interests in our consolidated structured entities at any time to enter into agreements with us on terms substantially similar as the existing contractual agreements between us and the current shareholders of our consolidated structured entities. We have the legal obligation to provide funding for all losses incurred by our consolidated structured entities.

D. Property, Plant and Equipment

We have several sale yards and wool stores in New Zealand for our Rural Services division and storage and processing facilities in New Zealand, Australia and Uruguay for our Seed and Grain division. In fiscal 2016, we completed construction of a logistics center in Uruguay and grain drying facilities in Gisborne, New Zealand. In addition, we realized \$13.3 million through a property divestment program during fiscal 2016.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the related notes included elsewhere in this annual report on Form 20-F. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Item 3. Key Information—D. Risk Factors” or in other parts of this annual report on Form 20-F. Our consolidated financial statements and the financial information discussed below, have been prepared in accordance with IFRS.

A. Operating Results

Overview of Financial Results

The following table sets forth a summary of our consolidated results of operations for the periods indicated. This information should be read together with our consolidated financial statements and related notes included elsewhere in this annual report. The operating results in any period are not indicative of the results that may be expected for any future period.

| | For the Year Ended June 30, | | | | | |
|---|-----------------------------|--------------|----------------|--------------|----------------|--------------|
| | 2016 | | 2015 | | 2014 | |
| | \$'000 | % of Revenue | \$'000 | % of Revenue | \$'000 | % of Revenue |
| Revenue | 807,679 | 100 | 944,714 | 100.0 | 1,023,571 | 100.0 |
| Cost of sales | (585,312) | (72.5) | (693,804) | (73.4) | (764,995) | (74.7) |
| Gross profit | 222,367 | 27.5 | 250,910 | 26.6 | 258,576 | 25.3 |
| Other income | 547 | - | 312 | - | 237 | - |
| Operating expenses: | | | | | | |
| Employee benefits expense | (113,255) | (14.0) | (121,415) | (12.9) | (126,086) | (12.3) |
| Research and development | (3,496) | (0.4) | (3,479) | (0.3) | (4,411) | (0.4) |
| Depreciation and amortization | (6,824) | (0.8) | (6,680) | (0.7) | (9,929) | (1.0) |
| Other operating expenses | (72,878) | (9.0) | (78,306) | (8.3) | (83,735) | (8.2) |
| Total operating expenses | (196,453) | (24.2) | (209,880) | (22.2) | (224,161) | (21.9) |
| Equity accounted earnings/(loss) of investees | (164) | - | 140 | - | 2,094 | 0.2 |
| Operating profit | 26,297 | 3.3 | 41,482 | 4.4 | 36,746 | 3.6 |
| Non-operating items | (532) | (0.1) | (1,891) | (0.2) | 4,750 | 0.5 |
| Fair value adjustments | (155) | - | (18) | - | 1,089 | 0.1 |
| Profit before interest and tax | 25,610 | 3.2 | 39,573 | 4.2 | 42,585 | 4.2 |
| Net interest and finance costs | (13,317) | (1.7) | (12,318) | (1.3) | (9,285) | (0.9) |
| Interest income | 74 | - | 407 | 0 | 1,591 | 0.1 |
| Interest expense | (12,885) | (1.6) | (10,415) | (1.1) | (11,161) | (1.1) |
| Derivatives not in qualifying hedge relationships | 1,515 | 0.2 | (1,855) | (0.2) | 2,680 | 0.3 |
| Exchange loss | (2,021) | (0.3) | (455) | - | (2,395) | (0.2) |
| Profit before tax | 12,293 | 1.5 | 27,255 | 2.9 | 33,300 | 3.3 |
| Income tax | (5,866) | (0.7) | (12,567) | (1.3) | (7,153) | (0.7) |
| Profit for the year | 6,427 | 0.8 | 14,688 | 1.6 | 26,147 | 2.6 |
| Attributable to: | | | | | | |
| Equity holders of the Company | (9,230) | (1.1) | (451) | - | 5,896 | 0.6 |
| Non-controlling interests | 15,657 | 1.9 | 15,139 | 1.6 | 20,251 | 2.0 |
| | <u>6,427</u> | <u>0.8</u> | <u>14,688</u> | <u>1.6</u> | <u>26,147</u> | <u>2.6</u> |

Revenue

Our revenue decreased from \$1,023.6 million in the year ended June 30, 2014 to \$944.7 million in the year ended June 30, 2015, and decreased to \$807.7 million in the year ended June 30, 2016, mainly due to the New Zealand dollar depreciating against the US dollar over those respective periods.

Revenues from our seed and grain segment represent sale of seed products including forage, turf, maize, corn, cereal and vegetable seeds. Its business also includes multiplication of seed for international customers and trading of seed and grain products globally.

Revenues from our crop protection, nutrients and merchandise segment represent sale of goods and services to the rural sector, farm input materials including chemicals, fertilizers, pollination products, frost protection products, fencing, animal health and nutrition products, grains and seeds, clothing, leisure goods, and gardening equipment.

Revenues from our rural services segment represent commission income for livestock trading, wool trading, insurance brokerage, real estate brokerage.

Cost of Sales

Seed and grain cost of sales primarily consist of (i) payments made to companies to whom we outsource production of our seed products, and (ii) direct costs associated with the treatment, dressing and other value added activities we perform on our seed products prior to them being ready for sale.

Crop protection, nutrients and merchandise cost of sales primarily consist of payments to suppliers of agrichemicals, fertilizers and other farm inputs which are sold into the New Zealand agriculture sector through our merchandising store network.

Rural services cost of sales primarily consist of (i) payments for livestock acquired for stock fattening programs, (ii) payments for livestock purchased for the purposes of live export, and (iii) payments to suppliers of capital farm equipment, including irrigation systems which are sold through our various other business units.

Operating Expenses

Our employee benefits expenses primarily consist of salaries, share-based payments, compensation and benefits for administrative, sales finance and human resources personnel and director fees.

Our research and development expenses primarily consist of direct expenses related to development of our proprietary products, trials, external contractors and services, costs of raw materials used in our research and development activities, as well as amortization of seed variety rights.

Our depreciation and amortization expenses primarily consist of depreciation of property, plant and equipment and amortization of land use rights, trademarks, patents and rights, and software.

Our other operating expenses primarily consist of selling and general and administrative expenses, including provisions for bad debts, rental and operating lease costs, travel, professional fees and other expenses associated with our corporate and administrative activities as well as advertising in magazines, promotion expenses and other marketing related expenses.

Options to purchase a total of 2,404,000 ordinary shares granted to our officers, directors and employees remain outstanding as of June 30, 2016. During the year ended June 30, 2016, 11,076,660 restricted shares were granted to our directors and executive officers and other individuals as a group. The total of restricted shares that vested during the year ended June 30, 2016 was 2,769,165 shares.

We determine share-based compensation expense based on the fair value of the options or restricted shares as of the date of grant and amortize such expenses over the vesting period of the options or restricted shares. A change in the amount of share-based compensation expense will primarily affect our operating expenses, net income and earnings per share.

For the options to purchase 2,404,000 ordinary shares that have been granted to our officers, directors and employees and that remain outstanding as of June 30, 2016, the total share-based compensation expense has been fully recognized as of June 30, 2016.

The total fair value of the restricted shares granted was \$5.7 million, which will be amortized as stock-based compensation expense over a thirty-six month vesting period. Amortization expense recognized during the year ended June 30, 2016 for these restricted shares was \$1.5 million.

Interest Income and Interest and Financing Expense

Interest income primarily consists of interest earned on our cash and cash equivalents and restricted cash deposits.

Interest and financing expense primarily consists of interest and facility fees paid on our bank loans.

Taxation

We are incorporated in the Cayman Islands. Under the current law of the Cayman Islands, we are not subject to income or capital gains tax. In addition, dividend payments are not subject to withholding tax in the Cayman Islands.

New Zealand Tax

New Zealand resident companies are subject to tax on their taxable income at the rate of 28%. There is no capital gains tax in New Zealand. However, certain gains arising from the disposal of personal property purchased with the intention of resale are taxable and certain gains on the sale or transfer of land may be taxable.

Australia Tax

Australian resident companies are taxable on their taxable income at the rate of 30%. Net capital gains derived by Australian resident companies are taxed at the 30% corporate rate.

Uruguayan Tax

Uruguayan businesses are taxed on taxable income sourced in Uruguay. Capital gains derived by Uruguayan companies are taxed at the standard rate of corporate tax. The corporate tax rate in Uruguay is 25%. A capital duty at the rate of 1.5% is levied on the net worth of the entity.

Singapore Tax

Agria Singapore Pte. Ltd. is subject to income tax rate of 17%.

Hong Kong Tax

China Victory International Holdings Limited, or China Victory, Agria Biotech Overseas Limited, or Agria Overseas, Agria Asia International Limited, or Agria International, Golden Hero International Co., Ltd., or Golden Hero, and Agria Hong Kong Limited, or Agria Hong Kong, are subject to an applicable profits tax rate of 16.5% in Hong Kong.

PRC Enterprise Income Tax

Aero Biotech Science & Technology Co., Ltd., or Agria China, Agria Shenzhen and Zhongguan are all subject to enterprise income tax at a rate of 25%.

Enterprises organized under the laws of jurisdictions outside China with their de facto management bodies located within China may be considered PRC resident enterprises and therefore subject to PRC enterprise income tax at the rate of 25% on their worldwide income. According to the Implementing Rules, “de facto management bodies” refer to “establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise.” We may be considered a resident enterprise and may therefore be subject to a 25% PRC income tax on our global income.

PRC Value-Added Tax

In accordance with the relevant tax laws in the PRC, value-added tax is levied on the invoiced value of sales and is payable by purchasers. A PRC company is required to remit the value-added tax it collects to the tax authorities but may deduct the value-added tax it has paid on eligible purchases.

Results of Operations

Year ended June 30, 2016 compared to year ended June 30, 2015

Revenue

Our revenue decreased by 14.5% from \$944.7 million in the year ended June 30, 2015 to \$807.7 million in the year ended June 30, 2016.

Seed and grain revenue decreased by 12% from \$323.5 million in fiscal year 2015 to \$284.3 million in fiscal year 2016, primarily due to the depreciation of New Zealand Dollar against US Dollar by 13% year over year.

Crop protection, nutrients and merchandise revenue decreased by 15% from \$384.7 million in fiscal year 2015 to \$327.7 million in fiscal year 2016, primarily due to the depreciation of New Zealand Dollar against US Dollar by 13% year over year. Other than the exchange rate effect, revenue was down 2%, which reflected cautious spending by New Zealand farmers, as they reacted to lower dairy prices.

Rural services revenue decreased by 17% from \$236.5 million in fiscal year 2015 to \$195.7 million in fiscal year 2016. Other than depreciation of the New Zealand Dollar against the US Dollar by 13%, revenue was down 4% due to reduced livestock export activity within the Livestock business this year.

Cost of Sales and Gross Profit

Our cost of sales decreased by 15.6% from \$693.8 million in fiscal year 2015 to \$585.3 million in fiscal year 2016, in line with the decrease in revenue. Our gross profit margin increased from 26.6% in fiscal year 2015 to 27.5% in fiscal year 2016.

Other Income

Other income increased slightly from \$0.3 million in fiscal year 2015 to \$0.5 million in fiscal year 2016.

Employee Benefits Expense

Employee benefits expense decreased by 6.7% from \$121.4 million in fiscal year 2015 to \$113.3 million in fiscal year 2016, which was primarily due to the effect of the exchange rate difference of 12%, offset by an increase of 5%, or \$5 million of employee benefits at PGW following an increase in employee numbers and restricted shares amortization expense of \$1.5 million at Agria.

Research and Development

Research and development expense remained flat at \$3.5 million in both fiscal year 2015 and fiscal year 2016, primarily as a result of the effect of the exchange rate difference of 14%, offset by an increase of \$0.2 million of additional costs incurred at PGW and \$0.3 million at Agria.

Depreciation and Amortization

Depreciation and amortization expenses increased by 1.5% from \$6.7 million in fiscal year 2015 to \$6.8 million in fiscal year 2016, primarily as a result of the effect of the exchange rate difference of 14%, offset by an increase of \$0.2 million at Agria and \$0.8 million at PGW due to increased additions of tangible and intangible assets.

Other Operating Expenses

Other operating expenses decreased by 6.9% from \$78.3 million in fiscal year 2015 to \$72.9 million in fiscal year 2016, primarily due to the foreign currency exchange rate variance noted above.

Equity Accounted Earnings/(Loss) of Investees

Equity accounted earnings/(loss) of investees resulted in loss of \$0.2 million in fiscal year 2016, compared to income of \$0.1 million in fiscal year 2015.

Operating Profit

As a result of the foregoing factors, operating profit decreased by 36.6% from \$41.5 million in fiscal year 2015 to \$26.3 million in fiscal year 2016.

Non-operating Items

Non-operating items resulted in net expenses of \$0.5 million in fiscal year 2016, which included gains on sales of properties offset by a loss on the defined benefit plan, compared to net expenses \$1.9 million in fiscal year 2015, which included an accrual estimate for the Commerce Commission investigation offset by a gain on the defined benefit plan.

Fair Value Adjustments

Fair value adjustments resulted in a loss of \$0.2 million in fiscal year 2016, compared to a loss of \$0.02 million in fiscal year 2015, which was primarily due to fair value adjustments on assets held for sale and biological assets.

Net Interest and Finance Costs

Our net interest and finance costs increased from \$12.3 million in fiscal year 2015 to \$13.3 million in fiscal year 2016, primarily due to the impact of effective interest recorded on expected earn-out payments related to the acquisition of Agrocentro Uruguay.

Profit before Tax

As a result of the foregoing factors, we had profit before tax of \$12.3 million in fiscal year 2016, compared to profit before tax of \$27.3 million in fiscal year 2015.

Income Tax

Our income tax expense decreased from \$12.6 million in fiscal year 2015 to \$5.9 million in fiscal year 2016 primarily due to the 53% decrease in profit before tax between periods. The decrease in income tax expense was also impacted by items specific to PGW operations such as non-taxable gains recorded on the sale of properties, and the recognition of previously unrecognized tax losses.

Profit for the Year

As a result of the foregoing factors, we had profit for the year of \$6.4 million in fiscal year 2016, compared to profit for the year of \$14.7 million in fiscal year 2015.

Profit Attributable to Non-controlling Interests

Of the \$6.4 million profit for fiscal year 2016, \$15.7 million was attributable to non-controlling interests, mainly consisting of the 49.78% of PGW not owned by Agria Singapore and the 19.19% of Agria Asia Investments not owned by Agria Group. Of the \$14.7 million profit for fiscal year 2015, \$15.1 million was attributable primarily to the same non-controlling interests.

Loss Attributable to Equity Holders of the Company

As a result of the foregoing factors, loss attributable to equity holders of the Company was \$9.2 million for fiscal year 2016, compared to loss attributable to equity holders of the Company was \$0.5 million for fiscal year 2015.

Year ended June 30, 2015 compared to year ended June 30, 2014

Revenue

Our revenue decreased by 8% from \$1,023.6 million in the year ended June 30, 2014 to \$944.7 million in the year ended June 30, 2015.

Seed and grain revenue decreased by 16% from \$385.0 million in fiscal year 2014 to \$323.5 million in fiscal year 2015, primarily as a result of our increasing focus on more profitable sales in this segment which resulted in operating margin and profit growth despite a decline in sales. Seed sales were strong in New Zealand and Australia, and were driven largely by higher-margin products, such as proprietary herbs and legumes, but were offset by extremely wet conditions in South America during fiscal 2015, which reduced demand for both crop seed and agricultural chemicals.

Crop protection, nutrients and merchandise revenue decreased by 5% from \$406.3 million in fiscal year 2014 to \$384.7 million in fiscal year 2015, primarily due to the negative impact of changes in foreign currency exchange rates between the US dollar and the New Zealand dollar. Excluding this impact, operating profit increased due to strong performance in retail sales for the Rural Supplies, Fruitfed and Agritrade businesses in New Zealand.

Rural services revenue slightly increased by 2% from \$232.3 million in fiscal year 2014 to \$236.5 million in fiscal year 2015.

Cost of Sales and Gross Profit

Our cost of sales decreased by 9% from \$765.0 million in fiscal year 2014 to \$693.8 million in fiscal year 2015, in line with the decrease in revenue. Our gross profit margin increased slightly from 25.3% in fiscal year 2014 to 26.6% in fiscal year 2015.

Other Income

Other income increased slightly from \$0.2 million in fiscal year 2014 to \$0.3 million in fiscal year 2015.

Employee Benefits Expense

Employee benefits expense decreased by 4% from \$126.1 million in fiscal year 2014 to \$121.4 million in fiscal year 2015, which is primarily due to the change of foreign currency exchange rates between the US dollar and the New Zealand dollar.

Research and Development

Research and development expense decreased by 20% from \$4.4 million in fiscal year 2014 to \$3.5 million in fiscal year 2015 which was primarily due a reduction of spending on projects and research and partnerships, as well as the change in foreign currency exchange rates between the US dollar and the New Zealand dollar.

Depreciation and Amortization

Depreciation and amortization expenses decreased by 32% from \$9.9 million in fiscal year 2014 to \$6.7 million in fiscal year 2015, primarily as a result of the acceleration of amortization for software in fiscal year 2014.

Other Operating Expenses

Other operating expenses decreased by 6% from \$83.7 million in fiscal year 2014 to \$78.3 million in fiscal year 2015, primarily due to the impact of the change in foreign currency exchange rates. Other operating expenses as a percentage of total revenue remained stable.

Operating Profit

As a result of the foregoing factors, operating profit increased by 19% from \$36.7 million in fiscal year 2014 to \$41.5 million in fiscal year 2015.

Equity Accounted Earnings of Investees

Equity accounted earnings of investees resulted in income of \$0.1 million in fiscal year 2015, compared to income of \$2.1 million in fiscal year 2014. The decrease was primarily the result of our investment in 4Seasons Feeds Limited in fiscal 2014, which was disposed of in fiscal 2014.

Non-operating Items

Non-operating items resulted in net expenses of \$1.9 million in fiscal year 2015, which included an accrual estimate for the Commerce Commission investigation offset by a gain on the defined benefit plan, compared to income of \$4.8 million in fiscal year 2014, which mainly consisted of a gain on the disposal of 4Seasons Feeds Limited, a gain on the defined benefit superannuation plan and gain on an insignificant acquisition of a business.

Fair Value Adjustments

Fair value adjustments resulted in a loss of \$0.02 million in fiscal year 2015, compared to a gain of \$1.1 million in fiscal year 2014, which was primarily driven by the change in the fair value of biological assets.

Net Interest and Finance Costs

Our net interest and finance costs increased from \$9.3 million in fiscal year 2014 to \$12.3 million in fiscal year 2015, primarily due to an increase in facilities fees and interest expenses as a result of increased banking facilities and loans during the year and a \$1.9 million loss on derivatives in fiscal year 2015, compared to gain of \$2.7 million from derivatives in fiscal year 2014.

Profit before Tax

As a result of the foregoing factors, we had profit before tax of \$27.3 million in fiscal year 2015, compared to profit before tax of \$33.3 million in fiscal year 2014.

Income Tax

Our income tax expense increased from \$7.2 million in fiscal year 2014 to \$12.6 million in fiscal year 2015. In fiscal year 2014, income tax expenses included an adjustment for prior period taxes and non-assessable income, which were not present in 2015.

Profit for the Year

As a result of the foregoing factors, we had profit for the year of \$14.7 million in fiscal year 2015, compared to profit for the year of \$26.1 million in fiscal year 2014.

Profit Attributable to Non-controlling Interests

Of the \$14.7 million profit for fiscal year 2015, \$15.1 million was attributable to non-controlling interests, mainly consisting of the 49.78% of PGW not owned by Agria Singapore and the 19.19% of Agria Asia Investments not owned by Agria Group. Of the \$26.1 million profit for fiscal year 2014, \$20.3 million was attributable primarily to the same non-controlling interests.

Profit/(Loss) Attributable to Equity Holders of the Company

As a result of the foregoing factors, loss attributable to equity holders of the Company was \$0.5 million for fiscal year 2015, compared to profit attributable to equity holders of the Company was \$5.9 million for fiscal year 2014.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with IFRS, which requires us to make judgments, estimates and assumptions that affect (i) the reported amounts of our assets and liabilities, (ii) the disclosure of our contingent assets and liabilities at the end of each fiscal period, and (iii) the reported amounts of revenues and expenses during each fiscal period. We continually evaluate these judgments and estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and assumptions that we believe to be reasonable, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors that should be considered when reviewing our consolidated financial statements. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our consolidated financial statements.

Basis of Consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities or variable interest entities) over which we have control. We control an entity where we are exposed to, or have rights to, variable returns from its involvement with the entity and have the ability to affect those returns through its power to direct the activities of the entity. In assessing control, potential voting rights that presently are exercisable are taken into account. Subsidiaries are fully consolidated from the date on which control is transferred to us. They are deconsolidated from the date that control ceases.

Business Combination

We apply the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by us. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interests recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the profit or loss.

Changes in Ownership Interests in Subsidiaries without Change of Control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Associates and jointly controlled entities

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Associates and jointly controlled entities are accounted for using the equity method. The consolidated financial statements include the Group's share of the income and expenses of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence starts. Where the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions Eliminated on Consolidation

Intra-group balances, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of our interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The consolidated financial statements include the financial statements of the Company, its subsidiaries and structured entities for which the Company is the primary beneficiary. All significant intercompany transactions and balances between the Company, its subsidiaries and its structured entities are eliminated upon consolidation.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. The chief operating decision-makers include the board of directors and senior management team at corporate level.

Foreign Currency

Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of our entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that fair value was determined. Foreign currency differences arising on retranslation are recognized in profit or loss.

Foreign Operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to New Zealand dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated to New Zealand dollars at exchange rates at the date of the transactions.

Foreign currency differences are recognized in other comprehensive income and the Foreign Currency Translation Reserve, or FCTR. When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

The functional currency of the Company, Agria Group, China Victory, Agria Hong Kong, Agria International, Agria Overseas, Agria Asia Investments and Agria Singapore is the US dollar. The functional currency of Agria Corporation (New Zealand) Limited, or Agria New Zealand, Agria NZ Finance Limited and PGW is the New Zealand dollar. The functional currency of Agria China, Agria Shenzhen and the consolidated structured entities is the RMB. The presentation currency of the Company is US dollar.

Income Recognition

Recognition of Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to us and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

Sales Revenue

Sales revenue comprises the sale value of transactions where we act as a principal and the commission for transactions where we act as an agent.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

Construction Contracts

The revenue from work-in-progress is recognized when it can be estimated reliably. The percentage of completion method is used to determine the appropriate amount to recognize in each year. The full amount of any anticipated loss, including that relating to work on the contract, is recognized as soon as it is foreseen. Management estimates the percentage of completion stage on construction contracts to determine the appropriate revenue to be recognized for each project. The percentage of completion is estimated based on detailed information regarding the status of each project, based on costs incurred to total estimated costs.

Investment Income

Investment income is recognized when earned. Dividends are recognized when received, or accrued when declared and approved for distribution prior to balance date.

Interest and Similar Income and Expense

For all financial instruments measured at amortized cost, interest income or expense is recorded at the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the effective interest rate, but not future credit losses.

Once the recorded value of a financial asset or a group of similar financial assets has been reduced due to an impairment loss, interest income continues to be recognized using the original effective interest rate applied to the new carrying amount.

We recognize interest revenue, management fees, and establishment fees on an accruals basis when the services are rendered using the effective interest rate method.

Fee and Commission Income

Fees arising from negotiating or participating in the negotiation of a transaction for a third party are recognized on completion of the underlying transactions. Fees or components of the fees that are linked to certain performance are recognized after fulfilling the corresponding criteria.

Income Tax

Income tax expense comprises current and deferred taxation and is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized directly in other comprehensive income or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable with respect to previous periods.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- the initial recognition of goodwill; or
- differences relating to subsidiaries, associates and jointly controlled entities to the extent that they will probably not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be recognized.

Earnings per Share

We present basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to shareholders and the number of shares outstanding to include the effects of all potential dilutive shares.

Financial Instruments

Non-derivative Financial Assets

Non-derivative financial assets are comprised of investments in finance receivables, trade and other receivables, and cash and cash equivalents. Financial assets are classified at either amortized cost or fair value depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

We initially recognize financial assets on the trade date at which we become a party to the contractual provisions of the instrument.

Financial assets are initially measured at fair value. If the financial asset is not subsequently measured at fair value through profit and loss, the initial investment includes transaction costs that are directly attributable to the asset's acquisition or origination. We subsequently measure financial assets at either fair value or amortized cost.

Financial Assets Measured at Amortized Cost

A financial asset is subsequently measured at amortized cost using the effective interest method and net of any impairment loss, if:

- the asset is held within a business model with an objective to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Financial Assets Measured at Fair Value

Financial assets other than those classified as financial assets measured at amortized cost are subsequently measured at fair value with all changes recognized in profit or loss.

However, for investments in equity instruments that are not held for trading, we may elect at initial recognition to present gains and losses through other comprehensive income. For instruments measured at fair value through other comprehensive income gains and losses are never reclassified to profit and loss and no impairments are recognized in profit and loss. Dividends earned from such investments are recognized in profit and loss unless the dividends clearly represent a repayment of part of the cost of investment.

Investments in equity securities of subsidiaries, associates and joint ventures are measured at cost in the separate financial statements of the Company.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short term highly liquid investments with maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents.

Accounts Receivable

Accounts receivable are stated at their amortized cost less impairment losses.

Non-derivative Financial Liabilities

Interest-bearing Borrowings

Interest-bearing borrowings are classified as other financial liabilities and are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method.

Trade and Other Payables

Trade and other payables are stated at cost.

Derivative Financial Instruments

We use derivative financial instruments to manage its exposure to interest rate and foreign currency risks arising from operational, financing and investment activities. In accordance with Treasury policy, we do not hold or issue derivative instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognized initially at fair value and transaction costs are expensed immediately. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on re-measurement to fair value is recognized immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the hedging relationship (see below).

Cash Flow Hedges

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized directly in equity to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in equity remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognized in equity is transferred to the carrying amount of the asset when it is recognized. In other cases the amount recognized in equity is transferred to profit or loss in the same period that the hedged item affects profit or loss.

Impairment

The carrying value of our assets is reviewed at each reporting date to determine whether there is any objective evidence of impairment. An impairment loss is recognized whenever the carrying amount exceeds its recoverable amount. Impairment losses directly reduce the carrying value of assets and are recognized in profit or loss unless the asset is carried at a revalued amount in accordance with another standard.

Impairment of Equity Instruments

We assess at each reporting date whether there is objective evidence that a financial asset or group of assets is impaired. In the case of equity instruments that are not held for trading, we may elect to present gains and losses through other comprehensive income. If no election is made fair value gains and losses are recognized in profit or loss.

Impairment of Accounts Receivable

Accounts receivable are considered past due when they have been operated outside of the normal key trade terms. When forming a view management considers the counterparty's ability to pay, the level of security and the risk of loss.

Accounts receivables include accrued interest. Specific provisions are maintained to cover identified doubtful debts.

Impairment losses on an individual basis are determined by an evaluation of the exposures on an instrument by instrument basis. All individual instruments that are considered significant are subject to this approach.

All known losses are expensed in the period in which it becomes apparent that the receivables are not collectable.

Non-financial Assets (including goodwill)

The carrying amounts of our non-financial assets, other than biological assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the recoverable amount of the asset is estimated. For goodwill and intangible assets that have indefinite lives, the recoverable amount is estimated at each reporting date.

An impairment loss is recognized if the carrying amount of an asset or the cash-generating unit to which it relates, exceeds the recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognized in profit or loss. Impairment losses recognized with respect to cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units, then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or unit.

In determining the fair value using value in use, regard is given to external market evidence.

An impairment loss with respect to goodwill is not reversed. With respect to other assets losses recognized in prior periods are assessed at each reporting date for any indications that the loss may have decreased or no longer exist. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is only reversed to the extent that the carrying value of the asset does not exceed the carrying value that the asset would have had, net of depreciation or amortization, if no impairment loss had been recognized.

Determination of Fair Values

A number of our accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made is disclosed in the notes specific to that asset or liability.

Property, Plant and Equipment

The fair value of property, plant and equipment recognized as a result of a business combination is based on market values. The market value of property is the estimated amount for which the property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant, equipment, fixtures and fittings is based on the quoted market prices for similar items.

Intangible Assets

The fair value of intangible assets acquired in a business combination is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

Biological Assets

The fair value of biological assets is based on the market price of similar assets at the reporting date. The market price of biological assets intended for export is determined by recent transactions in the market place. The fair value of biological assets intended for domestic processing is determined by applying the market price of stock weight offered by meat processors to the stock weight at the reporting date less any point of sale costs including transportation.

Stock counts of livestock quantities are performed by us at each reporting date.

Investments in Equity

The fair value of financial assets at fair value through profit or loss and available-for-sale financial assets is determined by reference to the market price, unless other objective reliable evidence suggests a different value. Other investments where no active market exists are held at historical cost.

Accounts Receivable

The fair value of accounts receivable is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Derivatives

The fair value of forward exchange contracts is based on broker quotes, if available. If broker quotes are not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price at the reporting date for the residual maturity of the contract using a risk-free interest rate based on government bonds.

The fair value of interest rate swaps is based on broker quotes. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract using market interest rates for a similar instrument at the reporting date.

Non-derivative Financial Instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

Biological Assets

Biological assets are measured at fair value less point-of-sale costs, with any change therein recognized in profit or loss. Point-of-sale costs include all costs that would be necessary to sell the assets including transportation costs.

Inventories

Finished Goods

Raw materials and finished goods are stated at the lower of cost or net realizable value. Cost is determined on a first in, first out basis, and, in the case of manufactured goods, includes direct materials, labor and production overheads.

Wholesale Seeds

Wholesale seeds inventory is stated at the lower of cost or net realizable value and comprises costs of purchase and other direct costs incurred to bring the inventory to its present location and condition.

Assets held for Sale

Assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

Intangible Assets

Computer Software

Computer software is a finite life intangible and is recorded at cost less accumulated amortization and impairment. Amortization is charged on a straight line basis over an estimated useful life between 3 and 10 years. The estimated useful life and amortization method is reviewed at the end of each annual reporting period.

Goodwill

Goodwill represents the excess of the cost of the acquisition over our interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree.

Goodwill is measured at cost less accumulated impairment losses. Impairment loss with respect to goodwill is not reversed. With respect to equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment.

Research and Development

The principal research and development activities are in the development of systems, processes and new seed cultivars.

Research expenditure on the development of new systems and processes is recognized in profit or loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and we intend to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labor and overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognized in profit or loss when incurred.

Capitalized development expenditure is measured at cost less accumulated amortization and accumulated impairment losses.

Research and development expenditure on the development of new seed cultivars is recognized in profit or loss as incurred. Development costs of seed cultivars are substantially indistinguishable from the cultivar research costs.

Land Use Rights

Prepaid land use rights are recorded at the amount paid less accumulated amortization and impairment losses. Amortization is provided on a straight-line basis over the term of the agreements of 19 years.

Acquired Technologies

Acquired technologies, which consist primarily of purchased technology know-how related to the production of corn seeds, are stated at cost less accumulated amortization. Amortization is calculated on a straight-line basis over the estimated useful lives of 5 to 15 years.

Property, Plant and Equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to us and its cost can be measured reliably. The costs of day-to-day servicing of property, plant and equipment is recognized in profit or loss as incurred.

Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. All other borrowing costs are expensed as they are incurred.

Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of property, buildings, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives for the current and comparative periods are between 3 and 40 years for plant and equipment and 50 years for buildings. Depreciation methods, useful lives and residual values are reassessed at reporting date.

Leasing Commitments

Leases in terms of which we assume substantially all of the risks and rewards of ownership are classed as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value or the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and are not recognized on the statement of financial position. Amounts payable under operating lease arrangements are recognized in profit or loss.

Employee Benefits

Defined Benefit Pension Plan

Our net obligation with respect to defined benefit pension plans is calculated by estimating the future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and any unrecognized past service costs and the fair value of any plan assets is deducted. The discount rate is the yield at the reporting date on bonds that have maturity dates approximating the terms of our obligations. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to us, the recognized asset is limited to the lower of the net assets of the plan or the current value of the contributions holiday that is expected to be generated. Actuarial gains and losses are recognized directly in other comprehensive income and the defined benefit plan reserve in equity.

Provisions made with respect to employee benefits which are not expected to be settled within twelve months are measured as the present value of the estimated future cash outflows to be made by us with respect to services provided by employees up to reporting date.

Short-term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A provision is recognized for the amount of outstanding short term benefits at each reporting date.

Share-based Payment

We operate equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for our equity instruments (options or restricted shares). The fair value of the employee services received in exchange for the grant of the options or restricted shares is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options or restricted shares granted, excluding the impact of any service and non-market performance vesting conditions. Non-market performance and service conditions are included in assumptions about the number of options or restricted shares that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options or restricted shares that are expected to vest based on the nonmarket performance and service conditions. It recognizes the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

When options are exercised, we issue new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

Provisions

Provisions are recognized when we have a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

Share Capital

Ordinary Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity.

Repurchase of Share Capital

When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity. Repurchased shares are cancelled. Treasury stock for which unrestricted ownership has not yet been transferred are not cancelled.

B. Liquidity and Capital Resources

Our principal sources of liquidity have been cash generated from operating activities and from financing activities, consisting of proceeds from bank borrowings and loans from related parties and other entities. As of June 30, 2016, we had \$8.3 million in cash and cash equivalents, which consisted of cash on hand and bank deposits which are unrestricted as to withdrawal or use.

We are entitled to dividend payments from PGW and cash payments from Zhongguan pursuant to our contractual arrangements with Zhongguan and its shareholders.

As of June 30, 2016, we had \$50.3 million in outstanding short-term bank loans and borrowings and current portions of long term bank loans and borrowings and \$82.6 million in outstanding long term portions of bank loans and borrowings.

As of June 30, 2016, short-term and long-term bank borrowing facilities were approximately \$207.5 million, with an outstanding balance of \$91.1 million in long-term borrowings (of which \$8.5 million is classified as current liabilities) and \$41.8 million in short-term borrowings.

The short and long term facilities are generally collateralized by receivables, inventories, and property and equipment. The interest rates on the loans are set by reference to the base rates in each of China, the United States and New Zealand for RMB, US dollar and New Zealand dollar denominated loans, respectively, with a margin. The weighted average interest rate was 3.8% for the fiscal year ended 2016. These loans have been provided by various banks in China, South America and New Zealand. Fixed rate borrowings represent approximately 22% of the total outstanding amount.

We incurred capital expenditures of \$23.4 million, \$17.4 million and \$37.9 million in the years ended June 30, 2016, 2015 and 2014, respectively. Our capital expenditures have primarily been used to acquire property, plant and equipment and technologies. Our capital expenditures are funded by cash provided from operating activities and debt.

We have not encountered any difficulties in meeting our cash obligations to date. We believe that our current cash and cash equivalents and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs for operations for the foreseeable future. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions that we may pursue. If our existing cash is insufficient to meet our requirements, we may seek to sell additional equity securities, issue debt securities or borrow from lending institutions.

The following table sets forth a summary of our cash flows for the periods indicated:

| | For the Year Ended June 30, | | |
|--|------------------------------------|--------------|---------------|
| | 2016 | 2015 | 2014 |
| | \$ | \$ | \$ |
| | (In thousands) | | |
| Net cash provided by operating activities | 16,984 | 8,706 | 32,019 |
| Net cash used in investing activities | (22,946) | (13,779) | (29,316) |
| Net cash provided by/(used in) financing activities | 3,991 | 2,086 | (34,222) |
| Effect of exchange rate changes on cash and cash equivalents | 417 | (1,085) | 2,135 |
| Net decrease in cash and cash equivalents | (1,554) | (4,072) | (29,384) |
| Cash and cash equivalents at the beginning of the year | 9,886 | 13,958 | 43,342 |
| Cash and cash equivalents at the end of the year | <u>8,332</u> | <u>9,886</u> | <u>13,958</u> |

Operating Activities

Net cash provided by operating activities in the year ended June 30, 2016 was \$17.0 million, primarily as a result of our operating profit, partially offset by increased working capital and a decrease in income taxes paid year over year.

Net cash provided by operating activities in the year ended June 30, 2015 was \$8.7 million, primarily as a result of our operating profit, partially offset by increased working capital and an increase in income taxes paid year over year.

Net cash provided by operating activities in the year ended June 30, 2014 was \$32.0 million, primarily as a result of our operating profit and an increase in working capital year over year.

Investing Activities

Net cash used in investing activities in the year ended June 30, 2016 was \$22.9 million, primarily as a result of the acquisition of property, plant and equipment, other assets and intangible assets of \$23.4 million, a prepayment to acquire a non-controlling interest of \$12.3 million and purchase of investments of \$7.9 million, partially offset by \$13.3 million in proceeds received from disposal of property, plant and equipment and other assets, and \$6.5 million in proceeds received from sales of investments.

Net cash used in investing activities in the year ended June 30, 2015 was \$13.8 million, primarily as a result of the acquisition of property, plant and equipment, other assets and intangible assets of \$17.4 million and a prepayment to acquire a non-controlling interest of \$1 million partially offset by \$2.9 million in proceeds received from disposal of property, plant and equipment, and \$2.3 million in proceeds received from financing receivables.

Net cash used in investing activities in the year ended June 30, 2014 was \$29.3 million, primarily as a result of the acquisition of property, plant and equipment and other assets and intangible assets of \$37.0 million, which included the acquisition of 40 properties leased by PGW in New Zealand and a prepayment to acquire a non-controlling interest of \$12.0 million, partially offset by proceeds from sale of investments and property, plant and equipment resulting in cash inflows of \$19.1 million.

Financing Activities

Net cash provided by financing activities in the year ended June 30, 2016 was \$4.0 million, primarily as a result of \$12.0 million of net cash inflow from bank loans (drawn down net of repayment) and \$1.8 million net cash inflow from a shareholder's loan, offset by a payment of dividend to minority shareholders of \$9.8 million.

Net cash provided by financing activities in the year ended June 30, 2015 was \$2.1 million, primarily as a result of an \$18.6 million net cash inflow from bank loans (drawn down net off repayment) offset by a payment of dividend to minority shareholders of \$16.6 million.

Net cash used in financing activities in the year ended June 30, 2014 was \$34.2 million, primarily as a result of repayment of borrowings of \$73.6 million and a payment of dividend to minority shareholders of \$10.4 million, partially offset by an increase of borrowings of \$10.4 million and the release of a pledged deposit of \$37.3 million upon repayment of borrowings.

Recently Issued Accounting Pronouncements

Please refer to note 2 to our consolidated financial statements attached hereto for more information.

C. Research and Development, Patents and Licenses, etc.

We conduct research and development primarily in cooperation with various universities and research institutions. We have also acquired a number of technologies and varieties of corn from third parties. In New Zealand, Australia and Uruguay, much of our research is undertaken by our Seed and Grain business segment, including its turf division, which is supported by a strong research base and commercialized new products through internal research and development, breeding and evaluation programs and joint venture research partnerships.

Our expenses incurred in connection with these activities were \$3.5 million, \$3.5 million and \$4.4 million for the years ended June 30, 2016, 2015 and 2014. Research and development expenses primarily consist of direct expenses related to development of our proprietary products, trials, external contractors and services, costs of raw materials used in our research and development activities.

D. Trend Information

See "Item 3. Key Information," "Item 4. Information on the Company" and "Item 5. Operating and Financial Review and Prospects—A. Operating Results—Results of Operations" for information on material trends affecting our business and results of operations.

E. Off-Balance Sheet Arrangements

We have not entered into any derivative contracts that are indexed to our own shares and classified as shareholder's equity, or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. Moreover, we do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

F. Tabular Disclosure of Contractual Obligations

The following table sets forth our contractual obligations as of June 30, 2016:

| | Total | Payment Due by June 30, | | |
|--|--------------|-------------------------|-------------------|-------------------|
| | | Within one year | One to five years | Beyond five years |
| In \$ millions | | | | |
| Short and long-term borrowings ⁽¹⁾ | | | | |
| - principal | 132.9 | 50.3 | 82.6 | - |
| - finance costs | 17.3 | 9.2 | 8.1 | - |
| Lease obligations ⁽²⁾ | 57.9 | 14.6 | 32.7 | 10.6 |
| Purchase obligations ⁽³⁾ | 10.3 | 10.3 | - | - |
| Investment into BioPacificVentures ⁽⁴⁾ | 0.04 | 0.04 | - | - |
| Investment into Zhongnong ⁽⁵⁾ | 3.6 | 3.6 | - | - |
| Capital expenditure commitment ⁽⁶⁾ | 1.2 | 1.2 | - | - |
| Other commitments ⁽⁷⁾ | 1.0 | 1.0 | - | - |
| Additional investment in Agria Asia Investments ⁽⁸⁾ | 25.8 | 25.8 | - | - |
| Total | 250.0 | 116.0 | 123.4 | 10.6 |

- (1) Includes short-term and long-term borrowings and future interest obligations.
- (2) Includes all non-cancelable operating leases for land and buildings, which are mainly used to conduct operations, primarily related to our wool business and store network. The terms of the leases have various rights of renewal with lease periods ranging from 1 to 15 years. Also includes all non-cancelable operating leases for motor vehicles. These have lease terms of up to three years.
- (3) Represents commitments for the purchase of corn seeds in China.
- (4) We have, through PGW, committed \$10.8 (NZ\$14.0) million to an international fund, BioPacificVentures Limited, or BioPacificVentures, established for investment in food and agriculture life sciences. Our investment in BioPacificVentures will be made over approximately six years. The investment has an anticipated total lifespan of 12 years. At June 30, 2016, \$10.8 (NZ\$13.95) million has been drawn on the committed level of investment.
- (5) Represents commitments to make remaining investment into Zhongnong.
- (6) Represents commitments for the upgrading and purchase of seeds processing equipment.
- (7) Represents commitments for the PGP program.
- (8) Represents commitment to acquire at minimal contractual price, at the request of New Hope International, their 11.95% stake in Agria Asia Investments.

G. Safe Harbor

This annual report on Form 20-F contains forward-looking statements that relate to future events, including our future operating results and conditions, our prospects and our future financial performance and condition, all of which are largely based on our current expectations and projections. The forward-looking statements are contained principally in the sections entitled “Item 3. Key Information—D. Risk Factors,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as “may,” “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “is/are likely to” or other similar expressions. These forward-looking statements include:

- our anticipated development strategies, which may include potential acquisitions and divestitures, expanding into new sectors within the agricultural industry, expanding sales into new regions, and expanding our product offerings;
- our strategy to expand our research and development capability;
- our ability to attract customers and end users and enhance our brand recognition;

- future changes in government regulations affecting our business;
- trends and competition in the agricultural industry, particularly in New Zealand, Australia, South America and China; and
- our ability to retain and motivate existing management and other key personnel and to recruit and integrate additional qualified personnel into our operations.

The accuracy of these forward-looking statements may be impacted by a number of known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We would like to caution you not to place undue reliance on these statements and you should read these statements in conjunction with the risk factors disclosed in the section entitled “Item 3. Key Information—D. Risk Factors.” Except as required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

| Directors and Executive Officers | Age | Position/Title |
|---|------------|--|
| Guanglin Lai | 52 | Executive Chairman of the Board of Directors |
| Joo Hai Lee | 60 | Independent Director |
| Sean Shao | 59 | Independent Director |
| Wah Kwong Tsang | 64 | Independent Director |
| John Fulton | 46 | Chief Financial Officer |
| Kean Seng U | 50 | Head of Corporate and Legal Affairs |

Mr. Guanglin Lai has served as the chairman of our board of directors since June 2007 and executive chairman since March 2013. Mr. Lai also served as our co-chief executive officer from September 2007 to June 2008 and as our chief executive officer from November 2008 to September 2009. Mr. Lai has extensive experience in investments, acquisitions and operation management, and has established many other enterprises in China, Hong Kong and internationally, in particular, animation, logistics and transportation, pharmaceutical sectors, taking a leading role in strategic planning and business development in his investment portfolio. Mr. Lai is the chairman and executive director of the board of directors, the chairman and a member of nomination committee and a member of remuneration committee of Softpower International Limited (Formerly known as China Pipe Group Limited), a Hong Kong listed company, which 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. Mr. Lai was appointed as the chairman of the board of directors of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange, in October 2013 and has served as a director since December 2009. Mr. Lai also serves as the vice-chairman of the Shenzhen General Chamber of Commerce in China and the vice-chairman of the Chinese Chamber of Commerce in New Zealand. Mr. Lai holds a master of business administration in finance from The Chinese University of Hong Kong and a bachelor’s degree in accounting from Monash University, Melbourne, Australia. He is a fellow certified public accountant in Australia. Mr. Lai is a Fellow of Monash University and also the member of Global Advisory Council of Faculty of Business and Economics, Monash University.

Mr. Joo Hai Lee has served as our independent director since November 2008 and a member of our audit committee since January 2009. Mr. Lee has around 34 years of experience in accounting and auditing. Mr. Lee joined BDO Patrick Tay & Partners/BDO International Singapore (now known as BDO LLP) in 1983 and became a partner there in 1986 and retired in February 2013. He is a member of the Institute of Chartered Accountants in England and Wales, the Institute of Chartered Accountants of Singapore, the Malaysian Institute of Accountants and the Singapore and Hong Kong Institutes of Directors.

Mr. Sean Shao has served as our independent director since November 2008, chairman of our compensation committee from November 2008 to March 2010 and chairman of our corporate governance and nominating committee since March 2010. Mr. Sean Shao currently serves as (i) independent director and Chairman of the audit committee of 21Vianet Group, Inc., a leading carrier-neutral internet data center services provider listed on NASDAQ since August 2015; Trina Solar Limited, an integrated solar-power products manufacturer and solar system developer listed on the NYSE, since January 2015; Jumei International Holding Ltd., an e-commerce company listed on NYSE since May 2014; LightInTheBox Holdings Co. Ltd., an e-commerce company listed on NYSE since June 2013 and UTStarcom Holdings Corp., a provider of broadband equipment and solutions listed on NASDAQ since October 2012, (ii) independent director and chairman of the audit and compensation committees of China Biologic Products, Inc., a biopharmaceutical company listed on NASDAQ since July 2008. He served as the chief financial officer of Trina Solar Limited from 2006 to 2008. In addition, Mr. Shao served from 2004 to 2006 as the chief financial officer of ChinaEdu Corporation, an educational service provider, and of Watchdata Technologies Ltd., a Chinese security software company. Prior to that, Mr. Shao worked at Deloitte Touche Tohmatsu CPA Ltd. for approximately a decade. Mr. Shao received his master's degree in health care administration from the University of California at Los Angeles in 1988 and his bachelor's degree in art from East China Normal University in 1982. Mr. Shao is a member of the American Institute of Certified Public Accountants.

Mr. Wah Kwong Tsang has served as our independent director and the chairman of our audit committee since August 2011, the chairman of the compensation committee since November 2013, and member of nomination committee since October 2012. Mr. Tsang is a former partner of Hong Kong and China firms of PricewaterhouseCoopers and has over 30 years of professional experience in auditing listed and unlisted companies and providing supports for initial public offerings and acquisition transactions. Currently, Mr. Tsang is 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, Ping An Securities Group (Holdings) Limited, Sihuan Pharmaceutical Holdings Group Ltd and TK Group (Holdings) Limited. Mr. Tsang is also a director of PGW. Mr. Tsang was an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on the Hong Kong Stock Exchange, from January 2013 to January 2016. Mr. Tsang 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. John Fulton has served as our chief financial officer since January 2015. Prior to joining Agria, he worked as a consultant in the energy sector working closely with infrastructure funds from 2011 to 2015. Prior to that, he served as Chief Financial Officer for Houston based Ashmore Energy International, or AEI Energy, from 2006 to 2011. He chaired the Board of Directors for Trakya Elektrik in Turkey for four years and oversaw the commercial development of AEI Energy's interests in Turkey during this time. Prior to AEI Energy, he was the Group Treasury Director for Cadbury Schweppes, based in London, from 2005 to 2006 and before this served as Group Treasurer for Coca-Cola HBC, based in London and in Athens from 2001 to 2005. He has worked on numerous global financing projects, M&A projects and financial restructurings, and has broad experience in emerging markets. Prior to leaving New Zealand in 1999, he worked with Lion Nathan and Bancorp Treasury Advisory. He qualified in accounting and finance at Auckland University of Technology. He is a provisional member of the Institute of Chartered Accountants of New Zealand and Institute of Finance Professionals New Zealand. He graduated from Kings College in Auckland, New Zealand.

Mr. Kean Seng U has served as our head of corporate and legal affairs since December 2008. Mr. U has extensive experience in advising multi-national corporations and sovereign entities on direct investments. Mr. U previously practiced as a partner in the Singapore firm of Shooklin & Bok LLP and led a corporate finance team in Allen & Overy Shooklin & Bok, JLV, an international law venture partnership with London-based Allen & Overy LLP. Currently, Mr. U sits as non-executive directors of several publicly listed corporations. Mr. U received his bachelor of laws degree with honors from Monash University in Australia. He is a barrister and solicitor of the Supreme Court of Victoria in Australia, an advocate and solicitor of the Supreme Court of Singapore and a solicitor of England and Wales. In addition to his extensive legal knowledge, Mr. U also has a degree in economics and accounting from Monash University in Australia.

Employment Agreements

We have entered into employment agreements with each of our senior executive officers. Under these agreements, we may terminate the employment for cause, at any time, without notice or remuneration, for certain acts of the employee, including but not limited to a conviction or plea of guilty to a felony, negligence or dishonesty to our detriment, failure to perform the agreed-to duties after a reasonable opportunity to cure the failure and failure to achieve the performance measures specified in the employment agreement. An executive officer may terminate his employment at any time with one-month prior written notice if there is a material reduction in his authority, duties and responsibilities or in his annual salary before the next annual salary review. Furthermore, we may terminate an executive officer's employment at any time without cause upon one-month advance written notice. In the event of a termination without cause by us, we will provide compensation to the executive officer only to the minimum extent expressly required by applicable law of the jurisdiction where the executive officer is based.

B. Compensation of Directors and Executive Officers

For the year ended June 30, 2016, we paid an aggregate of approximately \$2.2 million to our directors and executive officers in cash or benefits in kind.

Share Incentives

2007 Share Incentive Plan. We have adopted the 2007 Share Incentive Plan, or the 2007 Plan, to attract and retain the best available personnel, provide additional incentives to employees, directors and consultants and promote the success of our business. Our board of directors has authorized the issuance of up to 15,000,000 ordinary shares upon exercise of awards granted under the 2007 Plan, plus an increase of 5,000,000 shares when and if the 15,000,000 ordinary shares have been fully used pursuant to the awards granted under the 2007 Plan and the board approves such increase.

As of the date of this annual report, options to purchase a total of 2,404,000 ordinary shares granted to our directors and executive officers and other individuals as a group remained outstanding.

The following summarizes the terms of the 2007 Plan:

Plan Administration. Our board of directors, or a committee designated by our board or directors, will administer the plan. The committee or the full board of directors, as appropriate, will determine the provisions and terms and conditions of each option grant.

Award Agreements. Options and other share incentives granted under the 2007 Plan are evidenced by an award agreement, as applicable, that sets forth the terms, conditions and limitations for each grant.

Eligibility. We may grant awards to employees, directors and consultants of our company or any of our related entities, which include our subsidiaries or any entities in which we hold a substantial ownership interest.

Acceleration of Options upon Corporate Transactions. The outstanding options will accelerate upon occurrence of a change-of-control corporate transaction where the successor entity does not assume our outstanding options under the plan. In such event, each outstanding option will become fully vested and immediately exercisable, and the transfer restrictions on the awards will be released and the repurchase or forfeiture rights will terminate immediately before the date of the change-of-control transaction, provided that the grantee's continuous service with us shall not be terminated before that date.

Term of the Options. The term of each option grant shall be stated in the stock option agreement, provided that the term shall not exceed 10 years from the date of the grant.

Vesting Schedule. In general, the plan administrator determines, or the stock option agreement specifies, the vesting schedule. The share options have a vesting term of two to four years.

Transfer Restrictions. Options to purchase our ordinary shares may not be transferred in any manner by the optionee other than by will or the laws of succession and may be exercised during the lifetime of the optionee only by the optionee.

Termination of the Plan. Unless terminated earlier, the plan will terminate automatically in 2017. Our board of directors has the authority to amend or terminate the plan subject to shareholder approval to the extent necessary to comply with applicable law. However, no such action may (i) impair the rights of any optionee unless agreed by the optionee and the plan administrator or (ii) affect the plan administrator's ability to exercise the powers granted to it under our plan.

2015 Share Incentive Plan. We have adopted the 2015 Share Incentive Plan, or the 2015 Plan, to attract and retain the best available personnel, provide additional incentives to employees, directors and consultants and promote the success of our business. Our board of directors has authorized the issuance of up to 16,614,990 ordinary shares upon exercise of awards granted under the 2015 Plan.

As of the date of this annual report, 11,076,660 restricted shares have been granted to our directors and executive officers as a group. These restricted shares will vest in equal installments over thirty-six months after the date of grant.

The following summarizes the terms of the 2015 Plan:

Plan Administration. Our compensation committee, or another committee or subcommittee designated by our board, will administer the 2015 Plan. The compensation committee or other board-designated committee, as appropriate, will determine the provisions and terms and conditions of each award grant.

Award Agreements. Options and other share incentives granted under our plan are evidenced by an award agreement, as applicable, that sets forth the terms, conditions and limitations for each grant.

Eligibility. We may grant awards to employees, directors and consultants of our company or any of our related entities, which include our subsidiaries or any entities in which we hold a substantial ownership interest.

Acceleration of Awards upon Corporate Transactions. Outstanding awards will accelerate upon occurrence of a change-of-control corporate transaction where the successor entity does not assume our outstanding options under the plan. In such event, each outstanding award will become fully vested and immediately exercisable (in the case of options), and the transfer restrictions on the awards will be released and the repurchase or forfeiture rights will terminate immediately before the date of the change-of-control transaction, provided that the grantee's continuous service with us shall not be terminated before that date.

Term of Awards. The term of each award grant shall be stated in the award agreement, provided that in the case of options and share appreciation rights, the term shall not exceed 10 years from the date of the grant.

Vesting Schedule. In general, the award agreement specifies the vesting schedule.

Transfer Restrictions. Options to purchase our ordinary shares may not be transferred in any manner by the optionee other than by will or the laws of succession and may be exercised during the lifetime of the optionee only by the optionee.

Termination of the Plan. Our board of directors has the authority to amend or terminate the plan subject to shareholder approval to the extent necessary to comply with applicable law. However, no such action may (i) impair the rights of any award holder unless agreed by the award holder and the plan administrator or (ii) affect the plan administrator's ability to exercise the powers granted to it under the 2015 Plan.

C. Board Practices

Our board of directors currently consists of four directors. A director is not required to hold any shares in the company by way of qualification. A director may vote with respect to any contract or transaction in which he or she is materially interested provided the nature of the interest is disclosed prior to its consideration and any vote on such contract or transaction. The directors may exercise all the powers of the Company to borrow money, mortgage its undertaking, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of the company or of any third party.

In the year ended June 30, 2016, our board held meetings or passed resolutions by unanimous written consent 26 times.

Committees of the Board of Directors

We have established three committees under the board of directors: the audit committee, the compensation committee and the corporate governance and nominating committee. We have adopted a charter for each of the three committees. Each committee's members and functions are described below.

Audit Committee. Our audit committee consists of Messrs. Wah Kwong Tsang, Joo Hai Lee and Sean Shao, all of whom satisfy the independence requirements of Section 303A of the Corporate Governance Rules of the New York Stock Exchange and meet the independence standards under Rule 10A-3 under the Securities Exchange Act of 1934, as amended, or Exchange Act. Mr. Tsang is the chair of our audit committee. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing with the independent auditors any audit problems or difficulties and management's response;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and the independent auditors;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of material control deficiencies;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- meeting separately and periodically with management and the independent auditors; and
- reporting regularly to the board of directors.

In the year ended June 30, 2016, our audit committee held meetings or passed resolutions by unanimous written consent seven times.

Compensation Committee. Our compensation committee consists of Messrs. Wah Kwong Tsang and Sean Shao. Messrs. Tsang and Shao satisfy the "independence" requirements of Section 303A of the Corporate Governance Rules of the New York Stock Exchange. Mr. Tsang is the chair of our compensation committee. The compensation committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. Our executive chairman may not be present at any committee meeting during which his compensation is deliberated. The compensation committee will be responsible for, among other things:

- reviewing and recommending to the board total compensation packages for our senior executives;
- approving and overseeing the total compensation packages for our executive chairman;
- reviewing and recommending director compensation to the board; and
- periodically reviewing and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

In the year ended June 30, 2016, our compensation committee held meetings or passed resolutions by unanimous written consent two times.

Corporate Governance and Nominating Committee. Our corporate governance and nominating committee consists of Messrs. Sean Shao, Guanglin Lai and Wah Kwong Tsang. Messrs. Shao and Tsang satisfy the “independence” requirements of Section 303A of the Corporate Governance Rules of the New York Stock Exchange. Mr. Shao is the chair of our corporate governance and nominating committee. The corporate governance and nominating committee assists the board of directors in selecting qualified individuals to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things:

- selecting and recommending nominees for election or re-election to the board or appointments to fill any vacancy;
- annually reviewing with the board the current composition of the board with regards to characteristics such as independence, age, skills, experience and availability of service to us;
- periodically advising the board with regard to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any remedial action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

In the year ended June 30, 2016, our corporate governance and nominating committee held meetings or passed resolutions by unanimous written consent one time.

Duties of Directors

Under Cayman Islands law, our directors have a fiduciary duty of loyalty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the skill they actually possess with such care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association.

Terms of Directors and Officers

Our officers are elected by and serve at the discretion of the board of directors. Except for one director who is subject to an initial term of two years, our directors are not subject to a term of office and hold office until their resignation, death or incapacity or until their respective successors have been elected and qualified in accordance with our shareholders agreement and our articles of association, or they are removed by a special resolution of our shareholders. A director will be removed from office automatically if, among other things, the director (i) becomes bankrupt or makes any arrangement or composition with his creditors, or (ii) dies or is found by our company to be or become of unsound mind.

D. Employees

We had approximately 1,924 full-time employees as of June 30, 2016. The following table sets forth the approximate number of employees for each of our business segments and our administrative offices as of June 30, 2016:

| | Number of full- time Employees | Percentage of Total Employees |
|--|---|--|
| Seed and grain | 640 | 33% |
| Crop protection, nutrients and merchandise | 585 | 31% |
| Rural services | 555 | 29% |
| Corporate and administration | 144 | 7% |
| Total | 1,924 | 100% |

We have entered into employment agreements with our full-time employees. Generally, our management and research and development staff have signed non-compete agreements with us and are prohibited from engaging in any activities that compete with our business during the period of their employment with us. Furthermore, the employment contracts with our officers or managers generally include a covenant that prohibits them from engaging in any activities that compete with our business for periods ranging from six months to three years after the period of their employment with us. Approximately 40 of our employees are members of a labor union.

If we lose the services of one of more of our key management personnel and are unable to find suitable replacements, our operations and financial condition may be materially and adversely affected. See “Item 3. Key Information—D. Risk Factors—Risks Related to Our Business—Our business depends substantially on the continuing efforts of our management, and our business may be severely disrupted if we lose their services.”

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our ordinary shares by:

- each of our directors and executive officers as of August 31, 2016; and
- each person known to us to own beneficially more than 5% of our ordinary shares as of August 31, 2016.

The calculations in the shareholder table below are based on 110,766,600 ordinary shares issued and outstanding as of August 31, 2016. Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days after August 31, 2016, including through the exercise of any option, warrant or other right or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

| | Ordinary Shares Beneficially Owned | |
|--|------------------------------------|------------------|
| | Number ⁽¹⁾ | % ⁽²⁾ |
| Directors and Executive Officers: | | |
| Guanglin Lai ⁽³⁾ | 53,447,312 | 48.25 |
| Joo Hai Lee | — | — |
| Sean Shao | * | * |
| Wah Kwong Tsang | * | * |
| John Fulton | * | * |
| Kean Seng U ⁽⁴⁾ | 3,699,923 | 3.23 |
| All directors and executive officers as a group ⁽⁵⁾ | 58,547,216 | 50.53 |
| Principal Shareholders: | | |
| Brothers Capital Limited ⁽⁶⁾ | 48,522,000 | 43.8 |
| TPG Capital, L.P. ⁽⁷⁾ | 5,770,000 | 5.2 |
| Ultimate Expert Investments Limited ⁽⁸⁾ | 7,549,640 | 6.8 |

* Less than 1% of our total issued and outstanding shares

- (1) Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Exchange Act and includes voting or investment power with respect to the securities.
- (2) For each person and group included in this table, percentage ownership is calculated by dividing the number of shares beneficially owned by such person or group by the sum of 110,766,600, being the number of ordinary shares outstanding as of August 31, 2016, and the number of ordinary shares underlying share options held by such person or group that are exercisable within 60 days after August 31, 2016, if any.
- (3) Includes (i) 48,522,000 ordinary shares owned by Brothers Capital Limited, or BCL, a British Virgin Islands company wholly owned by Mr. Lai, (ii) 800,000 ordinary shares issuable upon the exercise of options exercisable within 60 days after August 31, 2016, and (iii) 4,125,312 ordinary shares in the form of ADSs. The business address of Mr. Lai is 12/F Phase 1 Austin Tower, 22-26A Austin Avenue Tsim Sha Tsui, Kowloon, Hong Kong.
- (4) Restricted shares vested but not issued within 60 days after August 31, 2016.

- (5) Certain directors and executive officers have been granted options and restricted shares pursuant to the 2007 Plan and the 2015 Plan. See “—B. Compensation of Directors and Executive Officers—Share Incentives.”
- (6) BCL is a company incorporated in the British Virgin Islands. BCL is wholly owned by Mr. Lai. The business address of BCL is Room 1206, Huantai Building 12, Zhongguancun South Street, Haidian District Beijing 100081, People’s Republic of China.
- (7) Based on latest publicly available information. In the form of ADSs, each representing two ordinary shares. TPG Capital, L.P. is ultimately owned by Tarrant Capital Advisors, Inc., a Delaware company, whose shareholders are David Bonderman and James Coulter. The registered address for both of these companies is c/o Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands.
- (8) Ultimate Expert Investments Limited is a company incorporated in the British Virgin Islands. Its registered address is P.O. Box 957, Offshore Incorporation Centre, Road Town, Tortola, British Virgin Islands.

As of the date of this annual report, 110,766,600 of our ordinary shares were issued and outstanding. To our knowledge, we had only one record shareholder in the United States, The Bank of New York Mellon, which is the depository of our ADS program and held approximately 44.1% of our outstanding ordinary shares as of the date of this annual report. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holders of our ordinary shares in the United States.

None of our existing shareholders has different voting rights from other shareholders. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

For the options granted to our directors, officers and employees, please refer to “—B. Compensation of Directors and Executive Officers.”

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Please refer to “Item 6. Directors, Senior Management and Employees—E. Share Ownership.”

B. Related Party Transactions

PRC law currently restricts foreign ownership of seed business in China. We conduct our business in China primarily through Agria Shenzhen’s contractual arrangements with our consolidated structured entities and their individual shareholders. While our business in China is not significant at present, it may increase materially in the future.

Contractual Arrangements with Our Consolidated Structured Entities and Their Individual Shareholders

In August 2009, we entered into contractual arrangements with Zhongguan to hold our investments in the agricultural industry in China. The shareholding of Zhongguan is held in the proportion of 95% and 5% by Ms. Juan Li, the wife of Mr. Guanglin Lai and a beneficial owner of our ordinary shares, and Mr. Fulin Lai, the brother of Mr. Guanglin Lai, respectively. Both Ms. Juan Li and Mr. Fulin are PRC citizens and do not receive any compensation from us for holding shares of in our consolidated structured entities. Agria Shenzhen’s relationship with Zhongguan and its individual shareholders are governed by contractual arrangements. The powers of attorney, the equity pledge agreement and the exclusive call option agreement enable Agria Shenzhen to effectively control Zhongguan. The exclusive technology development, technical support and service agreement and the letter of undertaking, the terms of which may be amended from time to time, enable Agria Shenzhen to receive substantially all of Zhongguan’s earnings and other economic benefits to the extent permissible under PRC law. We have a legal obligation to provide funding for all losses incurred by Zhongguan.

In September 2009, we formed Shenzhen NKY, to engage in the businesses of research and development, service, sales and investment. The shareholding of Shenzhen NKY is held in the proportion of 51% and 49% by Zhongguan and Ms. Juan Li, respectively. Agria Shenzhen’s relationship with Shenzhen NKY and its individual shareholder is governed by the contractual arrangements. The powers of attorney, the equity pledge agreement and the exclusive call option agreement enable Agria Shenzhen to effectively control Shenzhen NKY. The exclusive technology development, technical support and service agreement and the letter of undertaking, the terms of which may be amended from time to time, enable Agria Shenzhen to receive substantially all of Shenzhen NKY’s earnings and other economic benefits to the extent permissible under PRC law. We have a legal obligation to provide funding for all losses incurred by Shenzhen NKY.

In September 2009, we formed Shenzhen PGW Seeds, to engage in the businesses of research and development, service, sales and investment. The shareholding of Shenzhen PGW Seeds is held in the proportion of 95% and 5% by Ms. Juan Li and Mr. Fulin Lai, respectively. Agria Shenzhen's relationship with Shenzhen PGW Seeds and its individual shareholders are governed by the contractual arrangements. The powers of attorney, the equity pledge agreement and the exclusive call option agreement enable Agria Shenzhen to effectively control Shenzhen PGW Seeds. The exclusive technology development, technical support and service agreement and the letter of undertaking, the terms of which may be amended from time to time, enable Agria Shenzhen to receive substantially all of Shenzhen PGW Seeds' earnings and other economic benefits to the extent permissible under PRC law. We have a legal obligation to provide funding for all losses incurred by Shenzhen PGW Seeds.

Power of Attorney

Each of the individual shareholders of our consolidated structured entities has executed a power of attorney to appoint a nominee of Agria Shenzhen as his or her attorney-in-fact to exercise all of his or her rights as an individual shareholder of our consolidated structured entities as provided under PRC law and the articles of association of our consolidated structured entities in China, including voting rights, the rights to transfer any or all of his or her equity interest in our consolidated structured entities and the right to appoint the general manager of our consolidated structured entities.

Equity Pledge Agreement

Under the equity pledge agreements among our consolidated structured entities, each of the individual shareholders of our consolidated structured entities pledged all of their equity interests in our consolidated structured entities to Agria Shenzhen to guarantee our consolidated structured entities' performance of their obligations under the exclusive technology developments, technical support and service agreements, the exclusive call option agreements and the loan agreements. If our consolidated structured entities or any of such individual shareholders breaches its contractual obligations under any of these principal agreements, Agria Shenzhen, as pledgee, will be entitled to certain rights, including the right to sell or auction the pledged equity interests. During the term of this agreement, such individual shareholder of our consolidated structured entities may not transfer their respective equity interests to any third party or create other pledges or rights over the equity interests that may have an adverse effect on the rights of Agria Shenzhen as pledgee. The equity pledge agreement will terminate when all the principal agreements are terminated or fully performed.

