

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 at the James Cook Grand Chancellor Hotel, 147 The Terrace, Wellington, New Zealand on Tuesday 11 April 2017, 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 2016.

- (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 Keith Watson be re-elected as a Director of Opus;
3. That Azmir Merican be re-elected as a Director of Opus;
4. That Sam Knowles be elected as a director of Opus;
5. That Shahazwan Harris be elected as a director of Opus; and
6. That Kevin Thompson be 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.

Keith Watson and Azmir Merican will retire by rotation at the Annual Meeting but are eligible for re-election. Each offers himself for re-election.

Keith Watson

- *Independent Director*
- *Chairman, Risk and Health and Safety Committee*
- *Re-elected to the Opus Board: April 2014*

Keith has been a member of the Opus Board since 2008 and provides considerable strategic and executive leadership experience in technology and professional services. He is a Director of various private companies and was a former member of the University of Auckland business school advisory Board. Keith was previously the Managing Director of Hewlett Packard Enterprise New Zealand, and has previously held senior executive roles with Hewlett Packard in Australia, Asia Pacific and at Hewlett Packard corporate headquarters in the United States.

Azmir Merican

- *Non-Executive and Non-Independent Director*
- *Re-elected to the Opus Board: April 2014*

Azmir Merican has been a member of the Opus Board of Directors since 2013. He is currently the Managing Director/CEO of UEM Edgenta Berhad, the majority shareholder of Opus. He started his career as an investment analyst and later worked as a manager in the financial advisory arm of PricewaterhouseCoopers. He was part of the team that established CIMB Investment Bank's private equity business and was involved in fund structuring and fund raising, investment evaluation and structuring, monitoring and execution of divestment plans. Previously as Group CEO/MD, he led the successful restructuring of AWC Berhad, a leading provider of engineering services and integrated facilities management in South East Asia and the Middle East. Prior to his current role, he was the Group Chief Operating Officer, Business Units of UEM Group Berhad.

Resolution 4 and 5: Election of Directors

Sam Knowles

- *Independent Director*

Sam Knowles was appointed as a Director to the Board in August 2016. Accordingly, as required by the Constitution, he is standing for election. Sam has held a senior positions with major banks (BNZ, NAB and Kiwibank) in both New Zealand and Australia and has extensive experience in strategy, organisational capability building, private and public sector governance and innovation and venture capital. Since 2011 Sam has held a number of governance roles in growth businesses, with an export and innovation focus, and building on his work with Kiwibank. As CEO of Kiwibank he led the company through the transition from a start-up to an established business with over 700,000 customers and 1000 employees. He is currently a director of listed companies Synlait Ltd and Trustpower Ltd, and of private companies Magritek Ltd, UYmajim Ltd, and Rangatira Ltd. He is Chairman of Partners Life Ltd, On-Brand partners, and Adminis Ltd.

Shahazwan Harris

- *Non-Executive and Non-Independent Director*

Mohd Shahazwan bin Mohd Harris joined Opus in December 2016. He has held a number of executive positions and directorships across the investment and consultancy sectors. He was an Executive Director in the Investments Division of Khazanah Nasional Berhad (Khazanah), the strategic investment fund of the Government of Malaysia. He joined Khazanah in 2005 as a Senior Vice President, Investments from The Boston Consulting Group, where he was a consultant working extensively in the Energy sector. Prior to that, he had also worked with PA Consulting Group and Tenaga Nasional Berhad, Malaysia's main energy provider. Mohd Shahazwan bin Mohd Harris was also a Board Member of Malaysia Airlines Berhad, Malaysia Airlines System Berhad, Penerbangan Malaysia Berhad, Pantai Holdings Berhad and a number of other private companies.

Resolution 6: Election of Nominated Director

Dr Kevin Thompson

Dr Kevin Thompson has been nominated by a shareholder for election as a Director of Opus, and has provided the following profile:

Dr Kevin Joseph Thompson
BE(Hons) PhD DistFIPENZ

Kevin was Chief Executive of Opus International Consultants from April 2001 to September 2010. During that period Opus grew from a New Zealand professional services consultancy to a global enterprise with operations in Australia, Canada and the United Kingdom. Opus listed on the NZX in 2007. Since retiring from Opus in 2010, Kevin has served on the boards of various enterprises including: the Environmental Protection Authority, Kiwirail, the Defence Capability Management Board, the Australian Road Research Board. Kevin was President of the Institute of Professional Engineers of New Zealand (IPENZ) in 2014.

It is the Opus Board's view that, if elected, Dr Kevin Thompson would qualify as an Independent Director.

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 9 April 2017. 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 7 April 2017. 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 4 April 2017).

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.