

ASX Announcement

15 June 2018

The Manager
ASX Market Announcements
Australian Securities Exchange Limited
Sydney NSW 2000

By e-lodgement

RECOMMENDED TAKEOVER OFFER FOR ASIA PACIFIC DIGITAL BY TRIMANTIUM GROWTHOPS

Trimantium GrowthOps Limited (**GrowthOps**) and Asia Pacific Digital Limited (**APD**) today announced that they entered into a Bid Implementation Agreement for an off market takeover bid by GrowthOps for 100% of the fully paid ordinary shares of APD (**Offer**).

Attached are Shareholder Intention Statements from APD Shareholders who hold 75.8% of APD's total shares indicating they intend to accept the Offer, in the absence of a Superior Proposal.

Further details in relation to the Offer are set out today's earlier joint announcement regarding entry into the Bid Implementation Agreement.

Investor enquiries:

Asia Pacific Digital: investors@apdgroup.com

About Asia Pacific Digital

Asia Pacific Digital Limited (**ASX: DIG**) is a digital transformation company employing approximately 300 professionals in offices in Singapore, Kuala Lumpur, Manila, Singapore, Sydney, Melbourne and Auckland. The company offers integrated transformation strategy, research insights, technology solutions, customer experience, creative, performance marketing, social media, CRM and analytics to multinational corporate clients operating across the Asia Pacific region.

APD. Transformation Delivered

www.apdgroup.com



15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Tony Lowrie & associates regarding Trimanium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Tony Lowrie (and associated family holdings) (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimanium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 4,061,680 Company Shares representing 2.84% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.


3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.


Signed for and on behalf of Tony Lowrie

June 14th 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Grant Paterson regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Grant Paterson (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 897,058 Company Shares representing 0.63% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed by Grant Paterson

15 June 2018

Asia Pacific Digital Limited
Ground Floor
93-95 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Wodi Wodi Pty Limited ATF Wodi Wodi Trust regarding Triumantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Wodi Wodi Pty Limited ATF Wodi Wodi Trust (Shareholder) refers to the Bid Implementation Agreement (BIA) between Triumantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 3,599,854 Company Shares representing 2.52% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of Intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.


3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



T Danjan Roche

Director Wodi Wodi Pty Limited ATF Wodi Wodi Trust

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of intentions by Scoble Ward regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Scoble Ward (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 3,207,992 Company Shares representing 2.25% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

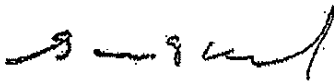
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed by Scoble Ward

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of intentions by VBS Investments Pty Ltd regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

VBS Investments Pty Ltd (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 4,173,380 Company Shares representing 2.92% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of Intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed for and on behalf of VBS Investments Pty Ltd

14/6 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Illimite Pty Ltd & Treeleaf Pty Ltd regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Illimite Pty Ltd and Treeleaf Pty Ltd (Shareholders) refer to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholders collectively hold 10,853,165 Company Shares representing 7.60% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholders confirm that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), they intend to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholders subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholders determine in their sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholders than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholders acknowledge and agree that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholders nor the Shareholders or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed for and on behalf of Illimite Pty Ltd and Treeleaf Pty Ltd

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of intentions by Modern Dragon Investments Limited regarding Trimantium GrowthOps Limited's proposed off-market takeover bid for Asia Pacific Digital Limited (Offer).

1. Introduction

Modern Dragon Investments Limited (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about 14 June 2018.

Shareholder holds 500,296 Company Shares representing 0.35% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

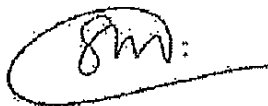
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed for and on behalf of Modern Dragon Investments Limited by an officer of the Company pursuant to a power of attorney from Modern Dragon Investments Limited

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of intentions by Mark Dalglish regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Mark Dalglish & associated entities (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 4,894,699 Company Shares representing 3.43% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

(a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and

(b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.


Signed by Mark Dalglish

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Christine Sharp regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Christine Sharp (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about 14 June 2018.

Shareholder holds 3,254,516 Company Shares representing 2.28% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of Intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

(a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and

(b) the Company Board recommending that Company Shareholders accept the Offer.