Exclusive Call Option Agreement

Under the exclusive call option agreement with the individual shareholders of our consolidated structured entities, each of the individual shareholders of our consolidated structured entities has irrevocably granted Agria Shenzhen an exclusive option to purchase from such individual shareholder, to the extent permitted under PRC law, all of the equity interests in our consolidated structured entities for the higher of (i) RMB1 and (ii) the minimum amount of consideration permitted by applicable law. To the extent permitted by PRC law, Agria Shenzhen or its designated person has sole discretion to decide when to exercise the option and when to buy all or part of the equity interests in our consolidated structured entities.

Loan Agreement

Under the loan agreement with the individual shareholders of our consolidated structured entities, Agria Shenzhen made loans to each of the individual shareholders of our consolidated structured entities who undertook to use the loans for investment purposes in our consolidated structured entities.

Exclusive Technology Development, Technology Support and Technology Services Agreement

Under the exclusive technology development, technical support and service agreements between our consolidated structured entities, Agria Shenzhen is the exclusive provider of technology development, technical support and services to our consolidated structured entities. Our consolidated structured entities will not accept these services from any third party without the prior consent of Agria Shenzhen. Agria Shenzhen owns the rights to any intellectual property developed by Agria Shenzhen in the performance of these agreements. The payments of fees are secured by the equity interests in our consolidated structured entities under the equity pledge agreements. These agreements are effective during the operation term of our consolidated structured entities unless terminated by Agria Shenzhen or by either party due to the other party's breach of the agreements according to the early termination provisions of the agreements. Through the power of attorney granted by the individual shareholders of our consolidated structured entities to an individual designated by Agria Shenzhen, Agria Shenzhen has the ability to cause our consolidated structured entities to agree to amend the agreements and intends to do so as needed.

Letter of Undertaking

Each of the individual shareholders of our consolidated structured entities has executed a letter of undertaking to irrevocably undertake that, unless otherwise limited by laws, regulations or legal proceedings, he or she will remit all of the dividends and other distributions received from our consolidated structured entities to Agria Shenzhen, subject to satisfaction of their personal income tax and other statutory obligations arising from the receipt of such dividends or other distributions. The spouse of each of such individual shareholder has consented to the foregoing undertaking.

Transactions Relating to Personal Guarantee and Indemnification

In June 2011, we entered a further shareholders agreement with New Hope International. Under this agreement, New Hope International has the right to sell its shares in Agria Asia Investments to Agria Group on the terms and conditions provided in the shareholders agreement at a certain repurchase price to be determined pursuant to a supplemental agreement entered into between Agria Group and New Hope International in June 2011. To secure the performance of Agria Group's obligation in connection with this put option held by New Hope International, in June 2011, Mr. Guanglin Lai, the chairman of our board, made a personal guarantee to New Hope International for Agria Group's payment obligation in the event that New Hope International exercises its put option. Agria Corporation agreed to indemnify Mr. Lai against all the obligations, losses, costs, damages, expenses, liabilities, actions and demands that he may incur or sustain in connection with his personal guarantee. On the basis that we have made full prepayment to New Hope International as of June 2016, the aforesaid Personal Guarantee and Indemnification have been discharged.

Other Related Party Transactions

The following were considered related parties during the years presented:

| Name of Related Parties | Relationship with us |
|--|---|
| Beijing Zhongnong Seeds Industry Co., Ltd. | A 26.8% associate held by subsidiary |
| Fertimas S.A. | A 50% associate held by subsidiary |
| New Hope International (Hong Kong) Limited Mark Dewdney | Shareholder of Agria Asia Investments with equity interest of 11.95% Management of PGW |
| John McKenzie | Management of PGW |
| Trevor Burt | Director of PGW (appointed December 11, 2012) |

We had the following related party transactions during the years presented:

| | For the Year Ended June 30, | | |
|---|-----------------------------|------------------|------------------|
| | 2016 (\$'000) | 2015 (\$'000) | 2014 (\$'000) |
| Purchase of retail goods, sale of seed under production contracts and livestock transaction | | | |
| John McKenzie | 2,831 | 3,557 | 4,089 |
| Trevor Burt | 605 | 26 | 22 |
| Mark Dewdney | 326 | 473 | 482 |
| Collection of amounts due from: | | | |
| Zhongnong | - | 28 | 1 |
| Loan to Zhongnong | - | 4 | 77 |
| Loan from shareholder ⁽¹⁾ | 4,201 | - | - |
| Repayment of loan from shareholder | 2,446 | - | - |
| Interest expense on loan from shareholder | 114 | 209 | 214 |

(1) Loan from shareholder is unsecured and bears interest at 12% per annum.

We had the following related party balances at the end of each period:

| | <u>2016</u> | <u>2015</u> |
|-------------|-----------------|-----------------|
| | <u>(\$'000)</u> | <u>(\$'000)</u> |
| Shareholder | <u>4,201</u> | <u>2,446</u> |
| | <u>4,201</u> | <u>2,446</u> |

Share-based Payments

See “Item 6. Directors, Senior Management and Employees—B. Compensation of Directors and Executive Officers—Share Incentives.”

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Legal Proceedings

We are currently not a party to any material legal or administrative proceedings, and we are not aware of threatened material legal or administrative proceedings against us. We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

Dividend Policy

We have no present plan to declare and pay any dividends on our shares or ADSs in the near future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

We are a holding company incorporated in the Cayman Islands. We primarily rely on dividends from PGW. Dividends paid by PGW to Agria Singapore are not subject to withholding tax, provided that the dividends paid by PGW were fully imputed and Agria Singapore holds a direct voting interest of 10% or more in PGW. A dividend is considered to be fully imputed when it is paid out of fully-taxed profits.

Under Cayman Islands law and our amended and restated memorandum and articles of association, we are able to pay dividends out of either profits or share premium. Subject to having sufficient profits and share premium, our board of directors has discretion as to whether to distribute dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the board of directors may deem relevant. If we pay any dividends, we will pay our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in US dollars.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING

A. Offering and Listing Details

The following table provides the high and low trading prices on the New York Stock Exchange for the periods indicated.

| | Sales Price (\$) | |
|---|------------------|------|
| | High | Low |
| Yearly Highs and Lows | | |
| 2010 | 3.31 | 1.11 |
| 2011 | 2.12 | 0.63 |
| 2012 | 1.56 | 0.65 |
| 2013 | 1.74 | 0.69 |
| 2014 | 2.12 | 0.96 |
| 2015 | 1.89 | 0.93 |
| Six Months ended June 30, 2016 | 1.40 | 0.85 |
| Quarterly Highs and Lows | | |
| Third Quarter 2014 | 1.59 | 1.10 |
| Fourth Quarter 2014 | 1.27 | 0.96 |
| First Quarter 2015 | 1.21 | 0.93 |
| Second Quarter 2015 | 1.89 | 1.14 |
| Third Quarter 2015 | 1.84 | 1.24 |
| Fourth Quarter 2015 | 1.66 | 1.27 |
| First Quarter 2016 | 1.40 | 0.88 |
| Second Quarter 2016 | 1.15 | 0.85 |
| Monthly Highs and Lows | | |
| March 2016 | 1.08 | 0.94 |
| April 2016 | 1.15 | 0.91 |
| May 2016 | 1.03 | 0.88 |
| June 2016 | 0.95 | 0.85 |
| July 2016 | 0.90 | 0.71 |
| August 2016 | 0.89 | 0.79 |
| September 2016 (through September 19, 2016) | 0.88 | 0.80 |

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing two of our ordinary shares, have been traded on the New York Stock Exchange since November 7, 2007. Our ADSs trade under the symbol "GRO."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

We incorporate by reference into this annual report our amended and restated memorandum and articles of association filed as Exhibit 3.2 to our F-1 registration statement (File No. 333-146785), as amended, initially filed with the SEC on October 18, 2007.

C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described in “Item 4. Information on the Company” or elsewhere in this annual report on Form 20-F.

D. Exchange Controls

Not applicable.

E. Taxation

Cayman Islands Taxation

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within the jurisdiction of the Cayman Islands. There are no exchange control regulations or currency restrictions in the Cayman Islands. The Cayman Islands is not a party to any tax treaties that are applicable to any payment made by or to our company.

New Zealand Taxation

New Zealand resident companies are subject to tax on their taxable income at the rate of 28%. There is no capital gains tax in New Zealand. However, certain gains arising from the disposal of personal property purchased with the intention of resale are taxable and certain gains on the sale or transfer of land may be taxable.

Australia Taxation

Australian resident companies are taxable on their taxable income at the rate of 30%. Net capital gains derived by Australian resident companies are taxed at the 30% corporate rate.

Uruguayan Taxation

Uruguayan businesses are taxed on taxable income sourced in Uruguay. Capital gains derived by Uruguayan companies are taxed at the standard rate of corporate tax. The corporate tax rate in Uruguay is 25%. A capital duty at the rate of 1.5% is levied on the net worth of the entity.

U.S. Federal Income Taxation

The following discussion describes the material U.S. federal income tax consequences to U.S. Holders (as defined below) under current law of an investment in the ADSs or ordinary shares. This discussion applies only to U.S. Holders that hold the ADSs or ordinary shares as capital assets (generally, property held for investment) and have the US dollar as their functional currency. This discussion is based on the tax laws of the United States in effect as of the date of this annual report on Form 20-F and on U.S. Treasury regulations in effect or, in some cases, proposed as of the date of this annual report on Form 20-F, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax consequences described below.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as:

- banks and other financial institutions;
- insurance companies;
- regulated investment companies;
- real estate investment trusts;
- broker-dealers;
- traders that elect to use a mark-to-market method of accounting;
- U.S. expatriates or entities subject to the U.S. anti-inversion rules;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- persons holding an ADS or ordinary share through a bank, financial institution or other entity, or a branch thereof, located organized or resident outside the United States;
- persons holding an ADS or ordinary share as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of the total combined voting power of all classes of our voting stock;
- partnerships or other pass-through entities, or persons holding ADSs or ordinary shares through such entities; or
- persons who acquired ADSs or ordinary shares pursuant to the exercise of any employee share option or otherwise as compensation.

In addition, the discussion below does not describe any tax consequences arising out of the Medicare tax on certain “net investment income” pursuant to the Health Care and Education Reconciliation Act of 2010.

The following discussion is for informational purposes only and is not a substitute for careful tax planning and advice. Investors are urged to consult their tax advisors regarding the application of the U.S. federal tax rules to their particular circumstances as well as the state, local, foreign and other tax consequences to them of the purchase, ownership and disposition of ADSs or ordinary shares.

The discussion below of the U.S. federal income tax consequences to “U.S. Holders” will apply to you if you are a beneficial owner of ADSs or ordinary shares and you are, for U.S. federal income tax purposes,

- an individual who is a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons for all substantial decisions or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our ADSs or ordinary shares, the tax treatment of a partner in such partnership generally will depend on the status of such partner and the activities of such partnership.

The discussion below assumes that the representations contained in the deposit agreement are true and the obligations in the deposit agreement and any related agreement have been and will be complied with in accordance with their terms. If you hold ADSs, you should be treated as the holder of the underlying ordinary shares represented by those ADSs for U.S. federal income tax purposes.

The U.S. Treasury and the U.S. Internal Revenue Services, or IRS, have expressed concerns that U.S. Holders of ADSs may be claiming foreign tax credits in situations where an intermediary in the chain of ownership between the holder of an ADS and the issuer of the security underlying the ADS has taken actions that are inconsistent with the beneficial ownership of the underlying security by the person claiming the credit (for example, pre-releasing ADSs to persons that do not have beneficial ownership of the securities underlying the ADSs). Such actions also may be inconsistent with the claiming of the reduced tax rate for dividends received by certain non-corporate U.S. Holders, including individual U.S. Holders (as discussed below). Accordingly, the availability of foreign tax credits or the reduced tax rate for dividends could be affected by actions taken by intermediaries in the chain of ownership between the holders of ADSs and our company if as a result of such actions the holders of ADSs are not properly treated as beneficial owners of underlying ordinary shares.

Passive Foreign Investment Company

Based on the market price of our ADSs and ordinary shares and the value and composition of our assets, we believe we were not a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for the taxable year ended June 30, 2016, and do not expect to become a PFIC in the foreseeable future. However, we believe we were a PFIC in certain previous taxable years. Kirkland & Ellis LLP, our U.S. tax counsel, expresses no opinion with respect to our PFIC status for any taxable year or our expectations contained in this paragraph.

A non-U.S. corporation will be a PFIC for any taxable year if either:

- at least 75% of its gross income for such year is passive income, or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets) during such year is attributable to assets that produce passive income or are held for the production of passive income, or the asset test.

For this purpose, we will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, at least 25% (by value) of the stock. In applying this rule, however, it is not clear whether the contractual arrangements between us and our structured entity will be treated as ownership of stock. We must make a separate determination after the close of each taxable year as to whether we were a PFIC for that year. Because the value of our assets for purposes of the asset test generally will be determined by reference to the market price of our ADSs or ordinary shares, our PFIC status may depend in part on the market price of our ADSs or ordinary shares, which may fluctuate significantly.

If we are or were a PFIC for any taxable year during which you hold ADSs or ordinary shares, as we were in certain previous taxable years, we will continue to be treated as a PFIC with respect to you for all succeeding years during which you hold ADSs or ordinary shares, unless we cease to be a PFIC and you make a “deemed sale” election with respect to the ADSs or ordinary shares, as applicable. If such election is made, you will be deemed to have sold the ADSs or ordinary shares you hold at their fair market value and any gain from such deemed sale would be subject to the rules described in the following two paragraphs. After the deemed sale election, so long as we do not become a PFIC in a subsequent taxable year, your ADSs or ordinary shares with respect to which such election was made will not be treated as shares in a PFIC, and you will not be subject to the rules described below with respect to any “excess distribution” you receive from us or any gain from an actual sale or other disposition of the ADSs or ordinary shares. **You are strongly urged to consult your tax advisors as to the possibility and consequences of making a deemed sale election.**

For each taxable year that we are treated as a PFIC with respect to you, you will be subject to special tax rules with respect to any “excess distribution” you receive and any gain you recognize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a “mark-to-market” election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules, if you receive any excess distribution or recognize any gain from a sale or other disposition of the ADSs or ordinary shares:

- the excess distribution or recognized gain will be allocated ratably over your holding period for the ADSs or ordinary shares,
- the amount allocated to the current taxable year, and any taxable years in your holding period prior to the first taxable year in which we became a PFIC, will be treated as ordinary income, and
- the amount allocated to each other taxable year will be subject to tax at the highest tax rate in effect for individuals or corporations, as applicable, for each such year, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

The tax liability for amounts allocated to taxable years prior to the year of disposition or “excess distribution” cannot be offset by any net operating losses for such years, and gains (but not losses) from the sale or other disposition of the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or ordinary shares as capital assets.

If we are treated as a PFIC with respect to you for any taxable year, to the extent any of our subsidiaries (or possibly our consolidated structured entities) are also PFICs or we make direct or indirect equity investments in other entities that are PFICs, you will be deemed to own shares in such lower-tier PFICs directly or indirectly owned by us in the proportion that the value of the ADSs or ordinary shares you own bears to the value of all of our ADSs or ordinary shares, and you may be subject to the rules described in the preceding two paragraphs with respect to the shares of such lower-tier PFICs that you would be deemed to own. You should consult your tax advisors regarding the application of the PFIC rules to any of our subsidiaries (or structured entities).

A U.S. Holder of “marketable stock” (as defined below) of a PFIC may make a mark-to-market election for such stock to elect out of the PFIC rules described above regarding excess distributions and recognized gains. If you make a mark-to-market election for the ADSs or ordinary shares, you will include in income for each year that we are a PFIC an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You will be allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. However, deductions will be allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, will be treated as ordinary income. Ordinary loss treatment will apply to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss from the actual sale or other disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts. If you make a mark-to-market election, any distributions that we make generally would be subject to the tax rules discussed below under “—Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares,” except that the lower tax rate applicable to qualified dividend income would not apply.

The mark-to-market election is available only for “marketable stock,” which is stock that is traded in greater than *de minimis* quantities on at least 15 days during each calendar quarter, or regularly traded on a qualified exchange or other market, as defined in applicable U.S. Treasury regulations. The ADSs are currently listed on the New York Stock Exchange, which is a qualified exchange or other market for these purposes. Consequently, if the ADSs remain listed on the New York Stock Exchange and are regularly traded, and you are a holder of ADSs, we expect the mark-to-market election would be available to you if we are a PFIC (as we believe we were for 2010). Because a mark-to-market election cannot be made for equity interests in any lower-tier PFICs that we own, a U.S. Holder may continue to be subject to the PFIC rules described above regarding excess distributions and recognized gains with respect to its indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. You should consult your tax advisors as to the availability and desirability of a mark-to-market election, as well as the impact of such election on interests in any lower-tier PFICs.

Alternatively, a U.S. Holder of stock in a PFIC may make a “qualified electing fund” election with respect to such corporation to elect out of the PFIC rules described above regarding excess distributions and recognized gains. A U.S. Holder that makes a qualified electing fund election with respect to a PFIC will generally include in income such holder’s *pro rata* share of the corporation’s income on a current basis. However, you may make a qualified electing fund election with respect to your ADSs or ordinary shares only if we furnish you annually with certain tax information, and we currently do not intend to prepare or provide such information.

Unless otherwise provided by the U.S. Treasury, each U.S. shareholder of a PFIC is required to file an annual report containing such information as the U.S. Treasury may require. You should consult your tax advisors regarding any reporting requirements that may apply to you.

YOU ARE STRONGLY URGED TO CONSULT YOUR TAX ADVISORS REGARDING THE IMPACT OF OUR BEING A PFIC IN ANY TAXABLE YEAR ON YOUR INVESTMENT IN OUR ADSs AND ORDINARY SHARES AS WELL AS THE APPLICATION OF THE PFIC RULES AND THE POSSIBILITY OF MAKING A MARK-TO-MARKET OR DEEMED SALE ELECTION.

Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares

Subject to the PFIC rules discussed above, the gross amount of any distributions we make to you with respect to the ADSs or ordinary shares will be includible in your gross income as dividend income on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, but only to the extent the distribution is paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). To the extent the amount of the distribution exceeds our current and accumulated earnings and profits, such excess amount will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and then, to the extent such excess amount exceeds your tax basis, as capital gain. We currently do not, and we do not intend to, calculate our earnings and profits under U.S. federal income tax principles. Therefore, a U.S. Holder should expect that any distribution we make will be reported as a dividend even if such distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above. Any dividends we pay to you will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from U.S. corporations.

With respect to certain non-corporate U.S. Holders, including individual U.S. Holders, dividends will be taxed at the lower capital gains rate applicable to “qualified dividend income,” provided that (1) the ADSs or ordinary shares, as applicable, are readily tradable on an established securities market in the United States, or we are eligible for the benefits of a qualifying income tax treaty with the United States that includes an exchange of information program, (2) we are neither a PFIC nor treated as such with respect to you for the taxable year in which the dividend was paid and the preceding taxable year, and (3) certain holding period requirements are met. Under published IRS authority, common or ordinary shares, or ADSs representing such shares, are considered for the purpose of clause (1) above to be readily tradable on an established securities market in the United States if they are listed on the New York Stock Exchange, as are our ADSs (but not our ordinary shares). As discussed above in “—Passive Foreign Investment Company,” we believe we were not a PFIC for the taxable year ended June 30, 2016, although we were in previous years. You should consult your tax advisors regarding the availability of the lower capital gains rate applicable to qualified dividend income for any dividends paid with respect to our ADSs or ordinary shares.

Dividends will constitute foreign source income for foreign tax credit limitation purposes. If the dividends are taxed as qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will be limited to the gross amount of the dividend, multiplied by the reduced tax rate applicable to qualified dividend income and divided by the highest tax rate normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to the ADSs or ordinary shares generally will constitute “passive category income” but could, in the case of certain U.S. Holders, constitute “general category income.”

If PRC withholding taxes apply to dividends paid to you with respect to our ADSs or ordinary shares), subject to certain conditions and limitations, such PRC withholding taxes may be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. The rules relating to the determination of the foreign tax credit are complex, and you should consult your tax advisors regarding the availability of a foreign tax credit in your particular circumstances.

Taxation of Disposition of the ADSs or Ordinary Shares

Subject to the PFIC rules discussed above, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition of an ADS or ordinary share equal to the difference between the amount realized (in US dollars) for the ADS or ordinary share and your tax basis (in US dollars) in the ADS or ordinary share. The gain or loss will be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, who has held the ADS or ordinary share for more than one year, you will be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations.

Any gain or loss you recognize on a disposition of ADSs or ordinary shares generally will be treated as U.S. source income or loss for foreign tax credit limitation purposes, subject to exceptions and limitations. You should consult your tax advisors regarding the proper treatment of gain or loss in your particular circumstances.

Information Reporting and Backup Withholding

Dividend payments with respect to ADSs or ordinary shares and proceeds from the sale, exchange or redemption of ADSs or ordinary shares generally will be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder that furnishes a correct taxpayer identification number and makes any other required certification or is otherwise exempt from backup withholding. U.S. Holders that are required to establish their exempt status must provide such certification on IRS Form W-9. Certain individuals holding ADSs or ordinary shares other than in an account at certain financial institutions may be subject to additional information reporting requirements. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against your U.S. federal income tax liability, and you may obtain a refund of any excess amounts withheld under the backup withholding rules by filing an appropriate claim for refund with the IRS and furnishing any required information in a timely manner.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We have filed with the SEC registration statements on Form F-1, including relevant exhibits and securities under the Securities Act with respect to underlying ordinary shares represented by the ADSs.

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F no later than four months after the close of each fiscal year, which is June 30. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and at the regional office of the SEC located at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our consolidated financial statements have been prepared in accordance with IFRS. We will furnish JPMorgan Chase Bank, N.A., the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with IFRS.

I. Subsidiary Information

For a listing of our subsidiaries, see “Item 4. Information on the Company—C. Organizational Structure.”

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to interest rate risk primarily relates to the interest expenses on our outstanding bank borrowings and the interest income generated by cash invested in cash deposits and liquid investments. As of June 30, 2016, our total outstanding bank borrowings amounted to \$132.9 million with a weighted average interest rate of 3.8% per annum. Assuming a 1% increase in applicable interest rates, net profit after tax would have been decreased by \$0.9 million. We use derivative financial instruments to manage our exposure to interest rate risks arising from operational, financing and investment activities. We may use interest rate swaps, interest rate options and forward rate agreements to hedge the floating rate exposure as deemed appropriate. However, we do not hold or issue derivative instruments for trading purposes.

Foreign Exchange Risk

Our foreign currency exposure gives rise to market risk associated with exchange rate movements against the US dollar, our reporting currency. Currently, the majority of our revenues and expenses are denominated in New Zealand dollars, with the remaining portion of revenue denominated in Australian dollars, Euros, US dollars and RMB. Of the total \$132.9 million bank borrowings outstanding as of June 30, 2016, 43% was denominated in New Zealand dollars, 48% in US dollars, 8% in RMB and 1% in Australian dollars. Fluctuations in exchange rates, primarily among the US dollar against the New Zealand dollar, will affect our financial position. Assuming a 1% appreciation of New Zealand dollars against US dollar, our bank borrowings would have increased by \$1.0 million.

In order to mitigate the foreign currency risk, we hedge foreign currency risks as they arise. In some circumstances, foreign exchange options are used to hedge potential foreign exchange risk. We use forward foreign exchange contracts, spot foreign exchange contracts and foreign exchange options to manage these exposures. However, we do not hold or issue derivative instruments for trading purposes.

Inflation

Historically, inflation has not had a significant effect on our business in New Zealand, the place which generated substantial part of our revenue.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Fees and Charges Our ADS Holders May Have to Pay

The Bank of New York Mellon, the depository of our ADS program, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may collect its annual fee for depository services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depository may generally refuse to provide fee-attracting services until its fees for those services are paid.

Persons depositing or withdrawing shares must pay:

\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

\$.02 (or less) per ADS

A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs

\$.02 (or less) per ADSs per calendar year

Registration or transfer fees

Expenses of the depository

Taxes and other governmental charges the depository or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

Any charges incurred by the depository or its agents for servicing the deposited securities

For:

- Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property
- Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
- Any cash distribution to ADS registered holders
- Distribution of securities distributed to holders of deposited securities that are distributed by the depository to ADS registered holders
- Depository services
- Transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares
- Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)
- Converting foreign currency to US dollars
- As necessary
- As necessary

Fees and Other Payments Made by the Depositary to Us

The depositary has agreed to reimburse us for expenses we incur that are related to the administration and maintenance of our ADS facility including, but not limited to, investor relations expenses or any other program related expenses. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not related to the amounts of fees the depositary collects from investors. In the year ended June 30, 2016, we did not receive any reimbursements from the depositary.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

See “Item 10. Additional Information” for a description of the rights of securities holders, which remain unchanged.

The following “Use of Proceeds” information relates to the registration statement on Form F-1 (File number: 333-146785) filed by us in connection with our initial public offering of 17,150,000 ADSs, representing 34,300,000 ordinary shares. The registration statement was declared effective by the SEC on November 6, 2007.

We received net proceeds of approximately \$184.1 million from our initial public offering and as of June 30, 2016, we used the net proceeds received from our initial public offering as follows: approximately \$25 million has been used to repay a shareholder’s loan, approximately \$2 million has been used to repay bank loans and approximately \$157.1 million has been used to fund investments and for general corporate purposes. As of June 30, 2016, all of the net offering proceeds from our initial public offering had been applied.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our executive chairman and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act.

Based upon that evaluation, our management has concluded that, as of June 30, 2016, our disclosure controls and procedures were effective in ensuring that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act was recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms, and that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our executive chairman and chief financial officer, to allow timely decisions regarding required disclosure.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such item is defined in Rules 13a-15(f) under the Exchange Act, for our company. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with IFRS and includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company’s assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS, and that a company’s receipts and expenditures are being made only in accordance with authorizations of a company’s management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of a company’s assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required by Section 404 of the Sarbanes-Oxley Act and related rules as promulgated by the SEC, our management assessed the effectiveness of our internal control over financial reporting as of June 30, 2016 using criteria established in “Internal Control—Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on this assessment, management concluded that our internal control over financial reporting was effective as of June 30, 2016 based on the criteria established in “Internal Control—Integrated Framework (2013)” issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Attestation Report of the Registered Public Accounting Firm

This annual report on Form 20-F does not include an attestation report of the company’s independent registered public accounting firm because the company is neither an accelerated filer nor a large accelerated filer, as such terms are defined in Rule 12b-2 under the Exchange Act.

Changes in Internal Control over Financial Reporting

Management has evaluated, with the participation of our executive chairman and chief financial officer, whether any changes in our internal control over financial reporting that occurred during the period covered by this annual report on Form 20-F have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Based on the evaluation we conducted, management has concluded that no such changes occurred during the period covered by this annual report on Form 20-F.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Wah Kwong Tsang, our director and chairman of our audit committee, is an audit committee financial expert and an independent director.

ITEM 16B. CODE OF ETHICS

Our board of directors has adopted a code of ethics that applies to our directors, officers, employees and agents, including certain provisions that specifically apply to our executive chairman, chief financial officer, chief operating officer, chief technology officer, vice presidents and any other persons who perform similar functions for us. We have filed our code of business conduct and ethics as an exhibit to our registration statement on Form F-1 (File No. 333-146785) and the amended code of business conduct and ethics as an exhibit to this annual report on Form 20-F. You can also find our code of business conduct on our investor relations website at <http://ir.agriacorp.com>.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

This section discusses the aggregate fees paid by us in connection with certain professional services rendered by GHP Horwath during the years ended June 30, 2016, 2015 and 2014, in each case an independent registered public accounting firm. We incurred audit fees (aggregate fees billed for professional services rendered by our principal auditors for the audit of our annual financial statements and the performance of agreed upon procedures on our comparative unaudited interim financial statements) of \$0.43 million, \$0.5 million and \$0.5 million, respectively, for the years ended June 30, 2016, 2015 and 2014. We also incurred tax fees of \$0.07 million, zero, and zero, respectively, for the years ended June 30, 2016, 2015, and 2014. In addition, we incurred other non-audit fees of \$0.01 million, zero, and zero, respectively, for the years ended June 30, 2016, 2015 and 2014 related to due diligence on potential acquisition. Except as otherwise disclosed, we did not pay any other fees to our auditors during the periods.

In addition, PGW paid fees to KPMG in the year ended June 30, 2016 for the audit of PGW’s financial statements (including its subsidiaries and associates) of approximately \$0.24 million and for other non-audit services for accounting opinions of approximately \$0.01 million. This was for the purposes of PGW satisfying their New Zealand reporting obligations.

The policy of our audit committee is to pre-approve all audit and non-audit services provided by independent registered public accounting firms, including audit services, audit-related services, tax services and other services as described above, other than those for *de minimis* services which are approved by the Audit Committee prior to the completion of the audit.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

None.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Our board of directors authorized a share repurchase program on June 8, 2016, under which we may repurchase up to \$10 million of its outstanding ADS through December 31, 2017. The repurchases may be made on the open market at prevailing market prices, in privately negotiated transactions, in block trades or through other legally permissible means as determined by our management, including through Rule 10b5-1 share repurchase plans. The timing and extent of any purchases will depend on market conditions and be in accordance with applicable rules and regulations. Our board of directors will review the share repurchase program periodically, and may authorize adjustment of its terms and size. We plan to fund repurchases made under this program from its available cash balance.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

None.

ITEM 16G. CORPORATE GOVERNANCE

We intend to follow the applicable corporate governance standards under the New York Stock Exchange Listed Company Manual.

NYSE Listed Company Manual Section 302.00 requires each issuer to hold an annual meeting of shareholders during each fiscal year. However, NYSE Listed Company Manual permits foreign private issuers like us to follow "home country practice" in certain corporate governance matters. Our Cayman Islands counsel has provided a letter to the NYSE certifying that under Cayman Islands law, we are not required to hold annual shareholder meetings every year. We have historically followed home country practice with respect to annual meetings. We did not hold an annual meeting of shareholders in the year ended June 30, 2016, and may only hold annual shareholder meetings if there are significant issues that require shareholders' approvals.

Other than the annual meeting practice described above, there are no significant differences between our corporate governance practices and those followed by U.S. domestic companies under NYSE Listed Company Manual.

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide financial statements pursuant to Item 18.

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of Agria Corporation are included at the end of this annual report.

ITEM 19. EXHIBITS

| Exhibit Number | Description of Document |
|-----------------------|--|
| 1.1 | Amended and Restated Memorandum and Articles of Association (incorporated by reference to Exhibit 3.2 from our F-1 registration statement (File No. 333-146785), as amended, initially filed with the Commission on October 18, 2007) |
| 2.1 | Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit A to Exhibit 4.3 from our F-1 registration statement (File No. 333-146785), as amended, initially filed with the Commission on October 18, 2007) |
| 2.2 | Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.2 from our F-1 registration statement (File No. 333-146785), as amended, initially filed with the Commission on October 18, 2007) |
| 2.3 | Form of Deposit Agreement among the Registrant, the owners and holders of American Depositary Shares and The Bank of New York (incorporated by reference to Exhibit 4.3 from our F-1 registration statement (File No. 333-146785), as amended, initially filed with the Commission on October 18, 2007) |
| 4.1 | Subscription Agreement, dated as of October 16, 2009, between PGG Wrightson Limited and Agria Corporation (incorporated by reference to Exhibit 4.20 of our annual report on Form 20-F filed with the Commission on December 29, 2009) |
| 4.2 | Subscription Agreement for Convertible Redeemable Notes, dated as of November 18, 2009, between PGG Wrightson Limited and Agria Corporation (incorporated by reference to Exhibit 4.21 of our annual report on Form 20-F filed with the Commission on December 29, 2009) |
| 4.3 | English Translation of Exclusive Technology Development, Technology Support and Technology Services Agreement, dated as of November 7, 2008, between Agria Brother Biotech (Shenzhen) Co., Ltd. and Shenzhen Guanli Agricultural Technology Co., Ltd. (incorporated by reference to Exhibit 4.22 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.4 | English Translation of Loan Contract, dated as of October 6, 2008, between Agria Brother Biotech (Shenzhen) Co., Ltd. and Juan Li (incorporated by reference to Exhibit 4.23 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.5 | English Translation of Equity Pledge Agreement, dated as of November 7, 2008, among Agria Brother Biotech (Shenzhen) Co., Ltd., Juan Li and Shenzhen Guanli Agricultural Technology Co., Ltd. (incorporated by reference to Exhibit 4.24 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.6 | English Translation of Exclusive Call Option Agreement, dated as of November 7, 2008, among Agria Brother Biotech (Shenzhen) Co., Ltd., Juan Li and Shenzhen Guanli Agricultural Technology Co., Ltd. (incorporated by reference to Exhibit 4.25 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.7 | English Translation of Letter of Undertaking, dated as of November 7, 2008, from Juan Li (incorporated by reference to Exhibit 4.26 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.8 | English Translation of Power of Attorney, dated as of November 7, 2008, from Juan Li (incorporated by reference to Exhibit 4.27 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.9 | English Translation of Statement of Spouse, dated as of November 7, 2008, from Guanglin Lai (incorporated by reference to Exhibit 4.28 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |

| Exhibit Number | Description of Document |
|-----------------------|--|
| 4.10 | English Translation of Loan Contract, dated as of July 22, 2009, between Agria Brother Biotech (Shenzhen) Co., Ltd. and Juan Li (incorporated by reference to Exhibit 4.29 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.11 | English Translation of Equity Transfer Agreement, dated as of August 12, 2009, among Agria Brother Biotech (Shenzhen) Co., Ltd., Juan Li and Yachao Cui (incorporated by reference to Exhibit 4.43 of our annual report on Form 20-F filed with the Commission on June 29, 2010) |
| 4.12 | English Translation of Loan Contract, dated as of May 7, 2013 between Agria Brother Biotech (Shenzhen) Co., Ltd. and Fulin Lai (incorporated by reference to Exhibit 4.12 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.13 | English Translation of Equity Transfer Agreement dated as of March 13, 2013 between Jie Zhen Chen and Fulin Lai (incorporated by reference to Exhibit 4.13 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.14 | English Translation of Supplemental Agreement to Loan Contract, dated as of May 7, 2013 among Agria Brother Biotech (Shenzhen) Co., Ltd., Jie Zhen Chen and Fulin Lai (incorporated by reference to Exhibit 4.14 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.15 | English Translation of Equity Pledge Agreement, dated as of May 7, 2013, among Agria Brother Biotech (Shenzhen) Co., Ltd., Fulin Lai and Shenzhen Zhongguan Agriculture Group Co., Ltd. (incorporated by reference to Exhibit 4.15 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.16 | English Translation of Exclusive Call Option Agreement dated as of May 7, 2013 among Agria Brother Biotech (Shenzhen) Co., Ltd., Fulin Lai and Shenzhen Zhongguan Agriculture Group Co., Ltd. (incorporated by reference to Exhibit 4.16 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.17 | English Translation of Letter of Undertaking, dated as of May 7, 2013 from Fulin Lai (incorporated by reference to Exhibit 4.17 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.18 | English Translation of Power of Attorney, dated as of May 7, 2013 from Fulin Lai (incorporated by reference to Exhibit 4.18 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.19 | English Translation of Statement of Spouse, dated as of May 7, 2013 from Liling Jiang (incorporated by reference to Exhibit 4.19 of our annual report on Form 20-F filed with the Commission on October 18, 2013) |
| 4.20 | Subscription Agreement, dated as of April 14, 2011, among Agria Asia Investments Limited, New Hope International (Hong Kong) Limited, Agria Group Limited and Agria Singapore Pte Ltd. (incorporated by reference to Exhibit 99.2 from our form 6-K (File No. 001-33766) filed with the Commission on April 18, 2011) |
| 4.21 | Shareholders Agreement, dated as of April 14, 2011, among Agria Asia Investments Limited, Agria Group Limited, New Hope International (Hong Kong) Limited and Agria (Singapore) Pte Ltd. (incorporated by reference to Exhibit 99.3 from our form 6-K (File No. 001-33766) filed with the Commission on April 18, 2011) |
| 4.22 | Subscription Agreement, dated as of April 17, 2011, among Agria Asia Investments Limited, New Hope International (Hong Kong) Limited, Agria Group Limited and Agria Singapore Pte Ltd. (incorporated by reference to Exhibit 99.2 from our form 6-K (File No. 001-33766) filed with the Commission on April 18, 2011) |
| 4.23 | Shareholders Agreement, dated as of April 17, 2011, among Agria Asia Investments Limited, Agria Group Limited, New Hope International (Hong Kong) Limited, Ngai Tahu Capital Limited and Agria (Singapore) Pte Ltd. (incorporated by reference from Exhibit 99.3 of our form 6-K (File No. 001-33766) filed with the Commission on April 18, 2011) |

| Exhibit Number | Description of Document |
|-----------------------|--|
| 4.24 | Form of Employment Agreement with Senior Executive Officers (incorporated by reference to Exhibit 10.3 from our F-1 registration statement (File No. 333-146785), as amended, initially filed with the Commission on October 18, 2007) |
| 4.25 | Shareholders Agreement, dated as of June 28, 2011, among Agria Group Limited, New Hope International (Hong Kong) Limited and Agria Corporation (incorporated by reference to Exhibit 4.55 of our annual report on Form 20-F filed with the Commission on June 28, 2011) |
| 4.26 | Charge over Shares in Agria Asia Investments Limited, dated as of June 28, 2011, between Agria Group Limited as Chargor and New Hope International (Hong Kong) Limited as Chargee (incorporated by reference to Exhibit 4.56 of our annual report on Form 20-F filed with the Commission on June 28, 2011) |
| 4.27 | Deed of Guarantee, dated as of June 28, 2011, between Guanglin Lai as Guarantor and New Hope International (Hong Kong) Limited as Beneficiary (incorporated by reference to Exhibit 4.57 of our annual report on Form 20-F filed with the Commission on June 28, 2011) |
| 4.28 | Deed of Indemnification, dated as of June 28, 2011, between Agria Corporation and Guanglin Lai (incorporated by reference to Exhibit 4.58 of our annual report on Form 20-F filed with the Commission on June 28, 2011) |
| 4.29* | Agreement relating to Supplemental Agreement, dated as of January 14, 2013, between Agria Group Limited and New Hope International (Hong Kong) Limited |
| 4.30* | Prepayment Agreement relating to Supplemental Agreement, dated as of August 5, 2013, between Agria Group Limited and New Hope International (Hong Kong) Limited |
| 4.31* | Supplemental to Prepayment Agreement, dated as of February 2015, between Agria Group Limited and New Hope International (Hong Kong) Limited |
| 4.32* | Deed of Release, dated as of October 22, 2015, among New Hope International (Hong Kong) Limited, Agria Asia Investment Limited and Agria Group Limited |
| 4.33 | English Translation of Loan Contract, dated as of March 13, 2013 between Agria Brother Biotech (Shenzhen) Co., Ltd. and Fulin Lai (incorporated by reference to Exhibit 4.29 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.34 | English Translation of Equity Transfer Agreement dated as of March 13, 2013 between Jie Zhen Chen and Fulin Lai (incorporated by reference to Exhibit 4.30 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.35 | English Translation of Supplemental Agreement to Loan Contract, dated as of March 13, 2013 among Agria Brother Biotech (Shenzhen) Co., Ltd., Jie Zhen Chen and Fulin Lai (incorporated by reference to Exhibit 4.31 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.36 | English Translation of Equity Pledge Agreement, dated as of March 13, 2013, among Agria Brother Biotech (Shenzhen) Co., Ltd., Fulin Lai and Shenzhen PGW Seeds Co., Ltd. (incorporated by reference to Exhibit 4.32 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.37 | English Translation of Exclusive Call Option Agreement dated as of March 13, 2013 among Agria Brother Biotech (Shenzhen) Co., Ltd., Fulin Lai and Shenzhen PGW Seeds Co., Ltd. (incorporated by reference to Exhibit 4.33 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.38 | English Translation of Letter of Undertaking, dated as of March 13, 2013 from Fulin Lai (incorporated by reference to Exhibit 4.34 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |

| Exhibit Number | Description of Document |
|-----------------------|--|
| 4.39 | English Translation of Power of Attorney, dated as of March 13, 2013 from Fulin Lai (incorporated by reference to Exhibit 4.35 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 4.40 | English Translation of Statement of Spouse, dated as of March 13, 2013 from Liling Jiang (incorporated by reference to Exhibit 4.36 of our annual report on Form 20-F filed with the Commission on October 23, 2014) |
| 8.1* | Subsidiaries of the Registrant |
| 11.1* | Code of Business Conduct and Ethics of the Registrant |
| 12.1* | Executive Chairman Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 12.2* | CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 13.1* | Executive Chairman Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 13.2* | CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 15.1* | Consent of GHP Horwath, P.C. |

* Filed with this annual report on Form 20-F.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

AGRIA CORPORATION

By: /s/ Guanglin Lai
Name: Guanglin Lai
Title: Executive Chairman of the Board of Directors

Date: September 20, 2016

Agria Corporation

Audited Consolidated Financial Statements

June 30, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Agria Corporation

We have audited the accompanying consolidated statements of financial position of Agria Corporation and subsidiaries (the "Company") as of June 30, 2016 and 2015 and the related consolidated statements of profit or loss, comprehensive income (loss), cash flows and changes in equity for the years ended June 30, 2016, 2015 and 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2016 and 2015, and the results of its operations and cash flows for the years ended June 30, 2016, 2015 and 2014, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

/s/ GHP Horwath, P.C.

Denver, Colorado
September 20, 2016

AGRIA CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of June 30, 2016 and 2015

| | Note | As of June 30, | |
|---|-------|--------------------|--------------------|
| | | 2016 (US\$'000) | 2015 (US\$'000) |
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | 15 | 8,332 | 9,886 |
| Accounts receivable, net | 16 | 155,078 | 151,368 |
| Inventories | 17 | 181,942 | 178,881 |
| Biological assets | | 599 | 1,763 |
| Prepayments and other current assets | 16 | 33,772 | 23,737 |
| Short-term derivative assets | | 2,658 | 1,539 |
| Other investments | 20 | 4,751 | - |
| Assets held for sale | | 3,985 | 354 |
| Prepayment to non-controlling interest | 23 | 25,846 | 12,939 |
| Total current assets | | 416,963 | 380,467 |
| Non-current assets: | | | |
| Property, plant and equipment, net | 19 | 92,895 | 88,993 |
| Investments in equity accounted investees | 10 | 12,780 | 1,258 |
| Other investments | 20 | 1,688 | 8,641 |
| Intangible assets | 21 | 7,838 | 6,899 |
| Goodwill | 22 | 3,041 | 3,299 |
| Long-term derivative assets | | 1,076 | 8 |
| Biological assets | | 77 | 70 |
| Non-current prepayments | | 571 | 868 |
| Deferred tax asset, net | 13 | 10,177 | 8,386 |
| Total non-current assets | | 130,143 | 118,422 |
| Total assets | | 547,106 | 498,889 |
| LIABILITIES AND EQUITY | | | |
| Current liabilities: | | | |
| Short-term bank borrowings and current portion of long-term bank borrowings | 15 | 50,327 | 54,160 |
| Income tax payable | | 1,698 | 2,609 |
| Accounts payable | 23 | 100,526 | 87,417 |
| Accrued expenses and other liabilities | 23 | 112,073 | 106,617 |
| Short-term derivative liabilities | | 1,079 | 2,221 |
| Defined benefit liability | 24 | 1,876 | - |
| Amounts due to related parties | 30 | 4,201 | 2,446 |
| Total current liabilities | | 271,780 | 255,470 |
| Non-current liabilities: | | | |
| Long-term bank borrowings, net of current portion | 15 | 82,585 | 60,785 |
| Long-term derivative liabilities | | 667 | 1,346 |
| Defined benefit liability | 24 | 16,392 | 9,965 |
| Other long-term liabilities | 23 | 6,098 | 3,806 |
| Total non-current liabilities | | 105,742 | 75,902 |
| Total liabilities | | 377,522 | 331,372 |
| Commitments and contingencies | 28,29 | | |
| Equity: | | | |
| Agria Corporation shareholders' equity: | | | |
| Share capital | 25 | - | - |
| Share premium | 25 | 160,971 | 160,971 |
| Statutory reserves | 26 | 672 | 672 |
| Share-based payment reserve | 27 | 18,447 | 16,971 |
| Other reserves | 26 | 95,896 | 94,546 |
| Foreign currency translation reserve | | (21,144) | (20,654) |
| Accumulated deficit | | (205,405) | (195,905) |
| Total equity attributable to equity holders of the Company | | 49,437 | 56,601 |
| Non-controlling interests | | 120,147 | 110,916 |
| Total equity | | 169,584 | 167,517 |
| Total liabilities and equity | | 547,106 | 498,889 |

The accompanying notes are an integral part of the consolidated financial statements.

AGRIA CORPORATION
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
For the years ended June 30, 2016, 2015 and 2014

| | Note | For the years ended June 30, | | |
|---|------|------------------------------|--------------------|--------------------|
| | | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
| Revenue | 6 | 807,679 | 944,714 | 1,023,571 |
| Cost of sales | 7 | (585,312) | (693,804) | (764,995) |
| Gross profit | | 222,367 | 250,910 | 258,576 |
| Other income | 8 | 547 | 312 | 237 |
| Employee benefits expense | | (113,255) | (121,415) | (126,086) |
| Research and development | | (3,496) | (3,479) | (4,411) |
| Depreciation and amortization | | (6,824) | (6,680) | (9,929) |
| Other operating expenses | 9 | (72,878) | (78,306) | (83,735) |
| Equity accounted earnings/(loss) of investees | 10 | (164) | 140 | 2,094 |
| Operating profit | | 26,297 | 41,482 | 36,746 |
| Non-operating items | | (532) | (1,891) | 4,750 |
| Fair value adjustments | 11 | (155) | (18) | 1,089 |
| Profit before interest and tax | | 25,610 | 39,573 | 42,585 |
| Net interest and finance costs | 12 | (13,317) | (12,318) | (9,285) |
| Interest income | | 74 | 407 | 1,591 |
| Interest expense | | (12,885) | (10,415) | (11,161) |
| Derivatives not in qualifying hedge relationships | | 1,515 | (1,855) | 2,680 |
| Exchange loss | | (2,021) | (455) | (2,395) |
| Profit before tax | | 12,293 | 27,255 | 33,300 |
| Income tax | 13 | (5,866) | (12,567) | (7,153) |
| Profit for the year | | 6,427 | 14,688 | 26,147 |
| Attributable to: | | | | |
| Equity holders of the Company | | (9,230) | (451) | 5,896 |
| Non-controlling interests | | 15,657 | 15,139 | 20,251 |
| | | 6,427 | 14,688 | 26,147 |
| Earnings/(loss) per ordinary share: | 14 | US\$ | US\$ | US\$ |
| Basic | | (0.08) | (0.00) | 0.05 |
| Diluted | | (0.08) | (0.00) | 0.05 |
| No. of ordinary shares outstanding (Basic) | | 110,766,600 | 110,766,600 | 110,766,600 |
| No. of ordinary shares outstanding (Diluted) | | 110,766,600 | 110,766,600 | 110,891,096 |

The accompanying notes are an integral part of the consolidated financial statements.

AGRIA CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
For the years ended June 30, 2016, 2015 and 2014

| | For the years ended June 30, | | |
|---|------------------------------|--------------------|--------------------|
| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
| Profit for the year | 6,427 | 14,688 | 26,147 |
| Other comprehensive income, net of tax | | | |
| Items that will not be reclassified to profit or loss | | | |
| Changes in fair value of equity instruments | 3,642 | (1,764) | (700) |
| Re-measurements of defined benefit liability | (3,238) | (2,796) | 4,250 |
| Deferred tax on re-measurements of defined benefit liability | 907 | 783 | (1,190) |
| | <u>1,311</u> | <u>(3,777)</u> | <u>2,360</u> |
| Items that are or may be reclassified to profit or loss | | | |
| Foreign currency translation differences for foreign operations | 813 | (41,245) | 19,180 |
| Effective portion of changes in fair value of cash flow hedges | 2,606 | (2,006) | 539 |
| Income tax on changes in fair value of cash flow hedges | (729) | 609 | (223) |
| | <u>2,690</u> | <u>(42,642)</u> | <u>19,496</u> |
| Total comprehensive income/(loss) | <u>10,428</u> | <u>(31,731)</u> | <u>48,003</u> |
| Total comprehensive income/(loss) attributable to: | | | |
| Equity holders of the Company | (8,370) | (18,691) | 12,013 |
| Non-controlling interests | 18,798 | (13,040) | 35,990 |
| Total comprehensive income/(loss) for the year | <u>10,428</u> | <u>(31,731)</u> | <u>48,003</u> |

The accompanying notes are an integral part of the consolidated financial statements.

AGRIA CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended June 30, 2016, 2015 and 2014

| | For the years ended June 30, | | |
|--|------------------------------|-----------------|-----------------|
| | 2016 | 2015 | 2014 |
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Cash flows from operating activities: | | | |
| Profit before tax | 12,293 | 27,255 | 33,300 |
| <i>Adjustments for:</i> | | | |
| Interest expense | 12,885 | 10,415 | 11,161 |
| Equity accounted loss (earnings) of investees | 164 | (140) | (2,094) |
| Deferred taxes | (1,341) | (877) | 1,191 |
| Share-based payment expenses | 1,476 | 6 | 96 |
| Gain on disposal of assets and investment | (3,564) | (628) | (4,839) |
| Depreciation and amortization expense | 7,259 | 7,109 | 11,162 |
| Allowance/(reversal) for doubtful accounts | 1,492 | 1,392 | (119) |
| Reversal of inventory provision | (355) | - | - |
| Contractual obligations accrual | - | - | (133) |
| Other non-cash items | 3,032 | 4,077 | (9,076) |
| Fair value (gain)/loss | 155 | 18 | (1,089) |
| <i>Changes in working capital:</i> | | | |
| Accounts receivable | 2,047 | (630) | (12,947) |
| Inventories | 2,770 | (10,257) | 6,135 |
| Prepayments and other current assets | (10,400) | (3,441) | (1,867) |
| Income tax payable | (967) | - | (31) |
| Accounts payable | 10,670 | (5,578) | 12,418 |
| Accrued expenses and other liabilities | 3,312 | (2,861) | (3,013) |
| Transfer of fixed assets to held for sale | (3,414) | - | - |
| Derivative assets and liabilities | (2,370) | 2,089 | (2,872) |
| Other | (391) | 249 | 4,893 |
| | 34,753 | 28,198 | 42,276 |
| Interest paid | (8,448) | (7,434) | (7,009) |
| Income tax paid | (9,321) | (12,058) | (3,248) |
| Net cash provided by operating activities | 16,984 | 8,706 | 32,019 |
| Cash flows from investing activities: | | | |
| Cash paid for purchase of investments | (7,853) | (798) | (5,957) |
| Prepayment to non-controlling interest | (12,297) | (1,000) | (12,049) |
| Proceeds from finance receivables | 723 | 2,325 | 6,577 |
| Acquisition of property, plant and equipment and other assets | (21,154) | (14,038) | (32,558) |
| Acquisition of intangible assets | (2,202) | (3,331) | (4,452) |
| Proceeds from sales of investments | 6,497 | 156 | 17,535 |
| Proceeds from disposal of property, plant and equipment and other assets | 13,340 | 2,907 | 1,588 |
| Net cash used in investing activities | (22,946) | (13,779) | (29,316) |
| Cash flows from financing activities: | | | |
| Increase in external borrowings | 29,155 | 29,299 | 10,431 |
| Repayment of external borrowings | (17,136) | (10,657) | (73,615) |
| Cash released from pledged deposits | - | - | 37,262 |
| Increase in shareholder's loan | 4,201 | - | - |
| Repayment of shareholder's loan | (2,446) | - | - |
| Repayment to related parties | - | - | 2,109 |
| Dividends paid to non-controlling interests | (9,783) | (16,556) | (10,409) |
| Net cash provided by/(used in) financing activities | 3,991 | 2,086 | (34,222) |
| Effect of exchange rate changes on cash and cash equivalents | 417 | (1,085) | 2,135 |
| Net decrease in cash and cash equivalents | (1,554) | (4,072) | (29,384) |
| Cash and cash equivalents at the beginning of year | 9,886 | 13,958 | 43,342 |
| Cash and cash equivalents at the end of year | 8,332 | 9,886 | 13,958 |

The accompanying notes are an integral part of the consolidated financial statements.

| | | | | | | | | | | | |
|--|--------------------|----------|----------------|------------|---------------|-----------------|---------------|------------------|---------------|----------------|----------------|
| Foreign currency translation differences | - | - | - | - | - | (16,397) | 349 | - | (16,048) | (25,197) | (41,245) |
| Effective portion of changes in fair value of equity instruments, net of tax | - | - | - | - | - | - | (716) | - | (716) | (1,048) | (1,764) |
| Effective portion of changes in fair value of cash flow hedges, net of tax | - | - | - | - | - | - | (659) | - | (659) | (738) | (1,397) |
| Re-measurements of defined benefit liability, net of tax | - | - | - | - | - | - | (817) | - | (817) | (1,196) | (2,013) |
| Total other comprehensive loss | - | - | - | - | - | (16,397) | (1,843) | - | (18,240) | (28,179) | (46,419) |
| Total comprehensive loss | - | - | - | - | - | (16,937) | (1,843) | (451) | (18,691) | (13,040) | (31,731) |
| Transactions with owners: | | | | | | | | | | | |
| Provision for statutory reserve | - | - | - | 169 | - | - | - | (169) | - | - | - |
| Buy out of non-controlling interest | - | - | - | - | - | - | - | - | - | (14) | (14) |
| Share-based payment | - | - | - | - | 6 | - | - | - | 6 | - | 6 |
| Dividend to non-controlling interest | - | - | - | - | - | - | - | - | - | (16,556) | (16,556) |
| Total transaction with owners | - | - | - | 169 | 6 | - | - | (169) | 6 | (16,570) | (16,564) |
| Balance June 30, 2015 | <u>110,776,600</u> | <u>-</u> | <u>160,971</u> | <u>672</u> | <u>16,971</u> | <u>(20,654)</u> | <u>94,546</u> | <u>(195,905)</u> | <u>56,601</u> | <u>110,916</u> | <u>167,517</u> |
| Balance July 1, 2015 | 110,776,600 | - | 160,971 | 672 | 16,971 | (20,654) | 94,546 | (195,905) | 56,601 | 110,916 | 167,517 |
| (Loss) / Profit for the year | - | - | - | - | - | - | - | (9,230) | (9,230) | 15,657 | 6,427 |
| Other comprehensive income (loss): | | | | | | | | | | | |
| Foreign currency translation differences | - | - | - | - | - | (490) | 56 | - | (434) | 1,247 | 813 |
| Change in fair value of equity instruments | - | - | - | - | - | - | 1,478 | - | 1,478 | 2,164 | 3,642 |
| Effective portion of loss on cash flow hedges | - | - | - | - | - | - | 762 | - | 762 | 1,115 | 1,877 |
| Defined benefit plan actuarial gains and losses | - | - | - | - | - | - | (946) | - | (946) | (1,385) | (2,331) |
| Total other comprehensive income (loss) | - | - | - | - | - | (490) | 1,350 | - | 860 | 3,141 | 4,001 |
| Total comprehensive income (loss) | - | - | - | - | - | (490) | 1,350 | (9,230) | (8,370) | 18,798 | 10,428 |
| Transactions with owners: | | | | | | | | | | | |
| Share-based payment | - | - | - | - | 1,476 | - | - | - | 1,476 | - | 1,476 |
| Dividend to non-controlling interests | - | - | - | - | - | - | - | - | - | (9,837) | (9,837) |

| | | | | | | | | | | | |
|---|--------------------|----------|----------------|------------|---------------|-----------------|---------------|------------------|---------------|----------------|----------------|
| Changes in non-controlling interest ownership | | | | | | | | (270) | (270) | 270 | - |
| Total transaction with owners: | - | - | - | 1,476 | - | - | (270) | 1,206 | (9,567) | (8,361) | |
| Balance June 30, 2016 | <u>110,776,600</u> | <u>-</u> | <u>160,971</u> | <u>672</u> | <u>18,447</u> | <u>(21,144)</u> | <u>95,896</u> | <u>(205,405)</u> | <u>49,437</u> | <u>120,147</u> | <u>169,584</u> |

The accompanying notes are an integral part of the consolidated financial statements.

AGRIA CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the years ended June 30, 2016, 2015 and 2014

1. Corporation Information

Agria Corporation (the “Company” or “Agria”) is an international agricultural company with operations in New Zealand, Australia, South America and China through its subsidiaries and consolidated structured entities (also known as variable interest entities (VIEs)) (collectively the “Group”).

The Group has three principal business segments: Seed & Grain; Crop Protection, Nutrients and Merchandise; and Rural Services. The Seed and Grain segment is engaged in research and development, production and sale of a broad range of seed products and trading of seed and grain products globally. The Crop Protection, Nutrients and Merchandise segment operates an extensive chain of retail stores that supply farm input materials. The Rural Services segment provides livestock trading, wool trading, irrigation and water, real estate agency and other agriservices.

The Company was incorporated in the Cayman Islands. The Company’s registered office address is at P.O. Box 309 GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

These financial statements were authorized for issue by the Board of Directors on September 20, 2016.

Consolidated structured entities

Shenzhen Zhongguan Agriculture Group Co., Ltd. (“Zhongguan”) (formerly known as Shenzhen Guanli Agricultural Technology Co., Ltd.) was set up using contractual agreements such that Agria Holdings (Shenzhen) Co., Ltd. (“Agria Shenzhen”) effectively controls Zhongguan. As of June 30, 2016, the 100% equity interest in Zhongguan was legally held by two People’s Republic of China (“PRC”) citizens (defined as “Registered Shareholders”).

Shenzhen NKY Seeds Co., Ltd. (“Shenzhen NKY”) (formerly known as Shenzhen Agria Agricultural Co., Ltd.) was set up with 51% of its equity interest legally held by Zhongguan and 49% legally held by a PRC citizen (defined as a “Registered Shareholder”).

Shenzhen PGW Seeds Co., Ltd. (“Shenzhen PGW Seeds”) (formerly known as Shenzhen Zhongyuan Agriculture Co., Ltd.) was set up with 100% of its equity interest legally held by two PRC citizens (defined as “Registered Shareholders”). Agria Shenzhen has entered into contractual agreements with the Registered Shareholder(s) of Shenzhen NKY and Shenzhen PGW Seeds, respectively. Agria Shenzhen has a legal obligation to provide funding of all losses incurred by Zhongguan, Shenzhen NKY and Shenzhen PGW Seeds.

Under a series of contractual arrangements (collectively, “Structure Contracts”) entered into among Agria Shenzhen, Zhongguan, Shenzhen NKY, Shenzhen PGW Seeds and the relevant Registered Shareholder(s), Agria Shenzhen is able to effectively control and receive substantially all the economic benefits of the business and operations of Zhongguan, Shenzhen NKY, and Shenzhen PGW Seeds to the extent permissible under the PRC law. As a result, Zhongguan, Shenzhen NKY and Shenzhen PGW Seeds are accounted for as consolidated structured entities (see note 31 for a list of principal subsidiaries). All of these consolidated structured entities’ financial statements have been consolidated into the Group.

2. Summary of Significant Accounting Policies

Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been prepared under the historical cost convention except for the following:

- derivative financial instruments are measured at fair value
- financial instruments at fair value through profit or loss are measured at fair value
- investments are measured at fair value
- biological assets are measured at fair value less point-of-sale costs
- assets classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4. Actual results could differ from those estimates and such differences could affect the results of operations reported in future periods.

A number of new standards and interpretations are not yet effective for the year ended June 30, 2016 and have not been applied in preparing these consolidated financial statements. None of these standards are expected to have a significant impact on these financial statements except for:

- IFRS 9 (2014) *Financial Instruments* has been issued. The final component of IFRS 9 (2014) introduces a new expected credit loss model for calculating impairment. IFRS 9 (2014) is effective for annual periods beginning on or after January 1, 2018. The Group does not plan to adopt IFRS 9 (2014) early and the extent of the impact has not yet been determined. The Group early adopted IFRS 9 (2013) from January 1, 2015. IFRS 9 (2013) provides amended general hedge accounting requirements.
- IFRS 15 *Revenue from Contracts with Customers* has been issued. This standard introduced a new revenue recognition model for contracts with customers. The standard is effective for annual periods beginning on or after January 1, 2018. The Group does not plan to adopt IFRS 15 early and the extent of the impact has not yet been determined.
- IFRS 16 *Leases* has been issued. This standard eliminates the classification of leases as either operating leases or finance leases. The standard uses a single lessee model which requires a lessee to recognise on the Statement of Financial Position assets and liabilities for all leases with a term of more than 12 months. The standard is effective for annual periods beginning on or after January 1, 2019. The Group does not plan to adopt IFRS 16 early and the extent of the impact has not yet been determined.
- A variety of minor improvements to standards have been made in order to clarify various treatments of specific transactions. These are not expected to have an impact on the Group’s consolidated financial results.

(a) Basis of Consolidation

Subsidiaries

Subsidiaries are all entities (including consolidated structured entities) over which the Group has control. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Business Combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interests recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the profit or loss.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions - that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Associates and jointly controlled entities

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Associates and jointly controlled entities are accounted for using the equity method. The consolidated financial statements include the Group's share of the income and expenses of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence starts. Where the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions Eliminated on Consolidation

Intra-group balances, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

(b) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. The chief operating decision-makers include the board of directors and senior management team at corporate level.

(c) Foreign Currency

Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of the Group's entities at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that fair value was determined. Foreign currency differences arising on retranslation are recognized in profit or loss.

Foreign Operations

The assets and liabilities of Agria New Zealand, Agria NZ Finance Limited and PGW's foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to New Zealand dollars at the exchange rates at the reporting date. The income and expenses of Agria New Zealand, Agria NZ Finance and PGW's foreign operations are translated to New Zealand dollars at exchange rates at the date of the transactions.

The functional currency of the Company, Agria Group Limited, China Victory, Agria Hong Kong, Agria International, Agria Overseas, Hiltex Investment, Golden Hero, Agria Asia Investments and Agria Singapore is the U. S. dollar. The functional currency of Agria New Zealand and PGW is the New Zealand dollar. In addition, certain subsidiaries of PGW in Australia and South America have functional currencies of the Australian dollar and the Uruguayan peso, respectively. The functional currency of Agria China, Agria Shenzhen and the consolidated structured entities is the Renminbi (RMB). The presentation currency of the Company is US dollar.

Foreign currency differences are recognized in other comprehensive income and the Foreign Currency Translation Reserve ("FCTR"). When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss.

(d) Income Recognition

Recognition of Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

Sales Revenue

Sales revenue comprises the sale value of transactions where the Group acts as a principal and the commission for transactions where the Group acts as an agent.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

Construction Contracts

The revenue from work-in-progress is recognized when it can be estimated reliably. The percentage of completion method is used to determine the appropriate amount to recognize in each year. The full amount of any anticipated loss, including that relating to work on the contract, is recognized as soon as it is foreseen. Management estimates the percentage of completion stage on construction contracts to determine the appropriate revenue to be recognized for each project. The percentage of completion is estimated based on detailed information regarding the status of each project, based on costs incurred to total estimated costs.

Interest and Similar Income and Expense

For all financial instruments measured at amortized cost, interest income or expense is recorded at the effective interest rate, which is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the effective interest rate, but not future credit losses.

Once the recorded value of a financial asset or a group of similar financial assets has been reduced due to an impairment loss, interest income continues to be recognized using the original effective interest rate applied to the new carrying amount.

The Group recognizes interest revenue, management fees, and establishment fees on an accrual basis when the services are rendered using the effective interest rate method.

Fee Income from Providing Transaction Services

Fees arising from negotiating or participating in the negotiation of a transaction for a third party are recognized on completion of the underlying transactions. Fees or components of the fees that are linked to certain performance are recognized after fulfilling the corresponding criteria.

(e) Income Tax

Income tax expense comprises current and deferred taxation and is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized directly in other comprehensive income or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable with respect to previous periods.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- the initial recognition of goodwill
- differences relating to subsidiaries, associates and jointly controlled entities to the extent that they will probably not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be recognized.

(f) Earnings per Share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to shareholders by the weighted average number of shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to shareholders and the number of shares outstanding to include the effects of all potential dilutive shares. There were no dilutive shares outstanding for the years ending June 30, 2016 and 2015. For the year ended June 30, 2014, there were 114,496 dilutive shares outstanding.

(g) Financial Instruments

(i) Non-derivative Financial Assets

Non-derivative financial assets are comprised of investments, finance receivables, trade and other receivables, and cash and cash equivalents. Financial assets are classified at either amortized cost or fair value depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group initially recognizes financial assets on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

Financial assets are initially measured at fair value. If the financial asset is not subsequently measured at fair value through profit and loss, the initial investment includes transaction costs that are directly attributable to the asset's acquisition or origination. The Group subsequently measures financial assets at either fair value or amortized cost.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost using the effective interest method and net of any impairment loss, if:

- the asset is held within a business model with an objective to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

The Group's policy on impairment is the same as that applied to its consolidated financial statements as of and for the year ended June 30, 2014 for loans and receivables.

Financial assets measured at fair value

Financial assets other than those classified as financial assets measured at amortized cost are subsequently measured at fair value with all changes recognized in profit or loss.

However, for investments in equity instruments that are not held for trading, the Group may elect at initial recognition to present gains and losses through other comprehensive income. For instruments measured at fair value through other comprehensive income gains and losses are never reclassified to profit and loss and no impairments are recognized in profit and loss. Dividends earned from such investments are recognized in profit and loss unless the dividends clearly represent a repayment of part of the cost of investment.

Other investments

The fair value of financial assets at fair value through profit or loss and available-for-sale financial assets is determined by reference to the market price, unless other objective reliable evidence suggests a different value. Other investments where no active market exists are held at historical cost.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, and other short term highly liquid investments with maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents.

Accounts Receivable

The fair value of accounts receivable is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

(ii) Non-derivative Financial Liabilities

Interest-bearing Borrowings

Interest-bearing borrowings are classified as other financial liabilities and are initially recognized at fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method.

Trade and Other Payables

Trade and other payables are stated at cost.

(iii) Derivative Financial Instruments

The Group uses derivative financial instruments to manage its exposure to interest rate and foreign currency risks arising from operational, financing and investment activities. In accordance with its Treasury policy, the Group does not hold or issue derivative instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognized initially at fair value and transaction costs are expensed immediately. Subsequent to initial recognition, derivative financial instruments are stated at fair value. The gain or loss on re-measurement to fair value is recognized immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the hedging relationship (see below).

Cash Flow Hedges

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized directly in equity to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in profit or loss.

If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in equity remains there until the forecast transaction occurs. When the hedged item is a non-financial asset, the amount recognized in equity is transferred to the carrying amount of the asset when it is recognized. In other cases the amount recognized in equity is transferred to profit or loss in the same period that the hedged item affects profit or loss.

