



**N E X T** D C where the cloud lives®

18 July 2017

The Manager  
Company Announcements  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

### **Notice of initial substantial holder**

In accordance with section 671B(1)(a) of the *Corporations Act 2001* (Cth), we attach a Form 603 Notice of Initial Substantial Holder by NEXTDC Limited ACN 143 582 521 and its related bodies corporate in relation to the acquisition of a relevant interest in the ordinary stapled securities of Asia Pacific Data Centre Holdings Limited ACN 159 621 735 and Asia Pacific Data Centre Trust ARSN 161 049 556.

Yours sincerely

**Michael Helmer**  
General Counsel  
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**NEXTDC** (ASX: NXT)  
[www.nextdc.com](http://www.nextdc.com)

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Asia Pacific Data Centre Holdings Limited / Asia Pacific Data Centre Trust (APDC)

ACN/ARSN 159 621 735 / 161 049 556

### 1. Details of substantial holder (1)

Name NEXTDC Limited (NEXTDC) and its related bodies corporate as set out in Annexure A (NEXTDC Group Members)  
ACN/ARSN (if applicable) 143 582 521

The holder became a substantial holder on 18/07/2017

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary stapled securities	16,216,165	16,216,165	14.10%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
NEXTDC	Power to dispose of, or control the exercise of a power to dispose of, the securities as the holder of the securities	16,216,165 ordinary stapled securities

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
NEXTDC	NEXTDC	NEXTDC	16,216,165 ordinary stapled securities

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
NEXTDC	18 July 2017	Cash A\$1.78 per ordinary stapled security	6,868,316 ordinary stapled securities
NEXTDC	18 July 2017	Cash A\$1.78 per ordinary stapled security	500,000 ordinary stapled securities
NEXTDC	18 July 2017	Cash A\$1.78 per ordinary stapled security	8,847,849 ordinary stapled securities

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
The NEXTDC Group Members	Each of these entities is controlled by NEXTDC

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
NEXTDC	Level 6, 100 Creek Street, Brisbane QLD 4000

**Signature**

print name	Michael Helmer	capacity	Company Secretary
sign here		date	18/07/2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

# Annexure A

**NEXTDC LIMITED ACN 143 582 521**

This is Annexure 'A' of 1 page referred to in Form 603 (Notice of initial substantial holder) signed by me and dated as below.

sign here ►



print name

**Michael Helmer**  
Company Secretary

date

18 July 2017

**NEXTDC Group Members**

<b>Name</b>	<b>ACN</b>
AXON Systems Pty Ltd	603 950 170
NEXTDC Share Plan Pty Ltd	153 214 325
ONEDC Software Pty Ltd	158 340 624