

Disclosure of change in nature of relevant interest

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited

and

To Opus International Consultants Limited (**OIC**)

Relevant event being disclosed: **change in the nature of relevant interest**

Date of relevant event: 14 August 2017

Date this disclosure made: 14 August 2017

Date last disclosure made: 30 October 2007

Substantial product holder(s) giving disclosure

Full name(s): Opus International (NZ) Limited (**ONZ**)

Summary of substantial holding

Class of quoted voting products: **ordinary shares**

Summary for ONZ

For **this** disclosure,—

(a) total number held in class: **90,511,615**

(b) total in class: **147,884,935**

(c) total percentage held in class: **61.20%**

For **last** disclosure,—

(a) total number held in class: **90,511,615**

(b) total in class: **135,774,190**

(c) total percentage held in class: **66%**

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: Decline in percentage holding is due to new shares being issued.

A change in nature of relevant interests: On 14 August 2017, UEM Edgenta Berhad (**UEMED**) entered into a lock up agreement (**Lock Up Agreement**) with WSP Global Inc (**WSP**) in relation to a proposed full takeover offer by WSP, through its wholly-owned subsidiary WSP NZ Acquisition Limited (**WSP NZ**), for all of the ordinary shares in OIC. Under that agreement, WSP has agreed, subject to the provisions of the agreement, to

cause WSP NZ to make a full takeover offer for all of the ordinary shares in OIC at NZ\$1.78 per share (the **Takeover Offer**), and UEMEd has agreed to accept, or procure the acceptance of, that offer in respect of its holding of 90,511,615 shares in OIC (the **Shares**). The Shares are held by ONZ, which in turn is a wholly-owned subsidiary of Opus Group Berhad, which in turn is a wholly-owned subsidiary of UEMEd. The acceptance of the Takeover Offer by UEMEd is conditional on the approval of the shareholders of UEMEd in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The power of UEMEd or ONZ, as applicable, to dispose of the Shares is now subject to the terms of the Lock Up Agreement.

The Lock Up Agreement has been attached to the Substantial Product Holder Notice issued by WSP on 14 August 2017.

Details after relevant event

Details for **ONZ**

Nature of relevant interest(s): Registered owner of financial products, with the interest now subject to the terms of the Lock Up Agreement.

For that relevant interest,—

- (a) number held in class: **90,511,615**
- (b) percentage held in class: **61.20%**
- (c) current registered holder(s): **ONZ**
- (d) registered holder(s) once transfers are registered: **Not applicable**

Additional information

Address(es) of substantial product holder(s): Level 9, Majestic Centre, 100 Willis Street, Wellington

Contact details: Johanna Ibrahim

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Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: **WSP**.

Certification

I, Johanna Ibrahim, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.