(h) Impairment

The carrying value of the Group's assets is reviewed at each reporting date to determine whether there is any objective evidence of impairment. An impairment loss is recognized whenever the carrying amount exceeds its recoverable amount. Impairment losses directly reduce the carrying value of assets and are recognized in profit or loss unless the asset is carried at a revalued amount in accordance with another standard.

Impairment of Equity Instruments

The Group assesses at each reporting date whether there is objective evidence that a financial asset or group of assets is impaired. In the case of equity instruments that are not held for trading, the Group may elect to present gains and losses through other comprehensive income. If no election is made fair value gains and losses are recognized in profit or loss.

Impairment of Accounts Receivable

Accounts Receivable is considered past due when they have been operated outside of the normal key trade terms. When forming a view management considers the counterparty's ability to pay, the level of security and the risk of loss.

Accounts receivable includes accrued interest. Specific provisions are maintained to cover identified doubtful debts.

Non-financial Assets

The carrying amounts of the Group's non-financial assets, other than biological assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the recoverable amount of the asset is estimated. For goodwill and intangible assets that have indefinite lives, the recoverable amount is estimated at each reporting date.

An impairment loss is recognized if the carrying amount of an asset or the cash-generating unit to which it relates, exceeds the recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognized in profit or loss.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or unit.

In determining the fair value using value in use, regard is given to external market evidence.

Impairment of Finance Receivables

Finance receivables are considered past due when they have been operated by the counterparty out of key terms, the facility has expired, and in managements view there is no possibility of the counterparty operating the facility within key terms. When forming a view management considers the counterparty's ability to pay, the level of security and the risk of loss.

Finance receivables include accrued interest and are stated at estimated net realizable value after allowing for a provision for doubtful debts. Specific provisions are maintained to cover identified doubtful debts.

The recoverable amount of the Group's investments in held-to-maturity debt instruments and receivables carried at amortized cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets). Receivables with short duration are not discounted.

Impairment losses on an individual basis are determined by an evaluation of the exposures on an instrument by instrument basis. All individual instruments that are considered significant are subject to this approach.

All known losses are expensed in the period in which it becomes apparent that the receivables are not collectable.

(i) Determination of Fair Values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made is disclosed in the notes specific to that asset or liability.

Derivatives

The fair value of forward exchange contracts is based on broker quotes, if available. If broker quotes are not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price at the reporting date for the residual maturity of the contract using a risk-free interest rate based on government bonds.

The fair value of interest rate swaps is based on broker quotes. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract using market interest rates for a similar instrument at the reporting date.

Non-derivative Financial Instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

(j) Biological Assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in profit or loss. Costs of selling include all costs that would be necessary to sell the assets including transportation costs. The fair value of biological assets intended for domestic processing is determined by applying the market price of stock weight offered by meat processors to the stock weight at the reporting date. Stock counts of livestock quantities are performed by the Group at each reporting date.

(k) Inventories

Finished Goods

Raw materials and finished goods are stated at the lower of cost or net realizable value. Cost is determined on a first in, first out basis, and, in the case of manufactured goods, includes direct materials, labor and production overheads.

Wholesale Seeds

Wholesale seeds inventory is stated at the lower of cost or net realizable value and comprises costs of purchase and other direct costs incurred to bring the inventory to its present location and condition.

(l) Assets held for sale

Assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

(m) Intangible Assets

Computer Software

Computer software is a finite life intangible asset and is recorded at cost less accumulated amortization and impairment. Amortization is charged on a straight line basis over an estimated useful life between 3 and 10 years. The estimated useful life and amortization method is reviewed at the end of each annual reporting period.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree.

Goodwill is measured at cost less accumulated impairment losses. Impairment loss with respect to goodwill is not reversed. With respect to equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment.

Research and Development

The principal research and development activities are in the development of systems, processes and new seed cultivars.

Research expenditure on the development of new systems and processes is recognized in profit or loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalized includes the cost of materials, direct labor and overhead costs that are directly attributable to preparing the asset for its intended use. Other development expenditures are recognized in profit or loss when incurred.

Capitalized development expenditures are measured at cost less accumulated amortization and accumulated impairment losses.

Research and development expenditures on the development of new seed cultivars is recognized in profit or loss as incurred. Development costs of seed cultivars are substantially indistinguishable from the cultivar research costs.

Land Use Rights

Prepaid land use rights are recorded at the amount paid less accumulated amortization and impairment losses. Amortization is provided on a straight-line basis over the term of the agreements of 19 years.

Acquired Technologies

Acquired technologies, which consist primarily of purchased technology know-how related to the production of corn seeds, are stated at cost less accumulated amortization. Amortization is calculated on a straight-line basis over the estimated useful lives of 5 to 15 years.

Rights

Manufacturing and production rights are finite life intangibles and are recorded at cost less accumulated amortization and impairment. Amortization is charged on a straight line basis over an estimated useful life between 3 and 5 years. The estimated useful life and amortization method is reviewed at the end of each annual reporting period.

Determination of fair value

The fair value of intangible assets acquired in a business combination is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

(n) Property, Plant and Equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of day-to-day servicing of property, plant and equipment is recognized in profit or loss as incurred.

Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. All other borrowing costs are expensed as they are incurred.

Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each item of property, buildings, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives for the current and comparative periods are between 3 and 40 years for plant and equipment and 50 years for buildings. Depreciation methods, useful lives and residual values are reassessed at each reporting date.

Determination of fair value

The fair value of property, plant and equipment recognized as a result of a business combination is based on market values. The market value of property is the estimated amount for which the property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant, equipment, fixtures and fittings is based on the quoted market prices for similar items.

(o) Leasing Commitments

Leases in terms of which the Group assumes substantially all of the risks and rewards of ownership are classed as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value or the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and are not recognized on the statement of financial position. Amounts payable under operating lease arrangements are recognized in profit or loss.

(p) Employee Benefits

Defined Benefit Pension Plan

The Group's net obligation with respect to defined benefit pension plans is calculated by estimating the future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and any unrecognized past service costs and the fair value of any plan assets is deducted. The discount rate is the yield at the reporting date on bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognized asset is limited to the lower of the net assets of the plan or the current value of the contributions holiday that is expected to be generated. Actuarial gains and losses are recognized directly in other comprehensive income and the defined benefit plan reserve in equity.

Provisions made with respect to employee benefits which are not expected to be settled within twelve months are measured as the present value of the estimated future cash outflows to be made by the Group with respect to services provided by employees up to reporting date.

Short-term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and expensed as the related service is provided. A provision is recognized for the amount of outstanding short term benefits at each reporting date.

Share-based Payment

The Company operates an equity-settled, share-based compensation plan, under which Agria receives services from employees as consideration for equity instruments (options and restricted shares) of the Company. The fair value of the employee services received in exchange for the grant of the options or restricted shares is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options or restricted shares granted, excluding the impact of any service and non-market performance vesting conditions. Non-market performance and service conditions are included in assumptions about the number of options or restricted shares that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of options and restricted shares that are expected to vest based on the non-market performance and service conditions. It recognizes the impact of the revision of original estimates, if any, in profit or loss with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(q) Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

(r) Share Capital

Ordinary Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity.

Repurchase of Share Capital

When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity. Repurchased shares are cancelled. Treasury stock for which unrestricted ownership has not yet been transferred is not cancelled.

(s) Reclassifications

Certain reclassifications have been made to the prior years' consolidated financial statements to conform to the current year presentation.

3. Financial Risk Management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and price and interest rate risk), credit and counterparty risk and liquidity risk. The Group's financial risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance by actively managing debt level and cash flow in order to maintain a strong financial position and minimizing refinancing and liquidity risks by attaining healthy debt repayment capacity, appropriate maturity profile and availability of banking facilities. The Group uses derivative financial instruments to hedge certain risk exposures.

The Board of Directors (the "Board") is responsible for the review and ratification of the Group's systems of risk management, internal compliance and control, code of conduct and legal compliance.

The Board maintains a formal set of delegated authorities (including policies for credit and treasury), that clearly define the responsibilities delegated to management and those retained by the Board. The Board approves these delegated authorities and reviews them annually.

(a) Market risk

(i) Price and interest rate risk

Price risk is the risk that the value of financial instruments and the interest margin will fluctuate as a result of changes in market interest rates. The risk is that financial assets may be repriced at a different time and / or by a different amount than financial liabilities.

This risk is managed by operating within approved policy limits using an interest rate duration approach.

Floating rate borrowings are used for general funding activities. Interest rate swaps, interest rate options and forward rate agreements are used to hedge the floating rate exposure as deemed appropriate. The Group had US\$64.6 million interest rate contracts at June 30, 2016 (2015: US\$11.6 million).

Sensitivity analysis:

The sensitivity of net profit after tax for the years ended June 30, 2016, 2015 and 2014, to reasonably possible changes in conditions is as follows:

| | Interest rate increase by 1% | | | Interest rate decrease by 1% | | |
|--------------------------------|------------------------------|--------------------|--------------------|------------------------------|--------------------|--------------------|
| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
| Impact on net profit after tax | (862) | (600) | (733) | 862 | 600 | 733 |

The following tables include the Group's assets and liabilities at their carrying amounts on an undiscounted basis, categorized by the earlier of contractual repricing or maturity dates.

| | Within 12 months (US\$'000) | 1 to 2 years (US\$'000) | Over 2 years (US\$'000) | Non-interest bearing (US\$'000) | Total (US\$'000) |
|----------------------------------|-----------------------------------|----------------------------|----------------------------|---------------------------------------|---------------------|
| As of June 30, 2016 | | | | | |
| Liabilities | | | | | |
| Bank borrowings | 132,808 | 31 | 73 | - | 132,912 |
| Derivative financial instruments | (53,960) | 10,650 | 43,310 | 1,746 | 1,746 |
| Trade and other payables | 25,846 | - | - | 185,220 | 211,066 |
| Amount due to related parties | 4,201 | - | - | - | 4,201 |
| | <u>108,895</u> | <u>10,681</u> | <u>43,383</u> | <u>186,966</u> | <u>349,925</u> |
| As of June 30, 2015 | | | | | |
| Liabilities | | | | | |
| Bank borrowings | 114,871 | 30 | 44 | - | 114,945 |
| Derivative financial instruments | - | - | - | 3,567 | 3,567 |
| Trade and other payables | 25,761 | - | - | 165,584 | 191,345 |
| Amount due to related parties | 2,446 | - | - | - | 2,446 |
| | <u>143,078</u> | <u>30</u> | <u>44</u> | <u>169,151</u> | <u>312,303</u> |

(ii) Foreign currency risk

The Group operates internationally and is exposed to foreign currency risk arising from various currency exposure movements. Foreign currency risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations. Most of the Group's revenues and expenses are denominated in New Zealand dollars. The Group's exposure to foreign currency risk primarily relates to transactions in US dollars, Renminbi ("RMB"), Great Britain Pounds, Australian dollars and the Euro. In order to mitigate the foreign currency risk, the Group hedges foreign currency risks as they arise. In some circumstances, foreign exchange options are used to hedge potential foreign currency risk. The Group uses forward foreign exchange contracts, spot foreign exchange contracts and foreign exchange options to manage these exposures.

The notional contract amounts of forward foreign exchange transactions outstanding at balance sheet date are \$76.6 million (2015: \$80.3 million) for the Group. The cash settlement requirements of these contracts approximate the notional contract amount shown above.

The translation of independent foreign operations into the Group financial statements is not hedged, apart from the seasonal working capital exposure to the Australian business which is hedged with foreign exchange contracts.

Balances denominated in foreign currency can be summarized as:

| | NZ\$ (US\$'000) | RMB (US\$'000) | GBP (US\$'000) | AUD (US\$'000) | Euro (US\$'000) |
|-----------------------------------|----------------------------------|---------------------------------|---------------------------------|---------------------------------|----------------------------------|
| As of June 30, 2016 | | | | | |
| Cash and cash equivalents | 3,570 | 1,044 | 9 | 127 | 9 |
| Receivables | 109,126 | 9,482 | 5,586 | 6,813 | 17,154 |
| Bank facilities | (62,307) | (11,052) | - | - | - |
| Payables | (137,398) | (7,575) | (453) | (1,467) | (1,201) |
| Net financial position | <u>(87,009)</u> | <u>(8,101)</u> | <u>5,142</u> | <u>5,473</u> | <u>15,962</u> |
| <i>Forward exchange contracts</i> | | | | | |
| Notional forward exchange cover | 6,881 | - | - | - | - |
| Net unhedged position | <u>(93,890)</u> | <u>(8,101)</u> | <u>5,142</u> | <u>5,473</u> | <u>15,962</u> |
| As of June 30, 2015 | | | | | |
| Cash and cash equivalents | 3,638 | 863 | 7 | 473 | 20 |
| Receivables | 109,114 | 12,573 | 5,423 | 8,166 | 19,764 |
| Bank facilities | 62,307 | (8,906) | - | - | - |
| Payables | 137,062 | (7,290) | (110) | (515) | (9,272) |
| Net financial position | <u>312,121</u> | <u>(2,760)</u> | <u>5,320</u> | <u>8,124</u> | <u>10,512</u> |
| <i>Forward exchange contracts</i> | | | | | |
| Notional forward exchange cover | 2,848 | - | - | - | - |
| Net unhedged position | <u>309,273</u> | <u>(2,760)</u> | <u>5,320</u> | <u>8,124</u> | <u>10,512</u> |

The net financial positions for the Group in AUD, RMB, GBP, Euro and NZD include cash and cash equivalents, receivables, bank borrowings and payables of the subsidiary companies domiciled in Australia, China and South America and are therefore not hedged.

The foreign exchange risks are not considered likely to lead to material change over the next reporting period. For this reason, sensitivity analysis of foreign exchange risks is not included.

(b) Credit risk

Concentration of credit risk

Credit risk mainly arises from cash and bank balances, advances, finance receivables, accounts and other receivables, and interest rate forward agreements. The carrying amounts of these balances substantially represent the Group's maximum exposure to credit and counterparty risk in relation to financial assets.

As of June 30, 2016, substantially all of the Company's cash and cash equivalents were deposited in several financial institutions. The concentrations of credit risk with respect to advances are limited due to the large number of customers included in the Group's farming customer base in New Zealand, Australia, South America and China. Accounts receivable are typically unsecured and are derived from revenue earned from customers. The risk with respect to accounts receivable is mitigated by credit evaluations the Group performs on its customers and ongoing monitoring on outstanding balances. The Group also has a credit committee who meets as required to review credit risk, new loans and provisioning.

The Group's maximum credit exposure to credit risk for receivables by geographic regions is as follows:

| | 2016 (US\$'000) | 2015 (US\$'000) |
|---|--------------------|--------------------|
| <i>Total finance receivables, trade and other receivables</i> | | |
| New Zealand | 116,098 | 104,403 |
| Australia | 9,976 | 4,801 |
| South America | 51,770 | 51,707 |
| China | 11,006 | 14,194 |
| | <u>188,850</u> | <u>175,105</u> |

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in raising funds at short notice to meet commitments associated with financial instruments. Prudent liquidity risk management includes maintaining sufficient cash and availability of funding from an adequate amount of committed credit facilities. Management maintains a rolling forecast of the Group's liquidity reserves which comprises undrawn banking facilities and cash and cash equivalents, on the basis of expected cash flows.

Contractual Maturity Analysis:

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. (Reported on an undiscounted basis)

| | Within 12 months (US\$'000) | Between 1 and 5 years (US\$'000) | Over 5 years (US\$'000) | Contractual cash flow (US\$'000) | Statement of financial position (US\$'000) |
|----------------------------------|-----------------------------------|--|-------------------------------|--|---|
| As of June 30, 2016 | | | | | |
| Liabilities | | | | | |
| Bank borrowings | 59,571 | 90,621 | 9,208 | 159,400 | 132,912 |
| Derivative financial instruments | 1,079 | 667 | - | 1,746 | 1,746 |
| Trade and other payables | 204,967 | 6,099 | - | 211,066 | 211,066 |
| Amount due to related parties | 4,201 | - | - | 4,201 | 4,201 |
| | <u>269,818</u> | <u>97,387</u> | <u>9,208</u> | <u>376,413</u> | <u>349,925</u> |
| As of June 30, 2015 | | | | | |
| Liabilities | | | | | |
| Bank borrowings | 59,744 | 69,544 | - | 129,288 | 114,945 |
| Derivative financial instruments | 2,221 | 1,346 | - | 3,567 | 3,567 |
| Trade and other payables | 187,539 | 3,806 | - | 191,345 | 191,345 |
| Amount due to related parties | 2,740 | - | - | 2,740 | 2,446 |
| | <u>252,244</u> | <u>74,696</u> | <u>-</u> | <u>326,940</u> | <u>312,303</u> |

Expected Maturity Analysis:

The expected cash flows of the Group's finance receivables equal their contractual cash flows.

(d) Funding risk

Funding risk is the risk of over-reliance on a funding source to the extent that a change in that funding source could increase overall funding costs or cause difficulty in raising funds. The Group has a policy of funding diversification. The funding policy augments the Group's liquidity policy with its aim to ensure the Group has a stable diversified funding base without over-reliance on any one market sector.

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure to optimize the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 - Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs)

There had been no material movements between the fair value hierarchy during the years ended June 30, 2016 and 2015.

| | Level 1 (US\$'000) | Level 2 (US\$'000) | Level 3 (US\$'000) | Total (US\$'000) |
|----------------------------------|-----------------------|-----------------------|-----------------------|---------------------|
| As of June 30, 2016 | | | | |
| Assets | | | | |
| Derivative financial instruments | - | 3,734 | - | 3,734 |
| Other investments | - | - | 2,251 | 2,251 |
| | - | 3,734 | 2,251 | 5,985 |
| Liabilities | | | | |
| Derivative financial instruments | - | 1,746 | - | 1,746 |
| As of June 30, 2015 | | | | |
| Assets | | | | |
| Derivative financial instruments | - | 1,547 | - | 1,547 |
| Other investments | - | - | 4,851 | 4,851 |
| | - | 1,547 | 4,851 | 6,398 |
| Liabilities | | | | |
| Derivative financial instruments | - | 3,567 | - | 3,567 |

4. Critical Accounting Estimates and Judgements

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Estimated impairment of assets

Non-financial assets including goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount.

In addition, the Group tests at least annually whether goodwill or assets that have indefinite useful lives have suffered any impairment. The recoverable amounts of assets or cash generating units ("CGUs") have been principally determined based on value-in-use calculations. These calculations require the use of estimates, such as discount rates, future profitability and growth rates.

Valuation of seeds inventory

The net realizable value of seeds inventory depends on a number of factors such as age, germination levels and quality. An amount of judgement and estimation is required in assessing the valuation.

Measurement of defined benefit obligations

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The key assumptions used in determining the net cost/(income) for pensions include the discount rate, salary and pension growth rates and life expectancy. Any changes in these assumptions will impact the carrying amount of defined benefit obligations.

The Group determines the appropriate discount rate at the end of each reporting period. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. Key assumptions for defined benefit obligations are based in part on current market conditions. Additional information is disclosed in note 24.

Provision for impairment of trade and other receivables

The policy for provision for impairment of trade and other receivables of the Group is based on the evaluation of collectability and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realization of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Consolidation of structured entities

The Directors have concluded that the Group controls Zhongguan, Shenzhen NKY and Shenzhen PGW Seeds, even though it does not hold the shares of these subsidiaries. This is because the Group has entered a series of contractual arrangements with the Registered Shareholders of the structured entities, of which the Group is able to effectively control, recognize and receive substantially all the economic benefits of the business and operations of structured entities.

Property, plant and equipment and intangible assets

Management determines the estimated useful lives and residual values for the Group's property, plant and equipment and intangible assets. Management will revise the depreciation/amortization charge where useful lives and residual values are different to previously estimated, or it will write off or write down technically obsolete long lived assets that have been abandoned or sold.

Construction contracts

Management estimates the percentage of completion stage on construction contracts to determine the appropriate revenue to be recognized for each project. The percentage of completion is estimated based on detailed information on the status of projects and, where available, assessments made by independent qualified experts.

5. Segment Reporting

Segment Reporting Structure

The Company reports in three business segments: (i) Seed and Grain; (ii) Crop Protection, Nutrients and Merchandise; and (iii) Rural Services.

- **Seed and Grain** - This business segment is engaged in research and development, production, and sale of seed products including forage, turf, maize, corn, cereal and vegetable seeds. Its business also includes multiplication of seed for international customers and trading of seed and grain products globally.
- **Crop Protection, Nutrients and Merchandise** - This business segment operates an extensive chain of retail stores that supply farm input materials including chemicals, fertilizers, pollination products, frost protection products, fencing, animal health and nutrition products, grains and seeds, clothing, leisure goods, and gardening equipment. It offers a wide range of plant nutrition options, supported by industry-leading knowledge of the specific products and application protocols.
- **Rural Services** - This business segment offers a variety of services critical to the agricultural economy, including:
 - **Livestock** - Livestock agents for sheep, beef, dairy, deer farmers, meat processors and livestock exporters. The primary service is trading livestock through auctions, private on-farm sales, and online or direct sales to meat processors;
 - **Wool** - Sales agents for sheep farmers, primarily through auctions, forward contracts and private sales; and providing a comprehensive range of services to grower clients and wool processors including on-farm assistance, in-store wool handling and export processing;
 - **Irrigation and Water** - Design, construction, installation and servicing of irrigation and water systems;
 - **Real Estate** - Real estate brokerage primarily focused on farm sales with additional transactions in lifestyle and residential properties; and

- **Insurance** - Insurance brokerage providing a range of market-leading insurance products.

The operating profit of each segment is reported as the measure of each segments result. The segment results are presented on a consolidated basis and include all directly attributable income and expenses. Other non-segmented amounts relate to certain corporate activities including Finance, Treasury, HR and other support services of the corporate head office and regional offices.

Other non-segmented amounts relate to certain Corporate activities including Finance, Treasury, HR and other support services including corporate property services and include adjustments for discontinued operations (PGW Rural Capital Limited) and consolidation adjustments. In addition it includes marketing reward programmes transferred from the Retail segment from 1 July 2015.

Seasonality of Operations

The Group is subject to significant seasonal fluctuations. The Crop Protection, Nutrients and Merchandise business is weighted towards the first half of the financial year as demand for New Zealand farming inputs are generally weighted towards the spring season. Livestock and Seed and Grain activities are significantly weighted to the second half of the financial year. Seed and Grain revenues reflect the fact the Group operates in geographical zones that suit autumn harvesting and sowing. New Zealand generally has spring calving and lambing and so Livestock trading is weighted towards the second half of the financial year in order for farmers to maximize their incomes. Other business units have similar but less material cycles. The Group recognizes that this seasonality is the nature of the industry and plans and manages its business accordingly.

| | Seed and Grain | | | Crop Protection, Nutrients and Merchandise | | | Rural Services | | | Corporate | | | Total | | |
|---|--------------------|--------------------|--------------------|--|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
| Total segment revenue | 319,153 | 376,362 | 449,881 | 327,663 | 384,706 | 406,327 | 195,669 | 236,461 | 232,314 | - | - | - | 842,485 | 997,529 | 1,088,522 |
| Inter-segment revenue | (34,806) | (52,815) | (64,951) | - | - | - | - | - | - | - | - | - | (34,806) | (52,815) | (64,951) |
| Total revenue from external customers | <u>284,347</u> | <u>323,547</u> | <u>384,930</u> | <u>327,663</u> | <u>384,706</u> | <u>406,327</u> | <u>195,669</u> | <u>236,461</u> | <u>232,314</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>807,679</u> | <u>944,714</u> | <u>1,023,571</u> |
| Operating profit/(loss) | 24,473 | 28,716 | 23,523 | 20,538 | 21,484 | 23,185 | 14,945 | 19,935 | 21,794 | (32,018) | (28,793) | (33,850) | 27,937 | 41,342 | 34,652 |
| Equity accounted earnings/(loss) of investees | (164) | 146 | 2,072 | - | - | - | - | - | - | - | (6) | 22 | (164) | 140 | 2,094 |
| Depreciation and amortization | 3,471 | 3,159 | 3,246 | 883 | 964 | 1,044 | 1,027 | 1,120 | 1,032 | 1,443 | 1,437 | 4,607 | 6,824 | 6,680 | 9,929 |
| Capital expenditures | 25,837 | 13,081 | 7,179 | 2,652 | 1,170 | 3,448 | 1,531 | 813 | 991 | 542 | 2,305 | 26,272 | 30,563 | 17,369 | 37,890 |

| | Seed and Grain | | Crop Protection, Nutrients and Merchandise | | Rural Services | | Corporate | | Total | |
|----------------------------|-----------------------------|-----------------------------|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | June 30, 2016 (US\$'000) | June 30, 2015 (US\$'000) | June 30, 2016 (US\$'000) | June 30, 2015 (US\$'000) | June 30, 2016 (US\$'000) | June 30, 2015 (US\$'000) | June 30, 2016 (US\$'000) | June 30, 2015 (US\$'000) | June 30, 2016 (US\$'000) | June 30, 2015 (US\$'000) |
| Segment assets | 285,125 | 262,506 | 72,196 | 76,097 | 107,209 | 95,212 | 65,810 | 63,462 | 530,341 | 497,277 |
| Equity accounted investees | 12,702 | 1,202 | - | - | - | - | 78 | 56 | 12,780 | 1,258 |
| Assets held for sale | - | 7 | 542 | - | 40 | - | 3,404 | 347 | 3,985 | 354 |
| Total segment assets | <u>297,827</u> | <u>263,715</u> | <u>72,738</u> | <u>76,097</u> | <u>107,249</u> | <u>95,212</u> | <u>69,292</u> | <u>63,865</u> | <u>547,106</u> | <u>498,889</u> |
| Segment liabilities | <u>147,650</u> | <u>124,176</u> | <u>36,817</u> | <u>43,396</u> | <u>57,751</u> | <u>62,592</u> | <u>135,304</u> | <u>101,208</u> | <u>377,521</u> | <u>331,372</u> |

The balances under Corporate represent assets and liabilities at corporate level and other businesses not categorized as operating segments.

Geographical Information

The Group operates predominantly in New Zealand, Australia, South America and China. The Australian and South American business units facilitate the export sales and services of New Zealand operations in addition to their own seed trading operations. Inter-segment pricing is determined on an arm's length basis.

The revenue from external customers by geographical locations are detailed below.

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|---------------|----------------|----------------|------------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| New Zealand | 655,860 | 785,755 | 851,643 |
| Australia | 57,660 | 59,477 | 69,942 |
| South America | 78,802 | 86,256 | 92,104 |
| China | 15,357 | 13,226 | 9,882 |
| | <u>807,679</u> | <u>944,714</u> | <u>1,023,571</u> |

The Group's non-current assets (excluding financial instruments and deferred tax assets) by geographical location are detailed below.

| | <u>As of June 30,</u> | |
|---------------|-----------------------|----------------|
| | <u>2016</u> | <u>2015</u> |
| | (US\$'000) | (US\$'000) |
| New Zealand | 66,727 | 78,341 |
| Australia | 8,785 | 9,305 |
| South America | 32,660 | 11,115 |
| China | 10,718 | 11,267 |
| | <u>118,890</u> | <u>110,028</u> |

6. Revenue

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|---|----------------|----------------|------------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Sales | 707,135 | 812,468 | 893,598 |
| Commissions | 70,750 | 78,421 | 88,263 |
| Construction contract revenue | 28,477 | 52,575 | 39,374 |
| Interest revenue on finance receivables | - | - | 789 |
| Debtor interest charges | 1,317 | 1,250 | 1,547 |
| | <u>807,679</u> | <u>944,714</u> | <u>1,023,571</u> |

7. Cost of sales

Cost of sales includes the following items by nature:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|--|----------------|----------------|----------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Depreciation and amortization | 2,082 | 1,293 | 1,233 |
| Employee benefits including commissions | 23,660 | 25,483 | 27,724 |
| Inventories, finished goods, work in progress, raw materials and consumables | 543,557 | 637,194 | 704,938 |
| Other | 16,013 | 29,834 | 31,100 |
| | <u>585,312</u> | <u>693,804</u> | <u>764,995</u> |

8. Other Income

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|-------------------------|-------------|-------------|-------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Dividend income | 4 | 5 | 7 |
| Other investment income | 543 | 307 | 230 |
| | <u>547</u> | <u>312</u> | <u>237</u> |

9. Other Operating Expenses and Key Management Compensation

Other Operating expenses include the following items:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|--|---------------|---------------|---------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Audit fee (principal auditor) | 430 | 504 | 510 |
| Donations | - | 15 | 8 |
| Provision for / (reversal of) doubtful debts | 994 | 813 | (172) |
| Marketing expenses | 6,356 | 7,839 | 8,582 |
| Motor vehicle costs | 4,711 | 5,757 | 6,641 |
| Rental and operating lease costs | 17,907 | 18,928 | 23,149 |
| Others (note) | 42,480 | 44,450 | 45,017 |
| | <u>72,878</u> | <u>78,306</u> | <u>83,735</u> |

Note: Others consist of communications costs, information technology costs, traveling and entertainment expenses, professional fees and general expenses.

Key management compensation during the periods presented:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|------------------------------|--------------|--------------|--------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Short-term employee benefits | 6,765 | 7,061 | 3,977 |
| Share-based payments | 1,476 | 6 | 96 |
| | <u>8,241</u> | <u>7,067</u> | <u>4,073</u> |

Directors fees of \$0.4 million incurred during the year ended June 30, 2016 (2015 and 2014: \$0.2 million) were included in employee benefits expense.

10. Equity Accounted Earnings/(Loss) of Investees

| | As of June 30, 2016 US\$'000 | As of June 30, 2015 US\$'000 | |
|---------------------------|------------------------------------|------------------------------------|--------------|
| Current assets | 45,770 | 13,380 | |
| Non-current assets | 4,264 | 15 | |
| Total assets | <u>50,034</u> | <u>13,395</u> | |
| Current liabilities | (45,446) | (11,002) | |
| Total liabilities | <u>(45,446)</u> | <u>(11,002)</u> | |
| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
| | US\$'000 | US\$'000 | US\$'000 |
| Revenues | 65,403 | 26,817 | 66,831 |
| Expenses | (65,731) | (26,537) | (62,771) |
| Profit / (loss) after tax | (328) | 280 | 4,060 |
| The Group's Share | <u>(164)</u> | <u>140</u> | <u>2,094</u> |

Movement in carrying value of equity accounted investees

| | <u>2016</u> | <u>2015</u> |
|--------------------------|---------------|--------------|
| | (US\$'000) | (US\$'000) |
| Opening balance | 1,258 | 1,194 |
| Investment in associates | 10,978 | - |
| Currency translation | 708 | (76) |
| Share of profit / (loss) | (164) | 140 |
| Closing balance | <u>12,780</u> | <u>1,258</u> |

The Group's equity accounted investees comprise Forage Innovation Limited, Canterbury Sale Yards (1996) Limited, Fertimas S. A. and Agimol Corporation S.A..

On August 31, 2015 the Group acquired a 50% investment in Agrocentro Uruguay. The investment was made by acquiring 50% of the shares in Agimol Corporation S.A., the holding company for Agrocentro Uruguay. This jointly controlled entity is accounted for using the equity method and is included in the Group's Seed & Grain business segment. The acquisition involved an upfront payment and an earn out component of between nil and \$11.5 million over the following three years based on the financial performance of the business. The initial investment recorded for the investee was \$11.0 million which includes management's estimate of the fair value of the earn out. Agrocentro Uruguay is a rural servicing company that has four different business units consisting of retail and distribution of agricultural inputs, farming, logistics and consulting.

As of June 30, 2016, there is goodwill of \$9.4 million included in the carrying value of Agimol Corporation S.A. (2015: Nil).

11. Fair Value Adjustments

| | Note | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|----------------------|------|--------------|-------------|--------------|
| | | (US\$'000) | (US\$'000) | (US\$'000) |
| Assets held for sale | | (449) | - | (65) |
| Biological assets | | 370 | (18) | 1,154 |
| Investments | | (76) | - | - |
| | | <u>(155)</u> | <u>(18)</u> | <u>1,089</u> |

12. Interest - Finance Income and Expenses

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|---|-----------------|-----------------|-----------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Finance income contains the following items: | | | |
| Other interest income | 74 | 407 | 1,591 |
| Finance income | <u>74</u> | <u>407</u> | <u>1,591</u> |
| Interest funding expense: | | | |
| Interest on interest rate swaps | (189) | (8) | (49) |
| Interest on bank loans and overdrafts | (6,278) | (6,352) | (6,052) |
| Interest on shareholder loan | (114) | (494) | (214) |
| Effective interest on expected earn out payments | (542) | - | - |
| Bank facilities fees | (2,130) | (2,288) | (3,383) |
| Discount on financial liability | (85) | (1,018) | (1,095) |
| Third-party debt guarantee fee | (2,999) | - | - |
| Others | (548) | (255) | (368) |
| Interest funding expense | <u>(12,885)</u> | <u>(10,415)</u> | <u>(11,161)</u> |
| Foreign exchange: | | | |
| Net loss on foreign denominated items | (2,021) | (455) | (2,395) |
| Derivatives not in qualifying hedge relationships | 1,515 | (1,855) | 2,680 |
| Foreign exchange income / (loss), net | <u>(506)</u> | <u>(2,310)</u> | <u>285</u> |
| Net interest and finance costs | <u>(13,317)</u> | <u>(12,318)</u> | <u>(9,285)</u> |

13. Income Taxes

Under the laws of the Cayman Islands and BVI, the Company, Agria Group Limited, Hiltex Investment, and Agria Asia Investments are not subject to tax on their income or capital gains. In addition, no withholding tax on dividends or other distributions will be payable by an exempted company on its operations.

China Victory, Agria Overseas, Agria International, Golden Hero and Agria Hong Kong are subject to an applicable profits tax rate of 16.5% in Hong Kong.

PRC resident companies are subject to PRC income tax at a statutory rate of 25% on their respective taxable income.

NKY's profit from seeds breeding and crop planting is fully exempted from Enterprise Income Tax. Its income from business other than seeds breeding and crop planting is subject to the normal PRC income tax rate of 25%.

Singapore resident companies are subject to Singapore income tax at a statutory rate of 17% on their respective taxable income.

New Zealand resident companies are subject to tax on their taxable income at the rate of 28%. There is no capital gains tax in New Zealand. However certain gains arising from the disposal of personal property purchased with the intention of resale are taxable. Certain gains on the sale or transfer of land may be taxable. Where a non-resident company has voting interest in a company in New Zealand of 10% or greater, any fully imputed dividend is not liable for withholding tax. As a result, for the years ended June 30, 2016, 2015 and 2014, dividends from PGW were not subject to withholding tax. The Group has \$0.8 million of imputation credits as of June 30, 2016 (2015: \$1.8 million). This balance includes the third provisional tax installment made on July 28, 2016 in respect of the year ended June 30, 2016.

Australian resident companies are taxable on their taxable income at the rate of 30%. Net capital gains derived by Australian resident companies are taxed at the 30% corporate rate.

Uruguayan businesses are taxed on taxable income sourced in Uruguay at the rate of 25%. Capital gains derived by Uruguayan companies are taxed at the standard rate of corporate tax. A capital duty at the rate of 1.5% is levied on the net worth of the entity.

Deferred tax liabilities arising from undistributed earnings

Since the Group intends to reinvest its earnings to further expand its businesses in the PRC, the PRC subsidiaries do not intend to declare dividends to their parent companies in the foreseeable future. The Group's PRC subsidiaries are in a cumulative deficit position. Accordingly, the Group has not recorded any deferred taxes on the cumulative amount of any undistributed deficit earnings. It is impractical to calculate the tax effect of the deficit at this time.

The Group's New Zealand, Australian and Uruguayan entities intend to reinvest any undistributed earnings to further expand their business in each respective country. As a result, the Group has not recorded any deferred taxes on the cumulative amount any undistributed earnings in each country. It is impractical to calculate any potential tax effect at this time.

| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
|---|--------------------|--------------------|--------------------|
| Current tax expense | | | |
| Current year | 9,387 | 12,605 | 13,361 |
| Adjustment for prior years | (2,357) | (426) | (3,676) |
| | <u>7,030</u> | <u>12,179</u> | <u>9,685</u> |
| Deferred tax expense | | | |
| Origination and reversal of temporary differences | (729) | 86 | (1,453) |
| Effect of change in tax rates | (198) | - | - |
| Adjustments for prior years | (237) | 302 | (1,079) |
| | <u>(1,164)</u> | <u>388</u> | <u>(2,532)</u> |
| Income tax expense | <u>5,866</u> | <u>12,567</u> | <u>7,153</u> |

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
|--|--------------------|--------------------|--------------------|
| Profit before tax | 12,293 | 27,255 | 33,300 |
| Tax expense calculated at domestic tax rates applicable to profits in the respective countries | 9,492 | 11,452 | 12,098 |
| (Income)/expense not (recoverable)/deductible for tax | 1,558 | 433 | (1,319) |
| Effect of tax exemptions | (2,102) | (368) | (1,846) |
| Changes in valuation allowance | 501 | 1,233 | 2,412 |
| Off-set of cumulative loss brought forward | - | (75) | (19) |
| Over provision in prior years | (2,595) | (153) | (4,755) |
| Others | (988) | 45 | 582 |
| | <u>5,866</u> | <u>12,567</u> | <u>7,153</u> |

The weighted average applicable tax rate was 77.2% (2015: 42.0%, 2014: 36.3%). The increase from 2015 to 2016 was due to loss made in the Company who has zero tax rate. The increase from 2014 to 2015 was a result of adjustments for prior period taxes and non-assessable income.

| | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) |
|---|--------------------|--------------------|--------------------|
| Income tax recognized directly in equity | | | |
| Income tax on changes in fair value of cash flow hedges | (729) | 609 | (223) |
| Deferred tax on movement of actuarial gain/(loss) on employee benefit plans | 907 | 783 | (1,190) |
| | <u>178</u> | <u>1,392</u> | <u>(1,413)</u> |

Recognized deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

| | Assets | | Liabilities | | Net | |
|-------------------------------|----------------|---------------|----------------|----------------|----------------|--------------|
| | As of June 30, | | As of June 30, | | As of June 30, | |
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| | (US\$'000) | (US\$'000) | (US\$'000) | (US\$'000) | (US\$'000) | (US\$'000) |
| Property, plant and equipment | - | - | (1,658) | (3,547) | (1,658) | (3,547) |
| Intangible assets | - | - | (309) | (493) | (309) | (493) |
| Employee benefits | 8,773 | 6,570 | - | - | 8,773 | 6,570 |
| Provisions | 3,291 | 6,175 | (1,142) | (969) | 2,149 | 5,206 |
| Other items | 1,222 | 650 | - | - | 1,222 | 650 |
| Tax assets / (liabilities) | <u>13,286</u> | <u>13,395</u> | <u>(3,109)</u> | <u>(5,009)</u> | <u>10,177</u> | <u>8,386</u> |

Movement in deferred tax on temporary differences during the year

| | Property, plant and equipment (US\$'000) | Intangible assets (US\$'000) | Employee benefits (US\$'000) | Provisions (US\$'000) | Other items (US\$'000) | Total (US\$'000) |
|--|---|------------------------------------|------------------------------------|--------------------------|------------------------------|---------------------|
| Balance as of July 1, 2014 | (6,129) | (98) | 8,319 | 7,550 | 16 | 9,658 |
| Recognized in profit or loss | 1,385 | (475) | (664) | (1,360) | 726 | (388) |
| Recognized in other comprehensive income | - | - | 783 | 609 | - | 1,392 |
| Exchange difference | 1,197 | 80 | (1,868) | (1,593) | (92) | (2,276) |
| Balance as of July 1, 2015 | (3,547) | (493) | 6,570 | 5,206 | 650 | 8,386 |
| Recognized in profit or loss | 1,931 | 194 | 899 | (2,374) | 514 | 1,164 |
| Recognized in other comprehensive income | - | - | 907 | (729) | - | 178 |
| Exchange difference | (42) | (10) | 397 | 46 | 58 | 449 |
| Balance as of June 30, 2016 | <u>(1,658)</u> | <u>(309)</u> | <u>8,773</u> | <u>2,149</u> | <u>1,222</u> | <u>10,177</u> |

Unrecognized tax losses/Unrecognized temporary differences

The Group has \$7.6 million of unrecognized deferred tax assets relating to unrecognized losses as of June 30, 2016 (2015: \$8.5 million) and \$1.6 million of unrecognized deferred tax assets relating to unrecognized temporary differences (2015: nil). These unrecognized tax assets largely relate to carried forward and current year losses in the Australian and China operations of the Group. As of June 30, 2016, the accumulated tax losses in China amounting to \$11.3 million (2015: \$13.4 million) will expire in five years. There is no expiry period for the tax losses in Australia.

14. Earnings/(Loss) Per Share

The calculation of the basic earnings per share is based on loss attributable to equity holders of \$9.2 million (2015: loss of \$0.5 million 2014: profit of \$5.9 million) and the weighted average number of 110,766,600 shares in issue (2015 and 2014: 110,766,600 shares) during the year.

The calculation of the diluted earnings per share for the years ended June 30, 2016 and 2015 was based on loss attributable to equity holders of \$9.2 million and \$0.5 million, respectively and 110,766,600 shares in issue during each year. All of the ordinary shares issuable upon exercising employee share options and restricted shares were not included in the calculation of dilutive loss per share for either period because the effect of inclusion would be anti-dilutive.

The calculation of the diluted earnings per share for the year ended June 30, 2014 was based on profit attributable to equity holders of \$5.9 million and 110,891,096 shares which is the weighted average number of 110,766,600 shares in issue during the year, plus the weighted average number of 124,496 shares deemed to be issued at no consideration if all outstanding employee share options have been exercised.

Options to purchase 2,404,000, 2,624,000 and 3,210,667 ordinary shares were exercisable as of June 30, 2016, 2015 and 2014, respectively. Total vested restricted shares outstanding as of June 30, 2016 were 2,769,165.

15. Cash and Cash Equivalents, and Bank Facilities

| | As of June 30, | |
|--|----------------|------------|
| | 2016 | 2015 |
| | (US\$'000) | (US\$'000) |
| Cash and cash equivalents | 8,332 | 9,886 |
| | 8,332 | 9,886 |
| Short-term facilities: | | |
| Short-term facilities | (41,795) | (47,798) |
| Long-term facilities - current portion | (8,532) | (6,362) |
| | (50,327) | (54,160) |
| Long-term facilities | | |
| Long-term portion | (82,585) | (60,785) |
| | (124,580) | (105,059) |

Bank facilities

The Group's subsidiary, PGW, has a syndicated facility agreement that provides bank facilities of up to \$125.0 million. The agreement contains various financial covenants and restrictions that are standard for facilities of this nature, including maximum permissible rates for debt leverage and operating leverage. PGW has granted a general security deed and mortgage over all its wholly-owned New Zealand and Australian assets to a security trust. These assets include the shares held in South American subsidiaries and equity investee. ANZ Bank New Zealand Limited acts as security trustee for the banking syndicate (ANZ Bank New Zealand Limited, Bank of New Zealand Limited and Westpac New Zealand Limited).

PGW bank syndicate facilities include:

- A term debt facility of \$82.4 million maturing on August 1, 2018 with outstanding borrowings of \$46.1 million (2015: \$44.8 million) as of June 30, 2016.
- A working capital facility of up to \$42.6 million maturing on August 1, 2018 with outstanding borrowings of \$6.4 million (2015: \$4.1 million) as of June 30, 2016.

The syndicated facility agreement also allows the PGW, subject to certain conditions, to enter into additional facilities outside of PGW's syndicated facility. The additional facilities are guaranteed by the security trust. These facilities amounted to \$13.8 million (2015: \$19.0 million) as of June 30, 2016 including:

- Overdraft facilities of \$6.8 million (2015: \$6.5 million)
- Guarantee and trade finance facilities of \$4.6 million (2015: \$4.5 million)
- Finance lease facilities of \$2.3 million (2015: Nil).

In addition, during the year ended June 30, 2016, two of the Group's wholly-owned Uruguayan subsidiaries (Wrightson Pas S.A. and Agrosan S.A.) jointly and severally entered into a club structure to simplify the bank financing of the Group's South American operations. The club facilities contain various financial covenants and restrictions that are standard for facilities of this nature. The club facilities are denominated in USD, secured by a mortgage over the new Uruguay logistics center and provide:

- An amortizing logistics centre facility of \$10.0 million maturing on September 17, 2022.
- A committed facility of \$12.0 million maturing on September 17, 2018.

Separate to the club facility, the Group's South American operations have various unsecured financing facilities that amounted to \$16.3 million as at June 30, 2016 (2015: Nil).

The Group's subsidiary, Agria Group Limited, obtained a loan facility of approximately \$21.9 million which will mature on July 23, 2019. The outstanding loan borrowing was \$21.9 million as of June 30, 2016 (2015: \$22.3 million). This loan is guaranteed by a third party at an approximate rate of 3% to 4% per annum.

The Group's subsidiary, Agria NZ Finance Limited, obtained a loan facility of approximately \$4.8 million which will mature on July 29, 2016. The outstanding loan borrowing was \$4.7 million as of June 30, 2016 (2015: Nil).

The Group's subsidiary, NKY, obtained trade facilities of approximately \$11.3 million which will mature in 9 months upon draw down. The loan borrowing was \$11.1 million at June 30, 2016 (2015: \$8.9 million).

The weighted average interest rates on short-term and long-term borrowings outstanding as of each balance sheet date were as follows.

| | <u>As of June 30,</u> | |
|-----------------------|-----------------------|-------------|
| | <u>2016</u> | <u>2015</u> |
| Short-term facilities | 4.7% | 4.8% |
| Long-term facilities | 3.4% | 3.3% |

16. Accounts Receivables, Prepayments and Other Current Assets

| | <u>As of June 30,</u> | |
|---|-----------------------|-------------------|
| | <u>2016</u> | <u>2015</u> |
| | <u>(US\$'000)</u> | <u>(US\$'000)</u> |
| Accounts receivable | 149,065 | 156,523 |
| Accounts receivable due from related party (Note (i)) | 12,075 | - |
| Less provision for doubtful debts | (6,062) | (5,155) |
| Net accounts receivable | 155,078 | 151,368 |
| Other receivables and prepayments | 33,772 | 23,737 |
| | <u>188,850</u> | <u>175,105</u> |

Note:

- (i) The Group has transacted with its related party, Agimol Corporation S.A. and its subsidiaries, during the period ended June 30, 2016. The aggregate value of transactions between the Group and Agimol Corporation S.A. and its subsidiaries amounted to \$19.7 million between the date of acquisition and June 30, 2016. The outstanding balance as at June 30, 2016 was \$12.1 million. No provision is held in respect of the outstanding balance.

Analysis of movements in provision for doubtful debts are as follows:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|-----------------------------------|-------------------|-------------------|-------------------|
| | <u>(US\$'000)</u> | <u>(US\$'000)</u> | <u>(US\$'000)</u> |
| Balance at beginning of year | (5,155) | (5,649) | (4,790) |
| Provision for doubtful collection | (1,492) | (663) | (981) |
| Write-offs | 648 | 76 | 515 |
| Exchange differences | (63) | 1,081 | (393) |
| Balance at end of year | <u>(6,062)</u> | <u>(5,155)</u> | <u>(5,649)</u> |

The aging status of the accounts receivable at the reporting date are as follows:

| | <u>June 30, 2016</u> | | <u>June 30, 2015</u> | |
|-----------------------|----------------------|-------------------|----------------------|-------------------|
| | <u>Not impaired</u> | <u>Impaired</u> | <u>Not impaired</u> | <u>Impaired</u> |
| | <u>(US\$'000)</u> | <u>(US\$'000)</u> | <u>(US\$'000)</u> | <u>(US\$'000)</u> |
| Not past due | 139,931 | - | 132,885 | - |
| Past due 1-30 days | 9,659 | 174 | 12,744 | 148 |
| Past due 31-60 days | 1,850 | 2 | 1,473 | 103 |
| Past due 61-90 days | 2,202 | 2,736 | 2,408 | 1,906 |
| Past due 90 plus days | 1,436 | 3,150 | 1,858 | 2,998 |
| Impairment | - | (6,062) | - | (5,155) |
| | <u>155,078</u> | <u>-</u> | <u>151,368</u> | <u>-</u> |

17. Inventories

| | As of June 30, | |
|---|----------------|----------------|
| | 2016 | 2015 |
| | (US\$'000) | (US\$'000) |
| Merchandise / finished goods | 176,903 | 173,008 |
| Raw materials and work in progress | 10,174 | 11,332 |
| Less provision for inventory write down | (5,135) | (5,459) |
| | <u>181,942</u> | <u>178,881</u> |

During the year ended June 30, 2016, finished goods, work in progress, raw materials and consumables included in cost of sales in the Statement of Profit or Loss amounted to \$543.6 million (2015: \$637.2 million; 2014: \$704.9 million) (see note 7).

During the year ended June 30, 2016, inventories written down to net realizable value amounted to \$4.9 million (2015: \$2.6 million; 2014: \$4.5 million). The write-downs are included in cost of sales in the Statement of Profit or Loss. Consideration is given to factors such as age, germination levels and quality when assessing the net realizable value of seeds inventory.

18. Financial Instruments

The table below sets out the Group's classification of each class of financial assets and liabilities, and their fair values.

| | Designated at fair value (US\$'000) | Other amortized cost (US\$'000) | Total carrying amount (US\$'000) | Fair value (US\$'000) |
|----------------------------------|---|--|---|--------------------------|
| As of June 30, 2016 | | | | |
| Assets | | | | |
| Cash and cash equivalents | - | 8,332 | 8,332 | 8,332 |
| Derivative financial instruments | 3,734 | - | 3,734 | 3,734 |
| Trade and other receivables | - | 155,078 | 155,078 | 155,078 |
| Other investments | 2,251 | 4,188 | 6,439 | 6,439 |
| | <u>5,985</u> | <u>167,598</u> | <u>173,583</u> | <u>173,583</u> |
| Liabilities | | | | |
| Derivative financial instruments | 1,746 | - | 1,746 | 1,746 |
| Trade and other payables | - | 218,697 | 218,697 | 218,697 |
| Bank facilities | - | 132,912 | 132,912 | 132,912 |
| | <u>1,746</u> | <u>351,609</u> | <u>353,355</u> | <u>353,355</u> |
| As of June 30, 2015 | | | | |
| Assets | | | | |
| Cash and cash equivalents | - | 9,886 | 9,886 | 9,886 |
| Derivative financial instruments | 1,547 | - | 1,547 | 1,547 |
| Trade and other receivables | - | 151,368 | 151,368 | 151,368 |
| Other investments | 4,852 | 3,789 | 8,641 | 8,641 |
| Finance receivables | - | 972 | 972 | 972 |
| | <u>6,399</u> | <u>166,015</u> | <u>172,414</u> | <u>172,414</u> |
| Liabilities | | | | |
| Derivative financial instruments | 3,567 | - | 3,567 | 3,567 |
| Trade and other payables | - | 197,840 | 197,840 | 197,840 |
| Bank facilities | - | 114,945 | 114,945 | 114,945 |
| | <u>3,567</u> | <u>312,785</u> | <u>316,352</u> | <u>316,352</u> |

The Group's banking facilities are based on floating interest rates. Therefore, the fair value of the banking facilities equals the carrying value.

19. Property, Plant and Equipment

| | Land (US\$'000) | Buildings (US\$'000) | Plant and equipment (US\$'000) | Capital works projects (US\$'000) | Total (US\$'000) |
|---|----------------------------------|---------------------------------------|---|--|-----------------------------------|
| Cost | | | | | |
| Balance at July 1, 2014 | 23,374 | 42,676 | 83,917 | 811 | 150,778 |
| Additions | 1,812 | 241 | 4,955 | 7,031 | 14,039 |
| Added as part of a business combination | - | - | 84 | - | 84 |
| Reclassification | - | - | 82 | (82) | - |
| Disposals and transfers to other asset classes | (599) | (823) | (1,091) | - | (2,513) |
| Exchange difference | (5,272) | (8,279) | (16,885) | (1,027) | (31,463) |
| Balance at June 30, 2015 | <u>19,315</u> | <u>33,815</u> | <u>71,062</u> | <u>6,733</u> | <u>130,925</u> |
| Additions | - | 13,712 | 7,443 | - | 21,155 |
| Added as part of a business combination | - | - | 148 | - | 148 |
| Reclassification | - | - | 3,725 | (3,725) | - |
| Disposals and transfers to other asset classes | (4,301) | (8,600) | (2,119) | - | (15,020) |
| Exchange difference | 489 | 874 | 1,989 | 77 | 3,429 |
| Balance at June 30, 2016 | <u>15,503</u> | <u>39,801</u> | <u>82,248</u> | <u>3,085</u> | <u>140,637</u> |
| Accumulated depreciation and impairment losses | | | | | |
| Balance at July 1, 2014 | - | 4,051 | 42,124 | - | 46,175 |
| Depreciation for the year | - | 879 | 4,621 | - | 5,500 |
| Depreciation recovered to cost of sales | - | - | 991 | - | 991 |
| Disposals and transfers to other asset classes | - | (154) | (828) | - | (982) |
| Exchange difference | - | (889) | (8,863) | - | (9,752) |
| Balance at June 30, 2015 | - | 3,887 | 38,045 | - | 41,932 |
| Depreciation for the year | - | 781 | 4,454 | - | 5,235 |
| Depreciation recovered to cost of sales | - | - | 867 | - | 867 |
| Disposals and transfers to other asset classes | - | (377) | (1,310) | - | (1,687) |
| Exchange difference | - | 185 | 1,210 | - | 1,395 |
| Balance at June 30, 2016 | - | <u>4,476</u> | <u>43,266</u> | - | <u>47,742</u> |
| Carrying amounts | | | | | |
| At June 30, 2015 | <u>19,315</u> | <u>29,928</u> | <u>33,017</u> | <u>6,733</u> | <u>88,993</u> |
| At June 30, 2016 | <u>15,503</u> | <u>35,325</u> | <u>38,982</u> | <u>3,085</u> | <u>92,895</u> |

20. Other Investments

| | As of June 30, | |
|--|----------------|--------------|
| | 2016 | 2015 |
| | (US\$'000) | (US\$'000) |
| Current investments | | |
| BioPacificVentures | 2,251 | - |
| Advances to equity investees | 2,500 | - |
| | <u>4,751</u> | <u>-</u> |
| Non-current investments | | |
| BioPacificVentures | - | 4,851 |
| Advances to equity investees | - | 2,500 |
| Sundry other investments including saleyards | 1,688 | 1,290 |
| | <u>1,688</u> | <u>8,641</u> |

A fair value gain of \$3.6 million was recorded in other comprehensive income for the BioPacificVentures investment in the year ended June 30, 2016 (2015: fair value loss of \$1.8 million). In addition the Group received a capital return of \$6.5 million in respect of its BioPacificVentures investment in the year ended June 30, 2016 (2015: \$0.1 million). The investment is classified as a level 3 financial instrument (note 3). The investment in BioPacificVentures has an anticipated total lifespan of 12 years.

The advance to equity investees is a loan to the South American investee entity, Fertimas S. A. This loan matures in May 2017. Interest is payable on the balance at 7.5% per annum and no provision for doubtful debts was recorded against the loan as at June 30, 2016 (2015: nil).

Sundry consists of sale yards investments, which do not have a market price in an active market and whose fair value cannot be reliably determined, are carried at cost.

21. Intangible Assets

| | Land use rights (US\$'000) | Trademarks, Patents & Rights (US\$'000) | Software (US\$'000) | Total (US\$'000) |
|--|----------------------------------|--|------------------------|---------------------|
| Cost | | | | |
| Balance at July 1, 2014 | 59,839 | 6,730 | 15,857 | 82,426 |
| Additions | 93 | 737 | 1,926 | 2,756 |
| Disposals | - | (392) | - | (392) |
| Exchange difference | (84) | (1,153) | (3,750) | (4,987) |
| Balance at June 30, 2015 | <u>59,848</u> | <u>5,922</u> | <u>14,033</u> | <u>79,803</u> |
| Additions | - | 977 | 1,111 | 2,088 |
| Added as part of a business combination | - | 854 | - | 854 |
| Disposals | - | (1,473) | 32 | (1,441) |
| Exchange difference | (111) | 9 | 632 | 530 |
| Balance at June 30, 2016 | <u>59,737</u> | <u>6,289</u> | <u>15,808</u> | <u>81,834</u> |
| Accumulated amortization and impairment | | | | |
| Balance at July 1, 2014 | 59,738 | 4,055 | 11,285 | 75,078 |
| Amortization for the year | 6 | 435 | 1,168 | 1,609 |
| Elimination on disposals | - | (296) | - | (296) |
| Exchange difference | 8 | (856) | (2,639) | (3,487) |
| Balance at June 30, 2015 | <u>59,752</u> | <u>3,338</u> | <u>9,814</u> | <u>72,904</u> |
| Amortization for the year | 6 | 664 | 1,356 | 2,026 |
| Elimination on disposals | - | (1,132) | 3 | (1,129) |
| Exchange difference | (104) | (204) | 503 | 195 |
| Balance at June 30, 2016 | <u>59,654</u> | <u>2,666</u> | <u>11,676</u> | <u>73,996</u> |
| Carrying amounts | | | | |
| At June 30, 2015 | <u>96</u> | <u>2,584</u> | <u>4,219</u> | <u>6,899</u> |
| At June 30, 2016 | <u>83</u> | <u>3,623</u> | <u>4,132</u> | <u>7,838</u> |

22. Goodwill

| | <u>2016</u> | <u>2015</u> |
|---------------------|--------------|--------------|
| | (US\$'000) | (US\$'000) |
| Opening balance | 3,299 | 3,278 |
| Exchange difference | (258) | 21 |
| Closing balance | <u>3,041</u> | <u>3,299</u> |

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to business segment. Goodwill is allocated to the Seed and Grain segment.

The recoverable amounts of CGUs are determined based on value-in-use calculations. The calculations use budget for the first year and cash flow projections based on financial forecasts prepared by management covering the remaining 4-year operating period. The key assumptions include revenue, cost of sales and operating expenses which were determined by management based on the past performance and its expectations on market development.

Based on the assessment test of goodwill, in the opinion of the Directors, no impairment against the Group's goodwill as of June 30, 2016 is considered necessary.

23. Accounts and Other Payables

| | <u>As of June 30,</u> | |
|---|-----------------------|----------------|
| | <u>2016</u> | <u>2015</u> |
| | (US\$'000) | (US\$'000) |
| Accounts payable | 100,526 | 87,417 |
| Loyalty reward programme | 964 | 1,030 |
| Deposits received in advance | 5,993 | 2,245 |
| Provisions (note i) | 1,637 | 4,253 |
| Accrued inventory purchases | 29,613 | 26,008 |
| Accrued royalty fees | 3,130 | 3,084 |
| Accrued rebates | 4,824 | 5,539 |
| Other accrued liabilities | 11,380 | 16,021 |
| Accrued lease obligations | 2,337 | 2,263 |
| Due to non-controlling interest (note ii) | 25,846 | 25,761 |
| Employee entitlements | 15,303 | 14,359 |
| Other liabilities | 17,142 | 9,860 |
| | <u>218,695</u> | <u>197,840</u> |
| Payable within 12 months | 212,597 | 194,034 |
| Payable beyond 12 months | 6,098 | 3,806 |
| | <u>218,695</u> | <u>197,840</u> |

Note:

(i) Provisions

Commerce Commission investigation

The New Zealand Commerce Commission (Commission) undertook an investigation in relation to allegations of price fixing by New Zealand livestock companies including the Group's Livestock segment in respect of fees associated with the implementation of the National Animal Identification and Tracing Act 2012 (NAIT) requirements. The Commission reached a view that the requirements of the Commerce Act 1996 (Commerce Act) had been breached and filed proceedings seeking a pecuniary penalty from the Group. Included within accruals and other liabilities in 2015 is a provision in respect of the estimated financial impact of the proceedings.

During the year ended June 30, 2016, the High Court approved the penalty agreed to between PGW and the Commission to resolve the proceeding brought by the Commission against PGW.

In reaching agreement with the Commission, PGW agreed to pay a pecuniary penalty of \$1.8 million and to review the NAIT related fees it charges. Payment was made during the year ended 30 June 2016. This payment reflects the role PGW took in coordinating much of the industry response and planning relating to the implementation of NAIT including errors made in reaching arrangements affecting price in breach of the Commerce Act. The penalty includes a discount which reflects resolution prior to trial and the fact that PGW provided its full cooperation to the Commission investigation into the matter.

(ii) Due to non-controlling interest

Represents a put option held by New Hope International ("New Hope"), a non-controlling interest. At initial recognition, the financial liability was recognized at the present value of its estimated exercise price with a corresponding debit to other reserves. Subsequently, the financial liability is being recorded at amortized cost using the effective interest rate method. As of June 30, 2016, the Group has made a prepayment of \$25.8 million (2015: \$12.9 million) to New Hope relating to this put option. The completion of the shareholders agreement with New Hope International in respect of the exercise of the transfer of all or part of its shares to Agria is subject to approval(s) under New Zealand law including consent from the Overseas Investment Office.

Mr. Guanglin Lai, the chairman of the Company's board, made a personal guarantee to the non-controlling interest for the Company's payment obligation in the event that non-controlling exercises its put option. The Company agreed to indemnify Mr. Lai against all the obligations, losses, costs, damages, expenses, liabilities, actions and demands that he may incur or sustain in connection with his personal guarantee. On the basis that we have made full prepayment to New Hope International as of June 2016, the aforesaid Personal Guarantee and Indemnification have been discharged.

24. **Defined Benefit Liability**

Defined Benefit Asset / Liability

| | As of June 30, | |
|--|----------------|------------|
| | 2016 | 2015 |
| | (US\$'000) | (US\$'000) |
| Present value of funded obligations | (52,126) | (49,064) |
| Fair value of plan assets | 37,418 | 39,099 |
| Total defined benefit liability | (14,708) | (9,965) |
| ESCT on committed contributions - short-term | (1,876) | - |
| ESCT on committed contributions - long-term | (1,684) | - |
| Total defined benefit liability | (18,268) | (9,965) |

The Group makes contributions to two defined benefit plans that provide a range of superannuation and insurance benefits for employees and former employees. The two defined benefit plans are open by invitation, however the Group has not invited new members to the plans since June 1995 and November 2000 respectively. The Group does not intend to invite new members to the plan. The plan's retired employees are entitled to receive an annual pension payment payable on their life and in some cases on the life of a surviving spouse.

During the year ended June 30, 2016, the Group made a commitment to provide certain contributions to the two plans over a five year period. As a result of the commitment the defined benefit liability now includes the impact of ESCT (Employer Superannuation Contribution Tax) on the committed contributions.

| The Employment Benefits Plan assets consist of: | PGG Wrightson Employment Benefits Plan | | Wrightson Retirement Plan | |
|---|--|------|------------------------------|------|
| | 2016 | 2015 | 2016 | 2015 |
| Equities | 79% | 76% | 79% | 76% |
| Fixed interest | 19% | 21% | 19% | 21% |
| Cash | 2% | 3% | 2% | 3% |
| | 100% | 100% | 100% | 100% |

Plan assets included PGW's ordinary shares of approximately \$1.2 million (2015: \$1.3 million).

| Actuarial Assumptions: | PGG Wrightson Employment Benefits Plan | | Wrightson Retirement Plan | |
|---|--|-------|------------------------------|-------|
| | 2016 | 2015 | 2015 | 2014 |
| Principal actuarial assumptions at the reporting date (expressed as weighted averages): | | | | |
| Discount rate used (10 year New Zealand Government Bond rate) | 2.34% | 3.62% | 2.34% | 3.62% |
| Future salary increases | 3.00% | 3.00% | 0.00% | 0.00% |
| Future pension increases | 2.00% | 2.00% | 1.40% | 1.40% |

Assumptions regarding future mortality are based on published statistics and mortality tables. The current longevity underlying the values of the defined benefit obligation at the reporting date were as follows:

| | PGG Wrightson Employment Benefits Plan (Years) | | Wrightson Retirement Plan (Years) | |
|---|---|------|---|------|
| | 2016 | 2015 | 2016 | 2015 |
| Longevity at age 65 for current pensioners | | | | |
| Males | 21 | 21 | 21 | 21 |
| Females | 24 | 24 | 24 | 24 |
| Longevity at age 65 for current members aged 45 | | | | |
| Males | 24 | 24 | 24 | 24 |
| Females | 27 | 27 | 27 | 27 |

As of June 30, 2016, the weighted average duration of the defined benefit obligation was 7.7 years for the PGG Wrightson Employment Benefits Plan and 10.1 years for the Wrightson Retirement Plan (2015: 8.8 years for the PGG Wrightson Employment Benefits Plan and 10.5 years for the Wrightson Retirement Plan).

Sensitivity Analysis

The sensitivity of the defined benefit obligation (DBO) to changes in the weighted principal assumption is:

| | 2016 | | | | | | |
|---|---|---|--------------------|--------------------|--------------------|--------------------|--------------------|
| | Impact on DBO with increase in assumption (US\$'000) | Impact on DBO with decrease in assumption (US\$'000) | 2016 (US\$'000) | 2015 (US\$'000) | 2014 (US\$'000) | 2013 (US\$'000) | 2012 (US\$'000) |
| Change in assumption | | | | | | | |
| Discount rate (0.50% movement) | 1,367 | (1,476) | | | | | |
| Salary growth rate (0.50% movement) | (306) | 263 | | | | | |
| Pension growth rate (0.25% movement) | (552) | 547 | | | | | |
| Life expectancy (1 year movement) | (705) | 755 | | | | | |
| Historical information | | | | | | | |
| Present value of the defined benefit obligation | 52,126 | 49,064 | 59,789 | 56,244 | 59,764 | | |
| Fair value of plan assets | (37,418) | (39,099) | (47,952) | (40,152) | (38,973) | | |
| Deficit in the plan | <u>14,708</u> | <u>9,965</u> | <u>11,837</u> | <u>16,092</u> | <u>20,791</u> | | |

The Group expects to pay approximately \$6.7 million (2015: \$0.7 million) in contributions to defined benefit plans in 2017. Member contributions are expected to be approximately \$0.7 million (2015: \$0.7 million).

Movement in the liability for defined benefit obligations:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|--|-----------------|-----------------|-----------------|
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Movement in the liability for defined benefit obligations: | | | |
| Liability for defined benefit obligation at July 1 | 49,064 | 59,789 | 56,244 |
| Benefits paid by the plan | (2,334) | (4,107) | (3,912) |
| Current service costs | 726 | 973 | 1,013 |
| Interest costs | 1,738 | 2,291 | 2,354 |
| Member contributions | 841 | 1,006 | 1,111 |
| <i>Actuarial (gains)/losses recognized in other comprehensive income arising from:</i> | | | |
| Gains from changes in financial assumptions | 3,231 | 2,582 | (4,118) |
| Experience (gains)/losses | (3,354) | 214 | (132) |
| Exchange difference | 2,214 | (13,684) | 7,229 |
| Liability for defined benefit obligation at June 30 | <u>52,126</u> | <u>49,064</u> | <u>59,789</u> |
| Movement in plan assets: | | | |
| Fair value of plan assets at July 1 | 39,099 | 47,952 | 40,152 |
| Contributions paid into the plan | 807 | 1,007 | 1,185 |
| Member contributions | 841 | 1,006 | 1,111 |
| Benefits paid by the plan | (2,334) | (4,107) | (3,912) |
| Current service costs and interest | 1,383 | 1,830 | 1,749 |
| Actuarial gains/(losses) recognized in equity | - | - | - |
| Expected return on plan assets | (3,912) | 2,351 | 2,239 |
| Exchange difference | 1,534 | (10,940) | 5,428 |
| Fair value of plan assets at June 30 | <u>37,418</u> | <u>39,099</u> | <u>47,952</u> |
| Expense recognized in profit or loss: | | | |
| Current service costs | 726 | 973 | 1,013 |
| Interest | 354 | 462 | 606 |
| Expected return on plan assets | 3,912 | (2,351) | (2,239) |
| | <u>4,992</u> | <u>(916)</u> | <u>(620)</u> |
| Recognized in non-operating items - (gain)/loss | 4,185 | (1,923) | (1,806) |
| Recognized in Employee benefit expense | 807 | 1,007 | 1,186 |
| | <u>4,992</u> | <u>(916)</u> | <u>(620)</u> |
| Gains and losses recognized in equity: | | | |
| Cumulative losses at July 1 | (25,319) | (18,980) | (21,299) |
| Net profit and loss impact from current period costs | (4,992) | 916 | 620 |
| Recognized during the year | (3,238) | (2,796) | 4,250 |
| Exchange difference | 7,707 | (4,459) | (2,551) |
| Cumulative losses at June 30 | <u>(25,842)</u> | <u>(25,319)</u> | <u>(18,980)</u> |

25. Share Capital and Share Premium

| | <u>Number of shares</u> | <u>Share Capital</u> | <u>Share Premium</u> |
|------------------|-------------------------|----------------------|----------------------|
| | issued | (US\$'000) | (US\$'000) |
| At June 30, 2015 | <u>110,766,600</u> | - | <u>160,971</u> |
| At June 30, 2016 | <u>110,766,600</u> | - | <u>160,971</u> |

The authorized share capital of the Company is US\$50,000 divided into 450,000,000,000 ordinary and 50,000,000,000 preferred shares with par value of US\$0.0000001 per share.

26. Statutory Reserves and Other Reserves

Statutory Reserves

According to the Company Law of the PRC and the Articles of Association of individual subsidiaries in China, each of them in China is required each year to transfer 10% of the profit after tax as reported in its PRC statutory financial statements to the statutory common reserve fund, except where the fund has reached 50% of the registered capital of the company. This fund can be used to make up any losses incurred or be converted into paid-in capital, provided that the fund does not fall below 25% of the registered capital. As of June 30, 2016, the balance of statutory reserves is provided from the profit after tax of NKY.

The statutory common reserve fund is not distributable except upon liquidation.

Foreign currency translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations as well as from the translation of liabilities that hedge the Group's net investment in a foreign subsidiary.

The following reserves are included in the caption "Other Reserves".

Realized capital reserve

The realized capital reserve comprises the cumulative net capital gains that have been realized.

Revaluation reserve

The revaluation reserve relates to historic revaluations of property, plant and equipment.

Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet settled.

Defined benefit plan reserve

The defined benefit plan reserve contains actuarial gains and losses on plan assets and defined benefit obligations.

Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets and equity investments elected at fair value through other comprehensive income until the investments are derecognized or impaired.

Share Repurchase Program

The Company's Board authorized a share repurchase program on June 8, 2016, under which the Company may repurchase up to \$10 million of its outstanding ADS through December 31, 2017. The repurchases may be made on the open market at prevailing market prices, in privately negotiated transactions, in block trades or through other legally permissible means as determined by our management, including through Rule 10b5-1 share repurchase plans. The timing and extent of any purchases will depend on market conditions and be in accordance with applicable rules and regulations. The Board will review the share repurchase program periodically, and may authorize adjustment of its terms and size. The Company plans to fund repurchases made under this program from its available cash balance.

27. Share-based Payment Reserves

2007 Share Incentive Plan

In July 2007, the Company adopted the 2007 Share Incentive Plan (the "Plan"). The Plan provides for the granting of share options and restricted ordinary shares to employees and consultants of the Company. Options granted under the Plan may be either incentive share options or nonqualified share options. The Company reserved 15,000,000 ordinary shares for issuance under the Plan. Under the Plan, options granted generally vest 30% after the first year of service, 30% after the second year of service, 20% after the third year of service and 20% after the fourth year of service. Certain options granted vest 50% after the first year of service and 50% after the second year of service. Certain options granted vest 33.4% after first year of service and 33.3% each after the second and the third year of service. Options may be granted for a term not exceeding 10 years from the date of grant. The option award provides for accelerated vesting if there is a change in control (as defined in the Plan).

For certain options granted with a four year graded vesting term as described above, in the event of termination of employment or service for any reason after one year of employment or service, the grantee's right to vest in the option under the Plan will terminate twelve months after the written notice of termination. The Company concluded that the termination clause represents a non-substantive vesting term since it allows the grantee to continue to vest options for a twelve month period after termination. For accounting purposes, 60% of these options granted are vested after the first year of service, 20% after the second year of service and 20% after the third year of service.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

| | June 30, 2016 | | June 30, 2015 | |
|------------|---|---------------------|---|---------------------|
| | Average exercise price in \$ per share option | Options (thousands) | Average exercise price in \$ per share option | Options (thousands) |
| At 1 July | 1.48 | 2,624 | 1.38 | 3,344 |
| Granted | - | - | - | - |
| Forfeited | - | - | 1.00 | (700) |
| Exercised | - | - | - | - |
| Expired | 2.73 | (220) | 1.00 | (20) |
| At June 30 | 1.36 | 2,404 | 1.48 | 2,624 |

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

| Grant-vest | Expiry date - 1 July | Exercise price in \$ per share option | Share options (thousands) | |
|------------|----------------------|---------------------------------------|---------------------------|-------|
| | | | 2016 | 2015 |
| 2007-2010 | 2017 | 4.80 | 104 | 204 |
| 2007-2011 | 2017 | 4.80 | 200 | 200 |
| 2008-2012 | 2017 | 1.00 | 400 | 400 |
| 2009-2011 | 2017 | 0.92 | 200 | 200 |
| 2010-2013 | 2020 | 1.00 | 1,100 | 1,220 |
| 2010-2013 | 2020 | 1.00 | - | - |
| 2011-2014 | 2021 | 0.34 | 400 | 400 |
| | | | 2,404 | 2,624 |

Share-based payment expense for all share options granted have been fully recorded as of June 30, 2016.

2015 Share Incentive Plan

On September 9, 2015, the Board of Directors approved the Company to adopt the 2015 Share Incentive Plan, or the 2015 Plan, to attract and retain the best available personnel, provide additional incentives to employees, directors and consultants and promote the success of our business. The board of directors has authorized the issuance of up to 16,614,990 ordinary shares upon exercise of awards granted under the 2015 Plan. During the year ended June 30, 2016, 11,076,660 restricted shares were granted to our directors and executive officers and other individuals as a group. These restricted shares will vest in equal installments over thirty-six months after the date of grant. The total of restricted shares that vested during the year and as of June 30, 2016 were 2,769,165 shares. As of June 30, 2016, the number of unvested restricted shares was 8,307,495.

The weighted average fair value of restricted shares granted during the year determined using the Black-Scholes valuation model was \$0.51 per share. The fair value of restricted shares granted during the year was \$5.7 million. The assumptions input into the model to determine the fair value were: (i) vesting term of equal installments of 36 months, (ii) risk free rate assumed with reference to US Treasury Bonds Rates and Bloomberg Fair Value Market Curves as of the Valuation Date, and (ii) the volatility estimated based on the historical volatility of the Company. The fair value is being amortized in profit and loss over a thirty-six month vesting period. During the year ended June 30, 2016, restricted share amortization expense was \$1.5 million.

28. Commitments

(1) Operating lease commitments

The Group leases a fleet of vehicles for use by employees, agents and representatives. Leases are typically for a period between four and six years.

The Group leases office and computer equipment. Leases are typically for a period of three years.

The Group also leases and subleases land and buildings from which it conducts operations. These leases range in length from 1 to 15 years with various rights of renewal. Where surplus properties are unable to be exited, sublease revenue is obtained where possible on a short-term temporary basis. During the year ended June 30, 2016, sublease revenue totaled approximately \$0.8 million (2015:\$0.9 million).

Non-cancellable operating lease rentals are payable as follows as of June 30, 2016 and 2015:

| | <u>2016</u> | <u>2015</u> |
|----------------------------|---------------|---------------|
| | (US\$'000) | (US\$'000) |
| Within one year | 14,560 | 14,288 |
| Between one and five years | 32,730 | 22,186 |
| Beyond five years | 10,588 | 6,734 |
| | <u>57,878</u> | <u>43,208</u> |

(2) Commitments

| | <u>2016</u> | <u>2015</u> |
|--|---------------|---------------|
| | (US\$'000) | (US\$'000) |
| Capital expenditure not provided for (note (i)) | 1,209 | 12,257 |
| Commitments of investments (note (ii)) | 3,655 | 3,961 |
| Contributions to Primary Growth Partnership (note (iii)) | 1,015 | 1,614 |
| Purchase commitment (note (iv)) | 10,304 | 4,454 |
| | <u>16,183</u> | <u>22,286</u> |

Notes:

(i) Capital expenditure not provided for

South American logistics centre

Included within capital expenditure not provided for as of June 30, 2015 was a commitment of \$9.4 million in respect of contracted costs to complete the new logistics centre in Montevideo, South America. There is no material capital expenditure commitment as of June 30, 2016.

Property Plant and Equipment in New Zealand

As of June 30, 2016, the \$1.2 million capital expenditure not provided for related to purchase of property plant and equipment in various locations in New Zealand.

(ii) Commitment of investments

Investment in BioPacificVentures

The Group has committed approximately \$10.8 (NZ\$14.0) million to an international fund established for investment in food and agriculture life sciences. The Group's investment in BioPacificVentures began in June 2005. The investment has an anticipated total lifespan of 12 years. At June 30, 2016, approximately \$10.8 (NZ\$13.95) million has been drawn on the committed level of investment (2015: \$10.8 million).

Investment in Beijing Zhongnong Seed Industry Co., Ltd.

In October 2009, the Company entered into a strategic co-operation framework agreement with the China National Academy of Agricultural Sciences ("CNAAS"), one of the largest agricultural research organizations in the PRC, providing for future co-operation across the spectrum of agricultural research. The Company also entered into an investment agreement with CNAAS and its affiliates, under which the Company is to invest approximately \$5.3 million (RMB35 million) (of which approximately \$1.7 million (RMB11 million) has been paid as of June 30, 2016) for a 53.84% equity interest of Zhongnong, a company wholly owned by CNAAS and its affiliates.

(iii) Contributions to Primary Growth Partnership

The Group announced on February 18, 2013 that it had completed the contracting process for the Primary Growth Partnership (PGP) programme with the Ministry of Primary Industries. The PGP programme is a Seed and Nutritional Technology Development Programme that aims to deliver innovative forages for New Zealand farms. As a result of entering into the partnership the Group is committed to contributions to the partnership over the six year life of the programme which ends on December 31, 2018. The total commitment in respect of the programme has been reassessed to \$2.6 million in the current year. As of June 30, 2016, total contributions of approximately \$1.5 million (2015: \$1.2 million) have been made to the programme.

(iv) Purchase commitments mainly consist of service agreements entered into with corn seed companies to purchase corn seeds. The terms of the agreements are for a period of one year. Future minimum purchase payments for the year ending June 30, 2016, under all non-cancelable agreements are approximately \$10.3 million (2015: \$4.5 million).

Except as disclosed, there are no material commitments.

29. Contingent liabilities

| | <u>2016</u> | <u>2015</u> |
|---------------------------------|-------------|-------------|
| | (US\$'000) | (US\$'000) |
| Loyalty reward programme (note) | 92 | 100 |
| | <u>92</u> | <u>100</u> |

Notes:

Loyalty Reward Programme

The PGG Wrightson Loyalty Reward Programme is run in conjunction with the co-branded ASB Visa reward card. A provision is retained for the expected level of points redemption. The contingent liability represents the balance of live points that are not provided for.

30. Related Party Transactions

(1) The Company had the following related party transactions during the periods presented:

| | <u>2016</u> (US\$'000) | <u>2015</u> (US\$'000) | <u>2014</u> (US\$'000) |
|--|---------------------------|---------------------------|---------------------------|
| Purchase of retail goods, sale of seed under production contracts and livestock transactions | | | |
| Key management personnel | <u>3,762</u> | <u>4,056</u> | <u>4,593</u> |
| Collection of amounts due from: | | | |
| Equity investee | <u>-</u> | <u>28</u> | <u>1</u> |
| Loan to Equity investee | <u>-</u> | <u>4</u> | <u>77</u> |
| Proceeds of loan from shareholder | <u>4,201</u> | <u>-</u> | <u>-</u> |
| Repayment of loan from shareholder | <u>2,446</u> | <u>-</u> | <u>-</u> |
| Interest on loan from shareholder (note (i)) | <u>114</u> | <u>209</u> | <u>214</u> |

A number of Directors, senior executives or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. A number of these entities transacted with the Company during the reporting periods. The terms and conditions of these transactions with key management personnel and their related parties were determined to be no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

(2) The Company had the following related party balances at the end of the following periods:

| | <u>June 30,</u> <u>2016</u> (US\$'000) | <u>June 30,</u> <u>2015</u> (US\$'000) |
|-----------------------------------|--|--|
| Amounts due from related parties: | | |
| Accounts receivable (Note 16) | <u>12,075</u> | <u>-</u> |
| Amounts due to related parties: | | |
| Shareholder (note (i)) | <u>4,201</u> | <u>2,446</u> |

Notes:

(i) Loan from shareholder is unsecured and bears interest at 12% per annum.

31. Principal Subsidiaries and Transactions with non-controlling interests

As of June 30, 2016, the Company's principal subsidiaries consisted of the following entities:

| Name | Place of Incorporation | % of effective ownership interest held by the Group | % of ownership interests directly held by | |
|---|------------------------------------|---|---|---------------------------|
| | | | Subsidiary | Non-controlling interests |
| <i>Subsidiary directly held by the Company</i> | | | | |
| Agria Group Limited (formerly known as Aero-Biotech Group Limited) | British Virgin Islands ("BVI") | 100% | - | - |
| <i>Subsidiaries indirectly held by the Company</i> | | | | |
| China Victory International Holdings Limited ("China Victory") | Hong Kong | 100% | 100.00% | - |
| Aero Biotech Science & Technology Co., Ltd. ("Agria China") | People's Republic of China ("PRC") | 100% | 100.00% | - |
| Agria Holdings (Shenzhen) Co., Ltd. ("Agria Shenzhen") (formerly known as Agria Brother Biotech (Shenzhen) Co., Ltd.) | PRC | 100% | 100.00% | - |
| Agria Biotech Overseas Limited ("Agria Overseas") | Hong Kong | 100% | 100.00% | - |
| Agria Asia International Limited ("Agria International") | Hong Kong | 100% | 100.00% | - |
| Agria Hong Kong Limited ("Agria Hong Kong") | Hong Kong | 100% | 100.00% | - |
| Hiltex Investment Limited ("Hiltex Investment") | BVI | 100% | 100.00% | - |
| Golden Hero International Co., Ltd. ("Golden Hero") | Hong Kong | 100% | 100.00% | - |
| Agria Asia Investments Ltd. ("Agria Asia Investments") (formerly known as Southrich Limited) | BVI | 80.81% | 80.81% | 19.19% |
| Agria (Singapore) Pte. Ltd ("Agria Singapore") | Singapore | 80.81% | 100.00% | - |
| Agria Corporation (New Zealand) Ltd ("Agria New Zealand") | New Zealand | 80.81% | 100.00% | - |
| Agria NZ Finance Limited | New Zealand | 100.00% | 100.00% | - |
| PGG Wrightson Limited ("PGW") | New Zealand | 40.58% | 50.22% | 49.78% |
| PGG Wrightson Seeds Holdings Limited | New Zealand | 40.58% | 100.00% | - |
| PGW Rural Capital Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Employee Benefits Plan Trustee Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Real Estate Limited | New Zealand | 40.58% | 100.00% | - |
| Agriculture New Zealand Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Trustee Limited | New Zealand | 40.58% | 100.00% | - |
| PGW Corporate Trustee Limited | New Zealand | 40.58% | 100.00% | - |
| AgriServices South America Limited | New Zealand | 40.58% | 100.00% | - |
| PGW AgriServices Australia Pty Limited | Australia | 40.58% | 100.00% | - |
| PGG Wrightson Investments Limited | New Zealand | 40.58% | 100.00% | - |
| Bloch & Behrens Wool (NZ) Limited | New Zealand | 40.58% | 100.00% | - |
| NZ Agritrade Limited (formerly known as Agri-feeds Limited) | New Zealand | 40.58% | 100.00% | - |
| Ag Property Holdings Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Seeds New Zealand Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Seeds South America Holdings Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Seeds Australia Holdings Pty Limited | Australia | 40.58% | 100.00% | - |
| PGG Wrightson Seeds Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Consortia Research Limited | New Zealand | 40.58% | 100.00% | - |
| Grasslands Innovation Limited | New Zealand | 28.41% | 70.00% | 30.00% |
| Agricom Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Genomics Limited | New Zealand | 40.58% | 100.00% | - |
| Wrightson Seeds Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Employee Benefits Plan Limited | New Zealand | 40.58% | 100.00% | - |
| PGG Wrightson Seeds (Australia) Pty Limited | Australia | 40.58% | 100.00% | - |
| PGW AgriTech South America S.A. | Uruguay | 40.58% | 100.00% | - |
| Wrightson Pas S.A. | Uruguay | 40.58% | 100.00% | - |
| Juzay S.A. | Uruguay | 40.58% | 100.00% | - |
| Agrosan S.A. | Uruguay | 40.58% | 100.00% | - |
| Alfalares S.A. | Argentina | 40.58% | 100.00% | - |
| NZ Ruralco Participacoes Ltda | Brazil | 40.58% | 100.00% | - |
| Hunker S.A. (t/a Rural Centre) | Uruguay | 40.58% | 100.00% | - |
| Lanelle S.A. (t/a Riegoriental) | Uruguay | 40.58% | 100.00% | - |
| Afinlux S.A. (t/a Romualdo Rodriguez) | Uruguay | 20.70% | 51.00% | 49.00% |
| Kroslyn S.A. Limited | Uruguay | 40.58% | 100.00% | - |
| Escritorio Romualdo Rodriguez Ltda | Uruguay | 40.58% | 100.00% | - |

As of June 30, 2016, the Company consolidates the following structured entities and their subsidiaries:

| Name | Place of Incorporation | % of ownership interest indirectly held by Subsidiary | % of effective ownership interest held by the Company |
|--|------------------------|---|---|
| Shenzhen Zhongguan Agriculture Group Co., Ltd. (“Zhongguan”) (formerly known as Shenzhen Guanli Agricultural Technology Co., Ltd.) | PRC | 100% (note) | 100% |
| Agria NKY Seeds Co., Ltd. (“NKY”) (formerly known as Beijing NKY Seeding Development Co., Ltd.) | PRC | 100% (note) | 100% |
| Shenzhen NKY Seeds Co., Ltd. (“Shenzhen NKY”) (formerly known as Shenzhen Agria Agricultural Co., Ltd.) | PRC | 100% (note) | 100% |
| Shenzhen PGW Seeds Co., Ltd. (“Shenzhen PGW Seeds”) (formerly known as Shenzhen Zhongyuan Agriculture Co., Ltd.) | PRC | 100% (note) | 100% |
| Tianjin Beiao Seeds Technology Development Co., Ltd. (“Beiao”) | PRC | 100% (note) | 100% |
| Wuwei NKY Seeds Co., Ltd. | PRC | 100% (note) | 100% |
| Shanxi Jufeng Seeds Co., Ltd. | PRC | 100% (note) | 100% |
| Zhuhai NKY Seeds Co., Ltd. (“Zhuhai NKY”) | PRC | 100% (note) | 100% |
| Zhuhai Jintain Agriculture Development Co., Ltd | PRC | 100% (note) | 100% |

Note: As described in Note 1, the Company does not have legal ownership in equity of these subsidiaries. Nevertheless, under certain contractual agreements entered into with the registered owners of these subsidiaries, the Company and its other legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company and/or its other legally owned subsidiaries. As a result, they are presented as consolidated structured entities of the Company.

The Company has not provided any financial or other support that it was not previously contractually required to provide during the periods presented to consolidated structured entities.

Material Non-controlling Interests

Set out below is summarized financial information for a subsidiary that has non-controlling interests that is material to the Group. The amounts disclosed are before inter-company eliminations.

| | PGW | |
|--------------------------------------|----------------|----------------|
| | As of June 30, | |
| | 2016 | 2015 |
| | (US\$'000) | (US\$'000) |
| Summarized financial position | | |
| Current assets | 368,553 | 336,908 |
| Current liabilities | (200,971) | (202,446) |
| Current net assets | <u>167,582</u> | <u>134,462</u> |
| Non-current assets | 119,426 | 107,156 |
| Non-current liabilities | (92,389) | (59,998) |
| Non-current net assets | <u>27,037</u> | <u>47,158</u> |
| Net assets | <u>194,619</u> | <u>181,620</u> |

| | PGW | | |
|--|-----------------------------|----------------|---------------|
| | For the year ended June, 30 | | |
| | 2016 | 2015 | 2014 |
| | (US\$'000) | (US\$'000) | (US\$'000) |
| Summarized statement of profit or loss | | | |
| Revenue | 792,322 | 931,488 | 1,013,690 |
| Profit for the year | 26,593 | 25,301 | 35,322 |
| Other comprehensive income | (3,758) | 5,533 | 23,510 |
| Total comprehensive income | <u>22,835</u> | <u>30,834</u> | <u>58,832</u> |
| Dividends paid to non-controlling interests | 9,837 | 16,556 | 10,407 |
| Summarized cash flows | | | |
| Cash flows provided by operating activities | 23,606 | 22,583 | 45,585 |
| Cash flows used in investing activities | (8,817) | (10,550) | (15,359) |
| Cash flows used in financing activities | (14,596) | (15,183) | (25,614) |
| Net increase / (decrease) in cash and cash equivalents | <u>193</u> | <u>(3,150)</u> | <u>4,612</u> |

32. Subsequent Events

Repayment of bank loan

In August 2016, the Company repaid a \$4.7 million short-term bank loan.

New loan facility from related party

In August 2016, the Group's subsidiary, China Victory, entered into a new loan agreement with a related party, Mao Xing Limited, to grant the Group \$10 million maturing in July 2019. Mao Xing Limited is a limited company incorporated in British Virgin Islands, a wholly-owned subsidiary of Softpower International Limited. Mr. Guanglin Lai is an executive director and the Chairman of the Board of Directors of Agria, and is also a substantial shareholder of Softpower International Limited.

Acquisition of Grainsearch

On July 15, 2016 the Group acquired the assets and business of Grainsearch Pty Limited. Grainsearch facilitates research for new varieties of cereal seeds and is based in Victoria, Australia. Management is determining the fair value of the assets acquired. The business is included in the Group's Seed & Grain business segment.

Assets held for sale

Subsequent to June 30, 2016 the Group sold two properties recorded as assets held for sale. The sale of these properties resulted in a gain of \$0.4 million.

Dividend

On August 8, 2016 the Directors of the Group's subsidiary, PGG Wrightson Limited, resolved to pay a final dividend of NZ\$2.00 cents per share on October 4, 2016 to shareholders on PGG Wrightson's share register as of September 5, 2016. This dividend will be fully imputed.

Agreement relating to Supplemental Agreement
- Partial Prepayment

Relating to Agria Asia Investments Limited

Agria Group Limited (**Agria Group**)

New Hope International (Hong Kong) Limited (**New Hope**)

Details

Date

January 14th, 2013

Parties

Name **Agria Group Limited**
Short name **Agria Group**
Notice Details Room 1701, 17/F., Dutyfree Commercial Building, Fuhua First Road, Futian District, Shenzhen 518048, the People's Republic of China
Fax 86 755 8276 6965
Attention Patrick Tsang

Name **New Hope International (Hong Kong) Limited**
Short name **New Hope**
Notice Details Suite 2508, West Tower, LG Twin Tower, Jianguomenwai Avenue, Chaoyang District, Beijing, China
Fax 010-65676087
Attention Tianli Zhang

Background

- A The parties hereto have entered into a Shareholders Agreement ("**Shareholders Agreement**") as of 28 June 2011 relating to Agria Asia Investments Limited (**Company**).
- B Contemporaneously thereto, the parties entered into a Supplemental Agreement ("**Supplemental Agreement**") as of 28 June 2011 relating to the Company.
- C In acknowledgement of the right of New Hope to exercise the Put Option, at the request of New Hope, Agria Group agrees to make an advance in the sum of US\$500,000, by way of a partial prepayment of the Repurchase Price on and subject to the terms of this Agreement.

Agreed terms

1. Defined terms and interpretation

In this agreement, unless the context otherwise requires, words and expression defined in the Shareholders Agreement and the Supplemental Agreement shall have the same meaning in this agreement.

2. Partial Prepayment

Agria Group hereby agrees on a date prior to 15 January 2013, make advance to New Hope in the sum of US\$500,000, by way of a partial prepayment (“**Partial Prepayment**”) of the Repurchase Price.

3. Repurchase Price

3.1 The parties agree that the annual compound annual interest rate of 8% on the initial subscription price of the Repurchased Shares under Clause 2 of the Supplemental Agreement shall be computed to 31 December 2012, thereafter, the initial subscription price of the Repurchased Shares shall be reduced by the amount of the Partial Prepayment as from 1 January 2013 for the purpose of computing further compound annual interest.

3.2 The parties agree that the Repurchase Price payable by Agria Group upon exercise of the Put Option by New Hope shall take into account and deduct the Partial Prepayment.

4. Entire Agreement

This agreement, together with the Supplemental Agreement and the Shareholders Agreement dated 28 June 2011, the Charge over Shares in Agria Asia Investments Limited dated 28 June 2011 and the Personal Guaranty dated 28 June 2011 constitute the entire agreement between the parties in connection with their subject matter and supersede all previous agreements or understandings between the parties in connection with that subject matter.

5. Miscellaneous

Subject as provided above, clauses 6, 7, 8, 9 and 10 of the Shareholders Agreement as of 28 June 2011 shall apply to this agreement with such changes as the context and circumstances require as though they were set out in full in this agreement.

Signing page

EXECUTED as an agreement

SIGNED by **AGRIA GROUP LIMITED** by its duly authorised signatory:

/s/ Guanglin Lai

Signature of authorised signatory

Guanglin Lai

Name of authorised signatory

SIGNED by **NEW HOPE INTERNATIONAL (HONG KONG) LIMITED** by its duly authorised signatory:

/s/ Guokun Zhang

Signature of authorised signatory

Guokun Zhang

Name of authorised signatory

Prepayment Agreement relating to Supplemental Agreement

Relating to Agria Asia Investments Limited

Agria Group Limited (**Agria Group**)

New Hope International (Hong Kong) Limited (**New Hope**)

Details

Date 5 August 2013

Parties

Name **Agria Group Limited**
Short name **Agria Group**
Notice Details Room1701, 17/F, Dutyfree Business Building, Fuhua 1st Road, Futian District, Shenzhen, PRC (518048)

Fax 852-21955276
Attention Patrick Tsang

Name **New Hope International (Hong Kong) Limited**
Short name **New Hope**
Notice Details Suite 2508, West Tower, LG Twin Tower, Jianguomenwai Avenue, Chaoyang District, Beijing, China
Fax 010-65676087
Attention Tianli Zhang

Background

- A The parties hereto have entered into a Shareholders Agreement (**Shareholders Agreement**) as of 28 June 2011 relating to Agria Asia Investments Limited (**Company**), whereby Clause 4 provides that New Hope shall have the right to sell its Shares in the Company to Agria Group (the "**Put Option**") in the manner provided therein.
- B Contemporaneously thereto, the parties entered into a Supplemental Agreement (**Supplemental Agreement**) relating to the Company, whereby Clause 3 provides that the Parties agree that with respect to any fiscal year, if the dividends distributed by the Company to New Hope is less than 5% of the original subscription price per share under the Subscription Agreement multiplied by the number of Shares then held by New Hope ("**Guaranteed Return**"). Agria Group shall provide an interest-free loan to New Hope in the amount equal to the difference between the Guaranteed Return and the dividends received by New Hope. New Hope shall in subsequent years repay such amount of outstanding principal equal to any excess of the amount of any dividends received by New Hope from the Company over the Guaranteed Return.
- C The Parties are entering into this agreement to record the agreement and understanding of the Parties with respect to prepayment of the Repurchase Price and the Guaranteed Return to New Hope

Agreed terms

1. Defined terms and interpretation

In this agreement, unless the context otherwise requires, words and expression defined in the Shareholders Agreement and the Supplemental Agreement shall have the same meaning in this agreement.

2. Prepayment of Repurchase Price

The Parties agree that notwithstanding the provision in the Agria Group hereby agrees to make the Shareholders Agreement and the Supplemental Agreement, subject only to the provision in relation to compound annual interest of 8% as provided in Clause 2(c) of the Supplemental Agreement, the Repurchase Price for 50% of the Shares initially subscribed by New Hope, shall be fixed at the sum of USD10,000,000 plus interest as provided in Clause 2(c) of the Supplemental Agreement and the Agria Group hereby agrees to make prepayment(s) of the Repurchase Price to New Hope in the following manner:

- (a) the sum of USD500,000 made on 14 January 2013;
- (b) the sum of USD3,500,000 to be made within one month from the execution date of this agreement;
- (c) the balance sum of USD 6,000,000 plus the interest calculated in accordance with Clause 2(c) of the Supplemental Agreement, payable in equivalent amount of RMB, to be made on or before 31 October 2013.

In consideration of the prepayment as aforesaid,

(d) New Hope will refrain from exercising its Put Option until the expiry of 36 months following the Completion, for avoidance of doubt, by which time, New Hope shall be entitled to sell to Agria Group or its nominee(s) up to 100% of the Shares initially subscribed by New Hope; and for the avoidance of doubt, at the request of Agria Group, the Parties will in good faith facilitate the sale or transfer of the Shares in such manner without triggering the follow-on offer to be made in respect of other shares of PGW not already owned by Agria Group and/or its concert parties.

(e) subject to and upon full payment of the Repurchase Price of USD10,000,000 or full Repurchase Price, as the case may be, New Hope thereby grants in favour of Agria Group a call option ("**Call Option**") to require New Hope to transfer free from encumbrances up to 50% or 100%, as the case may be of the Shares initially subscribed by New Hope to Agria Group or its nominee(s). The Call Option may be exercised in whole or in part at any time after full payment of the Repurchase Price.

The repurchase price for the Shares shall be determined in accordance with Clause 2 of the Supplemental Agreement. Agria Group may offset the prepayment(s) aforementioned against the payment of repurchase price of the Shares. For avoidance of doubt, Agria Group may not offset the payment of Guaranteed Return paid to New Hope as mentioned below against the payment of repurchase price for the Shares.

For the avoidance of doubt, the compound annual interest rate of 8% shall accrue only on such balance of the subscription price taking into account the aforesaid prepayment(s) from the Completion to the date of the full payment of the Repurchase Price.

For the avoidance of doubt, calculation of the Repurchase Price together with interests and Guaranteed Return is set out in the Schedule hereto.

3. Payment of Guaranteed Return

Agria Group hereby agrees to extend such sum(s), by way of an interest-free loan to New Hope, being in the amount equal to the difference between the Guaranteed Return and the dividends received by New Hope.

The parties agree that New Hope shall in subsequent year(s) repay the amount of outstanding principal loan, equal to any excess of the amount of any dividends received by New Hope from the Company over the Guaranteed Return.

For the avoidance of doubt, the Guaranteed Return at the rate of 5% per annum shall accrue only on such balance of the subscription price taking into account the aforesaid prepayment(s) from the Completion to the date of the full payment of the Repurchase Price.

4. Entire Agreement

This agreement, together with the Supplemental Agreement and the Shareholders Agreement dated 28 June 2011, the Charge over Shares in Agria Asia Investments Limited dated 28 June 2011, the Personal Guaranty dated 28 June 2011 and the agreement relating to Supplemental Agreement – partial prepayment dated 14 January 2013 constitute the entire agreement between the parties in connection with their subject matter and supersede all previous agreements or understandings between the parties in connection with that subject matter.

5. Miscellaneous

Subject as provided above, clauses 6, 7, 8, 9 and 10 of the Shareholders Agreement shall apply to this agreement with such changes as the context and circumstances require as though they were set out in full in this agreement.

