

Notice of Annual Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of shareholders of Opus International Consultants Limited ('Opus') will be held in The Rydges, 59 Federal Street, Auckland, New Zealand on Wednesday 22 April 2015 at 10.30 am (New Zealand time).

Items of Business

- (A) The Chairman's introduction
- (B) Addresses to shareholders
- (C) Financial statements and reports
To receive and consider the annual report, including the financial statements and auditors' report for the year ended 31 December 2014.
- (D) Shareholder discussion: Financials
- (E) Resolutions
To consider, and if thought fit, to pass the following ordinary resolutions:
 1. That Opus' Board is authorised to fix the auditor's remuneration and expenses;
 2. That Kerry McDonald be re-elected as a Director of Opus; and
 3. That Dato' Seri Ismail Shahudin be re-elected as a Director of Opus.
- (F) Shareholder discussion
- (G) Other business
To consider any other business which may be properly brought before the meeting

By order of the Board



Kerry McDonald
Chairman

Explanatory Notes

Resolution 1: Auditors

Ernst & Young are automatically re-appointed as auditors under section 200 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditors.

Resolution 2 and 3: Re-election of Directors

Under clause 20.5 of Opus' constitution, one third of directors (except for an exempt executive director) are required to retire from office at the annual meeting. The directors required to retire at the annual meeting are those directors who have been longest in office since their last election or deemed election.

Each offers himself for re-election.

Kerry McDonald

- *BCom, MCom (Hons), DCom (hc), CFInstD, FAICD, FNZIM*
- *Chairman*
- *Independent and Non-Executive*
- *Elected to the Opus Board: April 2012*

Kerry is an experienced company Director who has been on the Opus Board since 2007 and Chairman since 2008. He brings a wealth of strategic, operational and international experience from a range of private and state sector roles. He is currently Chairman of BNZ Wellington Partners and Powerhouse Ventures Limited, Deputy Chairman of the New Zealand Institute of Economic Research, and a Director of Ruapehu Alpine Lifts Ltd, and the National Army Museum, Waiouru. He is also a Life Member of the Australia-New Zealand Business Council. Under his leadership, Opus has shifted its focus towards continuous business improvement, with the goal of delivering long term profitable growth and shareholder value.

Previous roles include Chairmanship of the Government's Savings Working Group, the Centres of Research Excellence Advisory Committee 2013/2014, the BNZ, Grant Thornton, Oceana Gold, the State Sector Standards Board, and the Australia New Zealand Leadership Forum. Past Directorships include Carter Holt Harvey, National Australian Bank, Ports of Auckland, Comalco New Zealand, Leightons Contractors Pty Ltd and Antarctica New Zealand. Kerry was a Rio Tinto Managing Director, Director of the NZ Institute of Economic Research, past President of the Institute of Directors (NZ), and a past member of the APEC Business Advisory Council, Foreign Direct Investment Advisory Board and the eGovernment Advisory Board.

Dato' Seri Ismail Shahudin

- *BEC (Hons)*
- *Director*
- *Non-Independent and Non-Executive*
- *Elected to the Opus Board: April 2011*

Dato' Seri Ismail Shahudin has been a member of the Opus Board since 2010 and has held a number of executive positions and directorships in the banking sector in Malaysia over a long and illustrious career. He is Chairman of Opus Group Bhd, Maybank Islamic Bhd and Faber Group Bhd. He is currently on the Board of UEM Group Bhd, Cenviro Sdn Bhd (fka UEM Environment Sdn Bhd), Kauliti Alam Sdn Bhd, Malayan Banking Bhd, EP Manufacturing Bhd and Aseana Properties Ltd.

IMPORTANT INFORMATION**Proxies**

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote instead of him or her. To appoint a proxy you should complete and sign the enclosed Proxy Form and return it by mail, fax or vote on-line.

If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as she/he sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then your instruction will be to abstain.

If you wish to mail the Proxy Form then please send it to the Share Registrar, Computershare Investor Services Limited, Private Bag 92119, Auckland, 1142 using the freepost envelope provided. Alternatively New Zealand based shareholders may fax the form to 09 488 8787 and overseas shareholders may fax it to +64-9-488 8787.

The completed Proxy Form must be received by the Share Registrar no later than 10:30am (New Zealand time) on 20 April 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Ordinary Resolution

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of votes of holders of Securities which carry votes, entitled to vote, and voting.

Voting

Voting entitlements for the Annual Meeting will be determined as at 5:00pm (New Zealand time) on 20 April 2015. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Questions

Shareholders may submit written questions to be considered at the annual meeting. Written questions should be sent to 'Annual Meeting Questions', C/- Company Secretary, Opus International Consultants Limited, Majestic Centre, PO Box 12-343, Wellington or by email to alison.swan@opus.co.nz. Opus reserves the right not to consider any written question that, in the Board's opinion, is not reasonable in the context of an annual meeting, or any question received fewer than five working days prior to the annual meeting (i.e. received after 15 April 2015).

Shareholders attending the annual meeting will have the opportunity to ask questions at the meeting.

More information

If you have any questions, or for more information, please contact Opus' Company Secretary, Alison Swan on 04 471 7035 or if you are calling from overseas, +64 4 471 7035.