

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 James Cook Hotel Grand Chancellor, 147 The Terrace, Wellington, New Zealand on Tuesday 15 April 2014 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 the auditors' report for the year ended 31 December 2013.
- (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 Azmir Merican be elected as a Director of Opus;
 - 3. That Nik Arina Nik Jaffar be re-elected as a Director of Opus.
 - 4. That Keith Watson be re-elected as a Director of Opus.
- (F) Shareholder Discussion
- (G) Other business
To consider any other ordinary 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.

Azmir Merican was appointed as a Director by the Board in August 2013. Accordingly, as required by the Constitution, he is standing for election.

Nik Arina Nik Jaffar and Keith Watson will retire by rotation at the annual meeting but are eligible for re-election. Each offers themselves for re-election.

Azmir Merican

- *BBA*
- *Director*
- *Non-Independent and Non-Executive*
- *Appointed to the Opus Board: 12 August 2013*

Azmir was appointed to the Opus Board of Directors on 12 August 2013. He is currently the Group Chief Operating Officer, Business Units of UEM Group Berhad. He brings along with him a wealth of cross functional experience from his background in financial advisory and as a business operator. He started his career as an investment analyst and later worked as a manager in the financial advisory arm of PricewaterhouseCoopers. His corporate advisory experience includes dealings with corporations, multinationals and institutions involved in construction and engineering, real estate development, plantations, manufacturing, oil and gas, venture capital, fund management and stockbroking.

While at CIMB Investment Bank, he was part of the team that established the bank's private equity business and was involved in fund structuring and fund raising, investment evaluation and structuring, monitoring and execution of divestment plans. Prior to UEM Group Berhad, as Group Chief Executive/Managing Director he led the successful turnaround and restructuring of AWC Berhad, a listed entity on the Main Market of Bursa Malaysia Securities Berhad and a provider of engineering services and solution and integrated facilities management in Malaysia, Singapore and the Middle East.

Keith Watson

- *Director*
- *Chairman, Risk Committee*
- *Re-elected to the Opus Board: April 2011*

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 currently Managing Director of Hewlett Packard New Zealand (HP), and a Director of Cranleigh Forests Ltd and NZCIT. Keith has previously held executive roles with HP in Australia, Asia Pacific and at HP Corporate Headquarters.

Nik Airina Nik Jaffar

- *MSCE*
- *Director*
- *Non-Independent and Non-Executive*
- *Re-elected to the Opus Board: April 2011*

Nik Airina Nik Jaffar has been an Opus Director since 2010 and brings extensive strategic, operational and technical engineering experience to the Board. She was appointed Managing Director of Opus Group Bhd in 2010, prior to which she held a number of senior positions including the Chief Operating Officer of PLUS Expressways Berhad. She is a Fellow of the Chartered Institution of Highways and Transportation (CIHT) UK, and serves as the Vice Chairman of CIHT Malaysia. In addition, she is a member of the World Road Association's (PIARC) Technical Committee 4.1 on management of Road Assets. Nik Airina is currently on the Board of Opus Group Bhd, Opus International (M) Bhd, Opus International India Private Limited, Expressway Lingkaran Tengah Sdn Bhd and Linkedua (Malaysia) Sdn Bhd.

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 13 April 2014. 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 13 April 2014. 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 7 April 2014).

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.