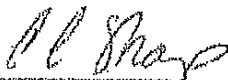
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed by Christine Sharp

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Pyvis Nominees Pty Ltd Fund regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer).

1. Introduction

Pyvis Nominees Pty Ltd (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 1,863,734 Company Shares representing 1.30% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

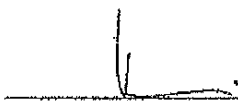
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.


Signed for and on behalf of Pyvis Nominees Pty Ltd

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Roger Sharp regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Roger Sharp (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about 14 June 2018.

Shareholder holds 1,005,607 Company Shares representing 0.70% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

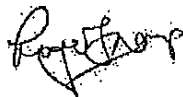
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed by Roger Sharp

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Wentworth Financial Pty Limited regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

Wentworth Financial Pty Limited (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about 14 June 2018.

Shareholder holds 8,236,884 Company Shares representing 5.77% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed for and on behalf of Wentworth Financial Pty Limited

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by North Ridge Partners Pty Ltd as trustee for the Co-Investor No. 1 Fund regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer)

1. Introduction

North Ridge Partners Pty Ltd as trustee for the Co-Investor No. 1 Fund (Shareholder) refers to the Bid Implementation Agreement (BIA) between Trimantium GrowthOps Limited (Bidder) and Asia Pacific Digital Limited (APD or Company) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about 14 June 2018.

Shareholder holds 3,929,513 Company Shares representing 2.75% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement); it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Signed for and on behalf of North Ridge Partners Pty Ltd.

Suite 501, Level 5
210 Clarence Street
Sydney NSW 2000

Tel 02 8012 0638

invest@valuestream.com.au
www.valuestream.com.au

ABN 66 094 107 034
AFSL 246621

P O Box Q423
QVB Sydney NSW 1230



VALUESTREAM
investment management

15 June 2018

Asia Pacific Digital Limited
Ground Floor
33-35 Saunders Street
Pyrmont NSW 2009

Dear Directors

Statement of Intentions by Valuestream Investment Management Ltd as trustee for Co-Investor No. 3 PIPE Fund regarding Trimantium GrowthOps Limited's proposed off market takeover bid for Asia Pacific Digital Limited (Offer).

1. Introduction

Valuestream Investment Management Ltd (**Shareholder**) refers to the Bid Implementation Agreement (**BIA**) between Trimantium GrowthOps Limited (**Bidder**) and Asia Pacific Digital Limited (**APD** or **Company**) and the announcement by APD that it has entered into the BIA, in each case to be dated on or about the date of this letter.

Shareholder holds 57,728,312 Company Shares representing 40.42% of all Company Shares.

In this letter capitalised terms that are not otherwise defined have the same meaning given in the BIA.

2. Statement of intention regarding Offer

Shareholder confirms that, based solely on the information provided by APD as at the date of this letter in relation to the Offer (including the terms of the BIA in the announcement), it intends to accept or otherwise procure the acceptance of the Offer with respect to all of the Company Shares held or controlled by the Shareholder subject to:

- (a) there not being a Competing Proposal involving the sale of Company Shares which Shareholder determines in its sole discretion (acting in good faith) would, if completed substantially in accordance with its terms, would result in a transaction more favourable to Shareholder than the Offer; and
- (b) the Company Board recommending that Company Shareholders accept the Offer.

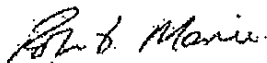
3. Announcement

This letter is provided to APD. Shareholder acknowledges and agrees that APD will make an announcement to the ASX stating the contents of this letter and consents to APD doing so. This letter is provided to APD on the condition that, until such announcement is made, Shareholder and APD will keep the contents of this letter confidential, except to the extent required by law.

4. General

This letter is not intended to give rise to, nor does it give rise to, the Bidder and its associates acquiring any relevant interest in the Company Shares held or controlled by the Shareholder nor the Shareholder or the Bidder becoming associated in any way for the purpose of Chapter 6 of the Corporations Act.

This letter and any dispute or difference arising out of it shall be governed by and construed in accordance with the laws of New South Wales.



Robert Marie
Signed for and on behalf of
Valuestream Investment Management Ltd as trustee for the
Co-Investor No. 3 PIPE Fund