



SPECIAL MEETING OF SHAREHOLDERS

31 October 2018

Crowne 1, Crowne Plaza Hotel, 93 Beach Street, Queenstown

CHAIR'S ADDRESS

At today's extra-ordinary general meeting, the Company seeks shareholders' approval for the delisting of ordinary shares on the NZX and, conditional upon approval, subsequent listing of the ordinary shares on The International Stock Exchange.

The explanatory notes set out in the Notice of Meeting outline the background and reasons why the Directors believe this is in the best interests of the Company and its shareholders, as a whole, together with their recommendations to shareholders to vote in favour of the resolutions.

I will take this as read by all shareholders and will comment on some of the key aspects only today.

As set out in the notice and consistent with the Company's communication with shareholders, PGC's focus has shifted away from New Zealand to Australia and the United Kingdom.

In November 2013 PGC announced its intention to migrate its jurisdiction of incorporation to Guernsey, in preparation for a listing on the London Stock Exchange in 2014. PGC was subsequently re-domiciled to Guernsey in 2014.

As outlined in our most recent annual report, the Board has given this matter additional focus in recent months, following the Guernsey Committee for Economic Development's decision to decline to extend the waiver allowing Grant Thornton NZ to act as the Company's statutory auditor.

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This has resulted in the need for duplication of the audit process leading to a significant increase in compliance costs for PGC and its shareholders.

After considering a wide range of options, the Board considers it to be in shareholders' best interest to pursue a listing on The International Stock Exchange (TISE) and a de-listing from the NZX. TISE is headquartered in Guernsey. PGC is domiciled in Guernsey and outsourced administration service providers are also Guernsey-based.

TISE is a recognised stock exchange by multiple major international exchanges, including both the ASX and the LSE. TISE hosts more than 2,000 listed securities and has a market capitalisation of more than £330 billion. The Board considers that TISE will provide a more liquid market for PGC's shares and access to a wider pool of potential investors. This could make it easier for shareholders to sell shares and for the company to raise capital in the future.

PGC shares are thinly traded. In the last 2 years there have only been 6 trading days where NZD\$20,000 or greater of stock was traded. The highest volume day in the last 2 years was \$37,000. Trading volumes are miniscule in both outright numbers and dollar value. Given this delisting from the NZX and listing on TISE is not expected to have any detrimental impact on the tradability of PGC shares. The Board considers it likely that a wider pool of investors exists in the TISE market. Lack of liquidity over an extended period with the NZX suggests there are limited NZ resident buyers. No matter where PGC is listed it might be the case there are no willing buyers.

To assist NZ retail shareholders after delisting from the NZX and listing on TISE, PGC has engaged Link Market Services Limited in New Zealand (Link) to provide sub-register services for shares that will be held in a CREST account in the UK (the UK electronic settlement system). This will enable shareholders to retain beneficial ownership of their shares. In order for shareholders to hold and trade shares individually, they would need to open an individual account with CREST, which is usually only suitable for professional market participants and financial institutions. There is no cost to a shareholder if this option is selected.

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PGC have engaged Link to provide a sub-register and PGC will pay the sub-registry fees. As set out in the Notice of Meeting, costs will only be incurred for brokerage on a sale transaction (The full terms of the sub-registry service and fees payable to Link for trading from the sub-register were set out in and or attached to the notice of meeting). The sub-register service will be provided indefinitely until otherwise determined by PGC.

There are voting restrictions attached to the resolutions. NZX Regulation has approved the Delisting Application made by the Company but it is conditional on obtaining the approval by ordinary resolution of shareholders who are members of the public as defined by the Listing Rules.

This means that interests associated with George Kerr (Lynchwood Nominees and its associates) – which represent over 80% of PGC shares – are ineligible to vote and may not vote discretionary proxies.

If PGC does not delist it will face significant additional compliance costs as it will be required to have both Grant Thornton Guernsey and Grant Thornton NZ involved in the audit process to meet the financial reporting requirements of both Guernsey and New Zealand. This will significantly negatively impact PGC and its shareholders.

PGC has incurred significant costs already in seeking a resolution to the issue created when the waiver provided by Guernsey's Committee for Economic Development allowing Grant Thornton NZ to act as auditors for a Guernsey registered company expired and was not renewed. Additional costs have been and will be incurred in satisfying NZX's condition that the delisting be approved by shareholders that are 'Members of the public'

For the reasons outlined in the Notice of Meeting, the Board and Independent Directors consider delisting from NZX and listing on TISE to be in the best interests of PGC and its shareholders and consistent with its stated intention to review its NZX listing.

Thank you.