Signing page

EXECUTED as an agreement

SIGNED by **AGRIA GROUP LIMITED** by its duly authorised signatory:

/s/ Patrick Tsang

Signature of authorised signatory

Patrick Tsang

Name of authorised signatory

SIGNED by **NEW HOPE INTERNATIONAL (HONG KONG) LIMITED** by its
duly authorised signatory:

/s/ Wang Hang

Signature of authorised signatory

Wang Hang

Name of authorised signatory

Interest and guaranteed return calculation

Schedule

Compound interest @ 8% p.a.

| Start date | End date | Year | Principle | Interest rate | Interest |
|------------|------------|------|----------------|---------------|------------------|
| 29/4/2011 | 31/12/2012 | 1.68 | US\$ 500,000 | 8% | US\$ 68,868.68 |
| 29/4/2011 | 5/8/2013 | 2.27 | US\$ 3,500,000 | 8% | US\$ 668,513.16 |
| 29/4/2011 | 31/10/2013 | 2.51 | US\$ 6,000,000 | 8% | US\$1,278,319.91 |

Guaranteed Return

| Subscription Price | Guaranteed Return | Dividend paid | Interest-free loan |
|--------------------|-------------------|--|--------------------|
| US\$ 20,000,000 | 5% US\$ 1,000,000 | 20/4/2012 NZD 477,933.00 US\$ 389,990.21 | US\$ 610,009.79 |

To be paid on 6/8/2013

| | US\$ |
|--|---------------------|
| Repurchase Price of US\$ 3,500,000 | 3,500,000.00 |
| Interest of US\$ 5,000,000 for the period of 29/4/2011 to 31/12/2012 | 68,868.68 |
| Interest of US\$ 3,500,000 for the period of 29/4/2011 to 5/8/2013 | 668,513.16 |
| Interest-free loan | 610,009.79 |
| Total | 4,847,391.63 |

Supplemental to Prepayment Agreement

Relating to Agria Asia Investments Limited

Agria Group Limited (**Agria Group**)

New Hope International (Hong Kong) Limited (**New Hope**)

Details

Date Feb 2015

Parties

Name **Agria Group Limited**
Short name **Agria Group**
Notice Details Room1701, 17/F, Dutyfree Business Building, Fuhua 1st Road, Futian District, Shenzhen, PRC (518048)

Fax 852-21955276
Attention Jennifer He

Name **New Hope International (Hong Kong) Limited**
Short name **New Hope**
Notice Details Suite 2508, West Tower, LG Twin Tower, Jianguomenwai Avenue, Chaoyang District, Beijing, China
Fax 010-65676087
Attention Tianli Zhang

Background

- A The parties hereto have entered into a Shareholders Agreement (**Shareholders Agreement**) as of 28 June 2011 relating to Agria Asia Investments Limited (**Company**), whereby Clause 4 provides that New Hope shall have the right to sell its Shares in the Company to Agria Group (the “**Put Option**”) in the manner provided therein.
- B Contemporaneously thereto, the parties entered into a Supplemental Agreement (**Supplemental Agreement**) relating to the Company, whereby Clause 3 provides that the Parties agree that with respect to any fiscal year, if the dividends distributed by the Company to New Hope is less than 5% of the original subscription price per share under the Subscription Agreement multiplied by the number of Shares then held by New Hope (“**Guaranteed Return**”). Agria Group shall provide an interest-free loan to New Hope in the amount equal to the difference between the Guaranteed Return and the dividends received by New Hope. New Hope shall in subsequent years repay such amount of outstanding principal equal to any excess of the amount of any dividends received by New Hope from the Company over the Guaranteed Return.
- C The Parties entered into the Repayment Agreement to the Supplemental Agreement (**Prepayment Agreement**) as of 5 August, 2013 with respect to and pursuant to which, payment having been made as prepayment for 50% of the Repurchase Price including interests thereon and the Guaranteed Return to New Hope.
- D The Parties are entering into this agreement to record the agreement and understanding of the Parties with respect to prepayment of the balance of the Repurchase Price and the Guaranteed Return to New Hope

Agreed terms

1. Defined terms and interpretation

In this agreement, unless the context otherwise requires, words and expression defined in the Shareholders Agreement, the Supplemental Agreement and the Prepayment Agreement shall have the same meaning in this agreement.

2. Prepayment of Repurchase Price

The Parties agree that notwithstanding the provision in the Agria Group hereby agrees to make the Shareholders Agreement and the Supplemental Agreement, subject only to the provision in relation to compound annual interest of 8% as provided in Clause 2(c) of the Supplemental Agreement, the balance Repurchase Price for 50% of the Shares initially subscribed by New Hope, shall be fixed at the sum of USD10,000,000 plus interest as provided in Clause 2(c) of the Supplemental Agreement and the Agria Group hereby agrees to make prepayment(s) of the balance Repurchase Price to New Hope in the following manner:

- (a) the sum of USD 1,000,000 made on or before the end of February 2015;
- (b) the sum of USD 6,000,000 made on or before the end of March 2015;
- (c) the balance sum of USD 3,000,000 plus the interest calculated in accordance with Clause 2(c) of the Supplemental Agreement to be made on or before the end of October 2015.

In consideration of the prepayment as aforesaid,

- (a) New Hope will refrain from exercising its Put Option; and for the avoidance of doubt, at the request of Agria Group, the Parties will in good faith facilitate the sale or transfer of the Shares in such manner without triggering the follow-on offer to be made in respect of other shares of PGW not already owned by Agria Group and/or its concert parties.
- (b) subject to and upon full payment of the balance Repurchase Price of USD10,000,000 or full Repurchase Price, as the case may be, New Hope thereby grants in favour of Agria Group a call option ("**Call Option**") to require New Hope to transfer free from encumbrances up to 50% or 100%, as the case may be of the Shares initially subscribed by New Hope to Agria Group or its nominee(s). The Call Option may be exercised in whole or in part at any time after full payment of the Repurchase Price.

The repurchase price for the Shares shall be determined in accordance with Clause 2 of the Supplemental Agreement. Agria Group may offset the prepayment(s) aforementioned against the payment of repurchase price of the Shares. For avoidance of doubt, Agria Group may not offset the payment of Guaranteed Return paid to New Hope as mentioned below against the payment of repurchase price for the Shares.

For the avoidance of doubt, the compound annual interest rate of 8% shall accrue only on such balance of the subscription price taking into account the aforesaid prepayment(s) from the Completion to the date of the full payment of the Repurchase Price.

For the avoidance of doubt, calculation of the Repurchase Price together with interests and Guaranteed Return is set out in the Schedule hereto.

3. Payment of Guaranteed Return

Agria Group hereby agrees to extend such sum(s), by way of an interest-free loan to New Hope, being in the amount equal to the difference between the Guaranteed Return and the dividends received by New Hope.

The parties agree that New Hope shall in subsequent year(s) repay the amount of outstanding principal loan, equal to any excess of the amount of any dividends received by New Hope from the Company over the Guaranteed Return.

For the avoidance of doubt, the Guaranteed Return at the rate of 5% per annum shall accrue only on such balance of the subscription price taking into account the aforesaid prepayment(s) from the Completion to the date of the full payment of the Repurchase Price.

4. Entire Agreement

This agreement, together with the Repayment Agreement, the Supplemental Agreement and the Shareholders Agreement dated 28 June 2011, the Charge over Shares in Agria Asia Investments Limited dated 28 June 2011, the Personal Guaranty dated 28 June 2011 and the agreement relating to Supplemental Agreement – partial prepayment dated 14 January 2013 constitute the entire agreement between the parties in connection with their subject matter and supersede all previous agreements or understandings between the parties in connection with that subject matter.

5. Miscellaneous

Subject as provided above, clauses 6, 7, 8, 9 and 10 of the Shareholders Agreement shall apply to this agreement with such changes as the context and circumstances require as though they were set out in full in this agreement.

Signing page

EXECUTED as an agreement

SIGNED by **AGRIA GROUP LIMITED** by its duly authorised signatory:

/s/ Guanglin Lai

Signature of authorised signatory

Guanglin Lai

Name of authorised signatory

SIGNED by **NEW HOPE INTERNATIONAL (HONG KONG) LIMITED** by its duly authorised signatory:

/s/ Alex T. Zhang

Signature of authorised signatory

Alex T. Zhang

Name of authorised signatory

THIS DEED OF RELEASE is dated 22 October 2015

AND IS MADE BY:

NEW HOPE INTERNATIONAL (HONG KONG) LIMITED of 2Suite 2508, West Tower, LG Twin Tower, Jianguomenwai Avenue, Chaoyang District, Beijing, China as agent and Chargee for itself and each of the Finance Parties (the “**Chargee**”); and

IN FAVOUR OF:

AGRIA ASIA INVESTMENT LIMITED a company incorporated in the British Virgin Islands, whose registered office is at, PO Box 957, Road Town, Tortola, BVI (“**the Company**”); and

AGRIA GROUP LIMITED a company incorporated in the British Virgin Islands, whose place of business is at 21/F Tower B, PingAn International Finance Center, 1-3 Xinyuan South Road, Chaoyang District, Beijing, China (the “**Chargor**”).

WHEREAS:

- A The Chargor, the Company and the Chargee entered into a Shareholders Agreement dated June 28, 2011 (the “**Shareholders Agreement**”) in connection with certain matters relating to the Chargor’s and Chargee’s shareholding in the Company.
- B The obligations of the Chargor under the Shareholders Agreement were secured, among others, by a charge of the Chargors’ interests in the fully paid Shares in the issued capital of the Company (the “**Charged Shares**”) pursuant to a share charge in respect of the Charged Shares dated June 28, 2011 between the Chargor and the Chargee (the “**Share Charge**”).
- C It is intended that this document takes effect as a deed notwithstanding the fact that a party may only execute this document under hand.

IT IS AGREED as follows:

1. INTERPRETATION

In this Deed terms defined in the Share Charge and the Shareholders Agreement shall have the same meaning when used in this Deed.

TERMINATION OF THE SHARE CHARGE

The Chargor, the Company and the Chargee hereby agree to terminate the Share Charge, without affecting other rights and obligations of the parties under the Shareholders Agreement.

2. RELEASE OF CHARGE OVER SHARES

The Chargee hereby:

- (a) discharges and releases the Share Charge; and
 - (b) releases and re-assigns to the Chargors all of the Chargors’ rights, title, benefit and interest in and to the Charged Shares and any other assets or rights which are secured under or pursuant to the Share Charge so that henceforth the same shall be held freed and discharged from all such security and from all claims and demands under the Share Charge.
 - (c) shall return (i) the original share certificates in respect to the Charged Shares and (ii) the signed transfers in respect to the Charged Shares.
-

3. FURTHER ASSURANCE

The Chargee shall at the sole cost of the Chargors and to a commercially reasonable extent, from time to time on request, do or procure the doing of all acts and/or execute or procure the execution of all documents which the Chargors may reasonably consider necessary for giving full effect to this Deed.

4. COUNTERPARTS

This Deed may be executed in any number of counterparts and by the different parties to this Deed on separate counterparts, each of which when executed and delivered shall be an original but all the counterparts shall together constitute one and the same instrument.

5. GOVERNING LAW

This Deed is governed by, and shall be construed in accordance with, the laws of the British Virgin Islands.

6. JURISDICTION

The parties to this Deed agree that the courts of the British Virgin Islands are to have non-exclusive jurisdiction to settle any disputes which may arise in connection with this Deed. The parties hereby irrevocably waive any objections on the grounds of venue or forum non conveniens or any similar grounds. The parties hereby irrevocably consent to service of process by mail or in any other manner permitted by relevant law.

[INTENTIONALLY LEFT BLANK]

IN WITNESS of which this Deed has been executed and delivered as a deed on the date which appears on page 1 above.

EXECUTED AS A DEED by AGRIA GROUP LIMITED:

) /s/ Guanglin Lai
) Duly Authorised Signatory
)
) Name: Guanglin Lai
)
) Title: Director
)
)

EXECUTED AS A DEED by AGRIA ASIA INVESTMENTS LIMITED:

) /s/ Guanglin Lai
) Duly Authorised Signatory
)
) Name: Guanglin Lai
)
) Title: Director
)
)

EXECUTED AS A DEED by NEW HOPE INTERNATIONAL (HONG KONG) LIMITED:

) /s/ Alex T. Zhang
) Duly Authorised Signatory
)
) Name: Alex T. Zhang
)
) Title: _____
)
)

List of Subsidiaries

As of June 30, 2016

Subsidiaries of the Registrant:

| Name | Place of Incorporation |
|---|------------------------------------|
| Agria Group Limited (formerly known as Aero-Biotech Group Limited) | British Virgin Islands (“BVI”) |
| China Victory International Holdings Limited | Hong Kong |
| Aero Biotech Science & Technology Co., Ltd. | People’s Republic of China (“PRC”) |
| Agria Holdings (Shenzhen) Co., Ltd. (formerly known as Agria Brother Biotech (Shenzhen) | PRC |
| Co., Ltd.) | |
| Agria Biotech Overseas Limited | Hong Kong |
| Agria Asia International Limited | Hong Kong |
| Agria Hong Kong Limited | Hong Kong |
| Hiltex Investment Limited | BVI |
| Golden Hero International Co., Ltd. | Hong Kong |
| Agria Asia Investments Ltd. (formerly known as Southrich Limited) | BVI |
| Agria (Singapore) Pte. Ltd | Singapore |
| Agria Corporation (New Zealand) Ltd | New Zealand |
| Agria NZ Finance Limited | New Zealand |
| PGG Wrightson Limited | New Zealand |
| PGW Wrightson Seeds Holdings Limited | New Zealand |
| PGW Rural Capital Limited | New Zealand |
| PGG Wrightson Employee Benefits Plan Trustee Limited | New Zealand |
| PGG Wrightson Real Estate Limited | New Zealand |
| Agriculture New Zealand Limited | New Zealand |
| PGG Wrightson Trustee Limited | New Zealand |
| PGW Corporate Trustee Limited | New Zealand |
| AgriServices South America Limited | New Zealand |
| PGW AgriServices Australia Pty Limited | Australia |
| PGG Wrightson Investments Limited | New Zealand |
| Bloch & Behrens Wool (NZ) Limited | New Zealand |
| NZ Agritrade Limited (formerly known as Agri-feeds Limited) | New Zealand |
| Ag Property Holdings Limited | New Zealand |
| PGG Wrightson Seeds New Zealand Limited | New Zealand |
| PGG Wrightson Seeds South America Holdings Limited | New Zealand |
| PGG Wrightson Seeds Australia Holdings Pty Limited | Australia |
| PGG Wrightson Seeds Limited | New Zealand |
| PGG Wrightson Consortia Research Limited | New Zealand |

Subsidiaries of the Registrant:

| Name | Place of Incorporation |
|--|-------------------------------|
| Grasslands Innovation Limited | New Zealand |
| Agricom Limited | New Zealand |
| PGG Wrightson Genomics Limited | New Zealand |
| Wrightson Seeds Limited | New Zealand |
| PGG Wrightson Employee Benefits Plan Limited | New Zealand |
| PGG Wrightson Seeds (Australia) Pty Limited | Australia |
| PGW AgriTech South America S.A. | Uruguay |
| Wrightson Pas S.A. | Uruguay |
| Juzay S.A. | Uruguay |
| Agrosan S.A. | Uruguay |
| Alfalares S.R.L. | Argentina |
| NZ Ruralco Participacoes Ltda | Brazil |
| Hunker S.A. (t/a Rural Centre) | Uruguay |
| Lanelle S.A. (t/a Riegoriental) | Uruguay |
| Afinlux S.A. (t/a Romualdo Rodriguez) | Uruguay |
| Kroslyn S.A. Limited | Uruguay |
| Escritorio Romualdo Rodriguez Ltda | Uruguay |

Consolidated Structured Entities of the Registrant and their Subsidiaries:

| Name | Place of Incorporation |
|--|-------------------------------|
| Shenzhen Zhongguan Agriculture Group Co., Ltd. (formerly known as Shenzhen Guanli Agricultural Technology Co., Ltd.) | PRC |
| Agria NKY Seeds Co., Ltd. (formerly known as Beijing NKY Seeding Development Co., Ltd.) | PRC |
| Shenzhen NKY Seeds Co., Ltd. (formerly known as Shenzhen Agria Agricultural Co., Ltd.) | PRC |
| Shenzhen PGW Seeds Co., Ltd. (formerly known as Shenzhen Zhongyuan Agriculture Co., Ltd.) | PRC |
| Tianjin Beiao Seeds Technology Development Co., Ltd. | PRC |
| Wuwei NKY Seeds Co., Ltd. | PRC |
| Shanxi Jufeng Seeds Co., Ltd. | PRC |
| Zhuhai NKY Seeds Co., Ltd. | PRC |
| Zhuhai Jintain Agriculture Development Co., Ltd. | PRC |

AGRIA CORPORATION

CODE OF BUSINESS CONDUCT AND ETHICS

Purpose

This Code of Business Conduct and Ethics (the “Code”) contains general guidelines for conducting the business of Agria Corporation (the “Company”) consistent with the highest standards of business ethics, and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards. The Company shall include all the subsidiaries consolidated into the Company’s financial statement prepared in accordance with generally accepted accounting principles in the U.S. (“U.S. GAAP”), including but not limited to, its subsidiaries.

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company will file with, or submit to, the U.S. Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- compliance with applicable laws, rules and regulations;
- prompt internal reporting of violations of the Code; and
- accountability for adherence to the Code.

Applicability

This Code applies to all of the directors, officers, employees, consultants and advisors of the Company and its subsidiaries (collectively referred to as the “Company” in this Code), whether they work for the Company on a full-time, part-time, consultative, or temporary basis (each an “employee” and collectively, the “employees”). Certain provisions of the Code apply specifically to our chief executive officer, chief financial officer, controller and any other persons who perform similar functions for the Company (each, a “senior officer,” and collectively, “senior officers”).

The Board of Directors of the Company (the “Board”) has appointed Chris Boddington, chief financial officer, as the Compliance Officer for the Company. If you have any questions regarding the Code or would like to report any violation of the Code, please call the Compliance Officer at (86-10) 84381030 or e-mail him at chris.boddington@agriacorp.com.

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Compliance Officer. The Company will notify you if the Board of Directors appoints a different Compliance Officer. You may remain anonymous and will not be required to reveal your identity in your communication to the Company.

This Code was adopted by the Board on Nov, 2007. The Code shall become effective (the “Effective Time”) concurrently with the Company’s first public filing of a registration statement on Form F-1 with the SEC relating to the Company’s initial public offering (the “IPO”).

Competition and Fair Dealing

The Company seeks to outperform its competitors fairly and honestly, through superior performance but not through unethical or illegal business practices. Infringement upon third-parties’ intellectual property rights, including copyrights, trademarks, trade names and trade secrets, or inducing or encouraging such infringement activities by past or present employees of other companies are strictly prohibited. Every employee of the Company shall endeavor to respect the rights of and deal fairly with their fellow employees and the Company’s customers, suppliers and competitors. No employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to customers.
- Employees should not refuse to sell, service, or maintain products the Company has produced simply because a customer is buying products from another supplier.
- Customer entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. Please see “Gifts and Entertainment” below for additional guidelines in this area.

Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier’s products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see “Gifts and Entertainment” below for additional guidelines in this area.

Relationships with Competitors

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor’s confidential information or making false statements about the competitor’s business and business practices.

Conflicts of Interest

Identifying Conflicts of Interest

A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. You should actively avoid any private interest that may influence your ability to act in the interests of the Company or that may make it difficult to perform your work objectively and effectively. In general, the following should be considered conflicts of interest:

- Competing Business. No employee may be concurrently employed by a business that competes with the Company or deprives it of any business.
- Corporate Opportunity. No employee should use corporate property, information or his or her position with the Company to secure a business opportunity that would otherwise be available to the Company. If you discover a business opportunity that is in the Company's line of business, through the use of the Company's property, information or position, you must first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Compliance Officer and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.
- Outside Employment. No employee should be employed by, serve as a director of, or provide any services not in his or her capacity as a Company employee to a company that is a material customer, supplier or competitor of the Company.
- Improper Personal Benefits. No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.
- Financial Interests.
 - (i) No employee may have a significant financial interest (ownership or otherwise), either directly or indirectly through a spouse or other family member, in any other business entity if such financial interest adversely affects the employee's performance of duties or responsibilities to the Company, or requires the employee to devote certain time during such employee's working hours at the Company;
 - (ii) No employee may hold any significant financial interest (ownership or otherwise) in a privately-held company that is in competition with the Company;

A "significant financial interest" means (i) ownership of greater of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.

- Loans or Other Financial Transactions. No employee may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably could be expected to conflict with those of the Company. Employees must obtain prior approval from the Board before accepting any such board or committee position. The Company may revisit its approval of any such position at any time to determine whether service in such position is still appropriate.

For purposes of this Code, a company is a “material” customer if that company has made payments to the Company in the past year in excess of US\$100,000 or 10% of the customer’s gross revenues, whichever is greater. A company is a “material” supplier if that company has received payments from the Company in the past year in excess of US\$100,000 or 10% of the supplier’s gross revenues, whichever is greater. A company is a “material” competitor if that company competes in the Company’s line of business and has annual gross revenues from such line of business in excess of US\$500,000. If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Compliance Officer for assistance.

It is difficult to list all of the ways in which a conflict of interest may arise, and we have provided only a few, limited examples. If you are faced with a difficult business decision that is not addressed above, ask yourself the following questions:

- Is it legal?
- Is it honest and fair?
- Is it in the best interests of the Company?

Disclosure of Conflicts of Interest

The Company requires that employees fully disclose any situations that reasonably could be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it immediately to your supervisor or the Compliance Officer. Your supervisor and the Compliance Officer will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived by the Board, or the appropriate committee of the Board, and will be promptly disclosed to the public to the extent required by law.

Family Members and Work

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee’s objectivity in making decisions on behalf of the Company. If a member of an employee’s family is interested in doing business with the Company, the criteria as to whether to enter into or continue the business relationship, and the terms and conditions of the relationship, must be no less favorable to the Company compared with those that would apply to a non-relative seeking to do business with the Company under similar circumstances.

Employees should report any situation involving family members that could reasonably be expected to give rise to a conflict of interest to their supervisor or the Compliance Officer. For purposes of this Code, “family members” or “members of your family” include your spouse, brothers, sisters and parents, in-laws and children, whether such relationships are by blood or adoption.

Gifts and Entertainment

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should never compromise, or appear to compromise, your ability to make objective and fair business decisions.

It is the responsibility of employees to use good judgment in this area. As a general rule, employees may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment could not be viewed as an inducement to, or reward for, any particular business decision. All gifts and entertainment expenses made on behalf of the Company must be properly accounted for on expense reports.

Employees may only accept appropriate gifts. The following specific examples may be helpful:

- Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
 - The items are of reasonable value;
 - The purpose of the meeting or attendance at the event is business related; and
 - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.
 - Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.
- Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
- Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Compliance Officer, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Compliance Officer for additional guidance.

We encourage employees to submit gifts received to the Company. While it is not mandatory to submit small gifts, gifts of over RMB200 must be submitted immediately to the administration department of the Company.

The Company's business conduct is founded on the principle of "fair transaction." Therefore, no employee may receive kickbacks, bribe others, or secretly receive commissions or any other personal benefits.

FCPA Compliance

The U.S. Foreign Corrupt Practices Act ("**FCPA**") prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business or to influence any act or decision by such persons or parties. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. A violation of FCPA not only violates the Company's policy but is also a civil or criminal offense under FCPA which the Company is subject to after the Effective Time, and can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment. No employee shall give or authorize directly or indirectly any illegal payments to government officials of any country. While the FCPA does, in certain limited circumstances, allow nominal "facilitating payments" to be made if customary in the country or locality and intended to secure routine government action. Governmental action is "routine" if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, "routine" functions would include setting up a telephone line or expediting a shipment through customs. To ensure legal compliance, all facilitation payments must be discussed with and approved in writing by the Compliance Officer in advance before it can be made, and must be clearly and accurately reported as a business expense.

Protection and Use of Company Assets

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property;
- Promptly report the actual or suspected theft, damage or misuse of Company property;
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others; and
- Use Company property, including the telephone system, all data and communications transmitted through electronic communication services, and written materials and communications, only for legitimate business purposes, as authorized in connection with your job responsibilities.

Employees and other users of Company property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

Except as approved in advance by the Chief Executive Officer or Chief Financial Officer of the Company, the Company prohibits political contributions (directly or through trade associations) by any employee on behalf of the Company. Prohibited political contribution activities include:

- any contributions of Company funds or other assets for political purposes,
- encouraging individual employees to make any such contribution;
- reimbursing an employee for any political contribution.

Intellectual Property and Confidentiality

- All inventions, creative works, computer software, and technical or trade secrets developed by an employee in the course of performing the employee's duties or primarily through the use of the Company's materials and technical resources while working at the Company, shall be the property of the Company.
- The Company maintains a strict confidentiality policy. During an employee's term of employment, the employee shall comply with any and all written or unwritten rules and policies concerning confidentiality and shall fulfill the duties and responsibilities concerning confidentiality applicable to the employee. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company. Every employee has a duty to respect and safeguard the confidentiality of the Company's information and the information of our suppliers and customers, except when disclosure is authorized or legally mandated. Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Compliance Officer.
- In addition, you must refrain from using any confidential information from any previous employment if, in doing so, you could reasonably be expected to breach your duty of confidentiality to your former employers.
- In addition to fulfilling the responsibilities associated with his position in the Company, an employee shall not, without first obtaining approval from the Company, disclose, announce or publish trade secrets or other confidential business information of the Company, nor shall an employee use such confidential information outside the course of his duties to the Company.
- The Company's employees should conduct their business and social activities so as not to risk inadvertent disclosure of confidential information. Even outside the work environment, an employee must maintain vigilance and refrain from disclosing important information regarding the Company or its business, customers or employees. Within the Company's offices, confidential matters should not be discussed within hearing range of visitors or others not working on such matters or with friends or relatives including those living in the same household as a Company employee.

- The Company's employees are only to access, use and disclose confidential information that is necessary for them to have in the course of performing their duties. They are not to disclose confidential information to other employees or contractors at the Company unless it is necessary for those employees or contractors to have such confidential information in the course of their duties.
- The Company's files, personal computers, networks, software, internet access, internet browser programs, emails, voice mails and other business equipment (e.g. desks and cabinets) and resources are provided for business use and they are the exclusive property of the Company. Misuse of such Company property is not tolerated.
- An employee's duty of confidentiality with respect to the confidential information of the Company survives the termination of such employee's employment with the Company for any reason until such time as the Company discloses such information publicly or the information otherwise becomes available in the public sphere through no fault of the employee.
- Upon termination of employment, or at such time as the Company requests, an employee must return to the Company all of its property without exception, including all forms of medium containing confidential information, and may not retain duplicate materials.

Accuracy of Financial Reports and Other Public Communications

Upon the completion of the IPO, the Company will be required to report its financial results and other material information about its business to the public and the SEC. It is the Company's policy to promptly disclose accurate and complete information regarding its business, financial condition and results of operations. Employees must strictly comply with all applicable standards, laws, regulations and policies for accounting and financial reporting of transactions, estimates and forecasts. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

Employees should be on guard for, and promptly report, any possibility of inaccurate or incomplete financial reporting. Particular attention should be paid to:

- Financial results that seem inconsistent with the performance of the underlying business;
- Transactions that do not seem to have an obvious business purpose; and
- Requests to circumvent ordinary review and approval procedures.

The Company's senior financial officers and other employees working in the Finance Department have a special responsibility to ensure that all of the Company's financial disclosures are full, fair, accurate, timely and understandable. Any practice or situation that might undermine this objective should be reported to the Compliance Officer.

Employees are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for the purpose of rendering the financial statements of the Company materially misleading. Prohibited actions include but are not limited to those actions taken to coerce, manipulate, mislead or fraudulently influence an auditor:

- to issue or reissue a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of U.S. GAAP, generally accepted auditing standards or other professional or regulatory standards);
- not to perform audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not to withdraw an issued report; or
- not to communicate matters to the Company's Audit Committee.

Company Records

Accurate and reliable records are crucial to the Company's business and form the basis of its earnings statements, financial reports and other disclosures to the public. The Company's records are the source of essential data that guides business decision-making and strategic planning. Company records include, but are not limited to, booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. There is never an acceptable reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are strictly prohibited. You are responsible for understanding and complying with the Company's record keeping policy. Contact the Compliance Officer if you have any questions regarding the record keeping policy.

In addition to adhering to the conflict of interest policy and other policies and guidelines in this Code, the principal financial officers and other senior financial officers must take special care to exhibit integrity at all times and to instill this value within their organizations. In particular, these senior officers must ensure their conduct is honest and ethical that they abide by all public disclosure requirements by providing full, fair, accurate, timely and understandable disclosures, and that they comply with all other applicable laws and regulations. These financial officers must also understand and strictly comply with generally accepted accounting principles in the U.S. and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

Furthermore, U.S. federal securities law requires the Company to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to an accountant in connection with an audit or any filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors, and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

Compliance with Laws and Regulations

Each employee has an obligation to comply with the laws of the cities, provinces, regions and countries in which the Company operates. This includes, without limitation, laws covering commercial bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, employment discrimination and harassment, environmental protection, occupational health and safety, false or misleading financial information, misuse of corporate assets and foreign currency exchange activities. Employees are expected to understand and comply with all laws, rules and regulations that apply to your position at the Company. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from the Compliance Officer.

Compliance with Insider Trading Laws

The Company has an insider trading policy, which may be obtained from the Compliance Officer. The following is a summary of some of the general principles relevant to insider trading, and should be read in conjunction with the aforementioned specific policy.

Company employees are prohibited from trading in shares or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Company employees are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell shares or other securities of the Company on the basis of material, nonpublic information. Company employees who obtain material nonpublic information about another company in the course of their employment are prohibited from trading in shares or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered “material” include:

- Financial results or forecasts, or any information that indicates the Company’s financial results may exceed or fall short of forecasts or expectations;
- Important new products or services;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- Possible management changes or changes of control;
- Pending or contemplated public or private sales of debt or equity securities;
- Acquisition or loss of a significant customer or contract;
- Significant write-offs;
- Initiation or settlement of significant litigation; and
- Changes in the Company’s auditors or a notification from its auditors that the Company may no longer rely on the auditor’s report.

Public Communications And Prevention Of Selective Disclosure

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Company's Investor Relations Department. The Investor Relations Department will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

Prevention of Selective Disclosure

Preventing selective disclosure is necessary to comply with United States securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. "Selective disclosure" occurs when any person provides potentially market-moving information to selected persons before the news is available to the investing public generally. Selective disclosure is a crime under United States law and the penalties for violating the law are severe.

The following guidelines have been established to avoid improper selective disclosure. Every employee is required to follow these procedures:

- All contact by the Company with investment analysts, the press and/or members of the media shall be made through the chief executive officer, chief financial officer or persons designated by them (collectively, the "Media Contacts").
- Other than the Media Contacts, no officer, director or employee shall provide any information regarding the Company or its business to any investment analyst or member of the press or media.
- All inquiries from third parties, such as industry analysts or members of the media, about the Company or its business should be directed to a Media Contact. All presentations to the investment community regarding the Company will be made by us under the direction of a Media Contact.
- Other than the Media Contacts, any employee who is asked a question regarding the Company or its business by a member of the press or media shall respond with "No comment" and forward the inquiry to a Media Contact.

These procedures do not apply to the routine process of making previously released information regarding the Company available upon inquiries made by investors, investment analysts and members of the media. Please contact the Compliance Officer if you have any questions about the scope or application of the Company's policies regarding selective disclosure.

Miscellaneous

Employment Practices

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the Human Resources Department. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Compliance Officer or the Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

Discrimination and Harassment

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, ethnicity, religion, gender (including pregnancy status), age, national origin, sexual orientation or any other protected class. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the Human Resources Department. All complaints will be treated with sensitivity and discretion. Your supervisor, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department immediately.

For further information, you should consult the Compliance Officer.

Health and Safety

The Company strives to provide employees with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted.

Each employee is expected to perform his or her duty to the Company in a safe manner, free of the influences of alcohol, illegal drugs or other controlled substances. The use of illegal drugs or other controlled substances in the workplace is prohibited.

The Company is committed not only to complying with all relevant health and safety laws, but also to conducting business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Resources Department.

Environment

All Company employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve manufacturing have a special responsibility to safeguard the environment. Such employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

Violations of the Code

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this Code by others will not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its employees.

If you know of or suspect a violation of this Code, it is your responsibility to immediately report the violation to the Compliance Officer, who will work with you to investigate your concern. Employees making a report need not leave their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from the report in a manner that protects the confidentiality and anonymity of the employee submitting the report. All questions and reports of known or suspected violations of this Code will be treated with sensitivity and discretion. The Compliance Officer and the Company will protect your confidentiality to the extent possible, consistent with the law and the Company's need to investigate your concern.

It is the Company's policy that any employee who violates this Code will be subject to appropriate discipline, including possible termination of employment, based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and many incur damage to its reputation and standing in the community. Your conduct as an employee of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. An employee inflicting reprisal or retaliation against another employee for reporting a known or suspected violation will be subject to disciplinary action up to and including termination of employment.

Waivers of the Code

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code may be made only by the Board, or the appropriate committee of the Board, and will be promptly disclosed to the public.

Conclusion

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact the Compliance Officer. We expect all employees to adhere to these standards. Each employee is separately responsible for his or her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management. If you engage in conduct prohibited by the law or this Code, you will be deemed to have acted outside the scope of your employment. Such conduct will subject you to disciplinary action, including termination of employment.

**Certification by the Executive Chairman of the Board of Directors
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Guanglin Lai, certify that:

1. I have reviewed this annual report on Form 20-F of Agria Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: September 20, 2016

By: /s/ Guanglin Lai

Name: Guanglin Lai

Title: Executive Chairman of the Board of Directors

**Certification by the Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, John Fulton, certify that:

1. I have reviewed this annual report on Form 20-F of Agria Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: September 20, 2016

By: /s/ John Fulton

Name: John Fulton

Title: Chief Financial Officer

**Certification by the Executive Chairman of the Board of Directors
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Agria Corporation (the "Company") on Form 20-F for the year ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Guanglin Lai, executive chairman of the board of directors of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 20, 2016

By: /s/ Guanglin Lai

Name: Guanglin Lai

Title: Executive Chairman of the Board of Directors

**Certification by the Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Agria Corporation (the "Company") on Form 20-F for the year ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John Fulton, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 20, 2016

By: /s/ John Fulton

Name: John Fulton

Title: Chief Financial Officer

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-153058 and No. 333-213389) pertaining to the 2007 and 2015 Share Incentive Plans of Agria Corporation, of our report dated September 20, 2016, relating to the consolidated financial statements of Agria Corporation and its subsidiaries, which report appears in the Annual Report on Form 20-F of Agria Corporation for the year ended June 30, 2016.

/s/ GHP Horwath, P.C.

Denver, Colorado
September 20, 2016
