

NOTICE OF ANNUAL MEETING
(section 120 of the Companies Act 1993)

To: the Shareholders of the Company
And To: the Directors of the Company
And To: the Auditor of the Company

Notice is given that the 27th Annual Meeting of the Company will be held at 1.00pm on Wednesday 15 June 2011 at the Tauranga Yacht Club, Sulphur Point Tauranga.

Business

1. Proxies received.
2. Apologies.
3. Minutes of the last Annual Meeting - Chairman to announce:
That the Minutes of the 26th Annual Meeting held on 8th September 2010 have been signed by the Chairman as a true and correct record.
4.
 - a. Directors Rotation;
 - b. Election of directors nominated pursuant to clause 94.5 of the Company's Constitution (see Explanatory Notes).
5. Chairman's Report.
6. Financial Statements:
In relation to the Company's Annual Report for the nine month financial year period ended 31 December 2010, to receive the Company's financial statements for that period and the auditor's report on those financial statements.
7. Auditor:
To record that KPMG, Chartered Accountants, Tauranga are automatically reappointed as auditors pursuant to section 200 of the Companies Act 1993, and to authorise the Directors to fix the auditor's remuneration.
8. Resolutions:

Resolution 1

To consider, and if thought fit, to pass the following Ordinary Resolution:

That Paul Rodney O'Brien, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

Resolution 2

To consider, and if thought fit, to pass the following Ordinary Resolution:

That Peter Martyn Mayston, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company

Resolution 3

To consider, and if thought fit, to pass the following Ordinary Resolution:

That the Company's Board of Directors be authorised to fix the auditor's remuneration.

9. General Business.
10. Close of Meeting.

Explanatory Notes

Nomination of Directors

A vacant grower-director position is available on the board of the Company. Pursuant to clause 94.5 of the Constitution, a shareholder duly qualified to attend and vote at the Annual Meeting may give notice in writing signed by that person not less than 7 nor more than 21 days before 15 June 2011, of his or her intention to propose a person for election and also notice in writing signed by that person of his or her willingness to be elected.

Constitution

A copy of the Constitution is available on request to the company at:

Apata Limited
Turntable Hill Road
RD 2 Katikati
Attention: Eugene Crosby

You may also inspect a copy of the Constitution at the office of the Company, located at Turntable Hill Road, Katikati.

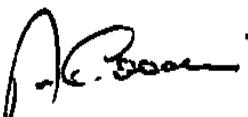
Proxies

Shareholders of the Company are entitled to appoint a proxy to vote at the meeting. A proxy form is **enclosed** with this Notice of Meeting. In order to be used at the Annual Meeting, the proxy form must be sent to:

Apata Limited
c/- Staples Rodway
132 First Avenue
Tauranga

at least 48 hours before the start of the Annual Meeting. The proxy for the shareholder is entitled to attend and be heard at the Annual Meeting as if the proxy were the shareholder.

Signed by



on behalf of the Board

Date: 6 May 2011

Shareholder Details

(please fill in your name and address in the box below)

[Empty dotted box for shareholder details]

Important: You may cast your vote in one of three ways:

- by making a postal vote; or
- by appointing a proxy to attend the Annual Meeting; or
- by personally attending the Annual Meeting.

If you wish to cast a postal vote, please complete the voting section below entitled "Resolutions" and post to: Apata Limited, c/- Staples Rodway, 132 First Avenue, Tauranga, New Zealand at least 48 hours before the start of the Annual Meeting. **Please Note:** it is not necessary to also appoint a proxy.

If you wish to appoint a proxy, please complete the "Appointment of Proxy" section below and post to Apata Limited, c/- Staples Rodway, 132 First Avenue, Tauranga, New Zealand at least 48 hours before the start of the Annual Meeting. If you wish to instruct your proxy how to vote, also complete the voting section below entitled "Voting Instructions".

Appointment of Proxy

(a) Appointment

I/We _____ of the above address and being a shareholder(s) of Apata Limited hereby appoint:

Name of Proxy: _____ of _____

or failing him/her: _____ of _____

as my/our proxy to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the 27th Annual Meeting of shareholders of Apata Limited to be held at the Tauranga Yacht Club, Sulphur Point Tauranga, on Wednesday 15th June 2011, commencing at 1.00pm and at any adjournment or postponement of that meeting.

(b) Voting Instructions (complete only if you wish to instruct your proxy how to vote)

I direct my proxy to vote in the manner indicated below.

Signed: _____ Date: _____

Signed: _____ (Sign here only if you wish to appoint a proxy; joint holders should all sign)

Resolutions (please tick the appropriate boxes)

<p>1. Resolution to re-elect Directors That Paul Rodney O'Brien, who retires by rotation and is eligible for re-election, be re-elected as a director of the company.</p>	<p>For <input type="checkbox"/></p> <p>Against <input type="checkbox"/></p>
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Resolutions are continued overleaf

2. Resolution to re-elect Directors

That Peter Martyn Mayston who retires by rotation and is eligible for re-election, be re-elected as a director of the company.

For **Against**

3. Resolution to fix auditor’s remuneration

That the Company’s Board of Directors be authorised to fix the auditor’s remuneration.

For **Against**

Signed: _____

Date: _____

Signed: _____

(Joint holders including all trustees should all sign)

<i>(if a Company)</i> SIGNED by two of its Directors:	
_____	_____
Director’s signature	Director’s full name (please print)
_____	_____
Director’s signature	Director’s full name (please print)

NOTES ON COMPLETING THIS FORM

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE ANNUAL MEETING OF SHAREHOLDERS

- You may lodge a postal vote** by indicating your vote preferences in the boxes provided and signing this form. It is **not** necessary to nominate a proxy.
- You may appoint the chairman of the meeting or any other person as your proxy** by completing the "Appointment of Proxy" section of this form. You may also direct your proxy as to how to vote on the resolutions by also indicating your voting preferences in the boxes provided in the voting section of this form. It is **not** necessary to provide such direction.
- This form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, by an officer or attorney duly authorised. Joint holders must all sign this form.
- This form and the power of attorney (including a completed certificate of non-revocation of authority), or other authority, if any, under which it is signed, or a copy of that power of attorney (including a completed certificate of non-revocation of authority), must be deposited at the registered office of the Company, no later than 48 hours before the time appointed for the Annual Meeting.
- If the address to which this form was mailed to is incorrect, or if your address has changed, please advise our Reception at Apata Limited on 07 552 0911 or email reception@apata.co.nz