

Minutes of the 2012 Annual Meeting of Shareholders of Opus International Consultants Limited (“the Company”)

Date: 11 April 2012
Time: 10.30 am
Venue: Hilton Hotel, Auckland
Apologies: No apologies were received

The Chairman, Kerry McDonald:

- Welcomed shareholders to the meeting and declared the meeting open;
- Introduced the Directors and Company Secretary, and noted that the Company’s management team and Auditors were seated in the audience;
- Noted that the notice of meeting had been duly given to all shareholders and to all other persons entitled to the notice of meeting;
- Announced that no apologies had been received;
- Noted that the Company’s constitution prescribes a quorum requirement and that a quorum was present;
- Announced that proxies had been appointed in respect of approximately 16.9 million shares and that as Chairman he would vote all undirected proxies he had received in favour of the resolution, other than the resolution for his re-election, and the directors fees, for which he vote these undirected proxies as abstaining;
- Noted that the financial statements for the 12 month period to 31 December 2011 together with the Auditor’s Report are set out in the company’s annual report which was made available to shareholders on 9 March 2012 and spare copies are available at the meeting.
- Explained the order of the meeting;

The Chairman addressed the meeting, noting the Company highlights for the year, the financial results and changes to the Board of Directors.

An address from the Managing Director, David Prentice, followed and focussed on the operational highlights during the year, the impact of the global financial crisis and the Company’s strategy looking ahead.

The Chairman moved to address each of the resolutions set out in the notice of meeting and said that a poll on each resolution would be conducted at the end of the formal business.

Resolution 1: that the directors are authorised to fix the Auditors’ remuneration

The resolution that the directors be authorised to fix the auditors' remuneration was put to the meeting. There were no questions.

Resolution 2: that Kerry McDonald be re-elected as a director of the Company

The resolution that Kerry McDonald be re-elected as a director of the Company was put to the meeting. There were no questions.

Resolution 3: that Suhaimi Halim be re-elected as a director of the Company

The resolution that Suhaimi Halim be elected as a director of the Company was put to the meeting. There were no questions.

Resolution 4: that directors' fees be increased from \$357,500 pa to \$400,000 pa with such increased being effective from 1 January 2012

The resolution that the directors' fee pool be increased from \$357,500 per annum, to \$400,000 per annum, effective from 1 January 2012, was put to the meeting. There were no questions.

The Chairman noted that this concluded the formal business and asked shareholders to complete their voting cards. These were collected by the Company's auditors acting as scrutineers. The Chairman noted that the results of the polls would be announced to the market later that day.

The Chairman then moved to general business.

A shareholder had submitted two questions to the Company Secretary to be put to the meeting:

- a) Did the new process of asking for written questions mean that there would be no questions from the floor? The Chairman confirmed that questions from the floor would be welcome
- b) Could the financial statements include a five year trend table? The Chairman confirmed that the board reviews how the financial statements are presented and will look into the possibility of including a 5 year trend table for future reports.

A question was put from the floor as to the procedures for ensuring that good staff are retained, and the HR policies generally. The Chairman gave a brief outline of the importance placed on staff and the general policies in place and introduced Mike Eagle, Director of Organisational Development as someone who could provide more information if necessary to the question after the meeting.

The Chairman thanked shareholders for attending the meeting and invited them to join himself, the Board and Opus management for refreshments.

The meeting finished at approximately 11.30pm.

Signed

Kerry McDonald
Chairman

Date: