

1 August 2018

To The Directors
Asia Pacific Digital Limited
Level 1, 33-35 Saunders Street
Pyrmont NSW 2009

BY EMAIL

To Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

BY E-LODGEMENT

Dear Directors

Takeover bid by Trimantium GrowthOps Limited (“Bidder”) for all the shares in Asia Pacific Digital Limited (“Target”)

We refer to the Bidder’s Statement dated 6 July 2018. We are the Australian legal advisors of the Bidder.

Attached is a Form 604 Notice of Change of Substantial Shareholder Interest in relation to the Bidder’s holding in the Target, which has also been lodged with ASX Limited.

Yours faithfully

**Henrik Moritz | Partner
King & Wood Mallesons**

Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Asia Pacific Digital Limited

ACN/ARSN 000 386 685

1. Details of substantial holder (1)

Name Trimantium GrowthOps Limited

ACN/ARSN (if applicable) 621 067 678

There was a change in the interests of the substantial holder on 31 / 07 / 18

The previous notice was given to the company on 31 / 07 / 18

The previous notice was dated 31 / 07 / 18

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	118,205,823	82.76%	125,708,801	88.01%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31/07/18	Trimantium GrowthOps Limited	Increase in relevant interest as a result of Trimantium GrowthOps Limited's receipt of acceptances to its takeover offer dated 6 July 2018	The consideration described in the Bidder's Statement dated 6 July 2018	7,502,978 ordinary shares	7,502,978

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Trimantium GrowthOps Limited	Trimantium GrowthOps Limited	Trimantium GrowthOps Limited	Power to control voting and disposal of shares	125,708,801 ordinary shares	125,708,801

5. Changes in association

N/A

6. Addresses

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

Name	Address
Trimantium GrowthOps Limited	Level 9, 297-293 Collins Street, Melbourne VIC 3000

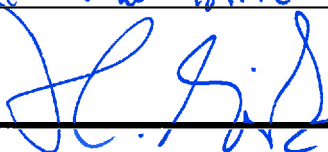
Signature

print name



Capacity Attorney

sign here



date 01 / 08 / 18

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.