

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

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

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

There was a change in the interests of the substantial holder on 1 November 2018
The previous notice was given to the company on 12 October 2018
The previous notice was dated 12 October 2018

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 stapled securities	112,181,017 ordinary stapled securities	97.55%	113,354,465 ordinary stapled securities	98.57%

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$121,036.00	60,518	60,518
16 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$14,268.00	7,134	7,134
17 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$115,386.00	57,693	57,693
18 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$7,800.00	3,900	3,900
19 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$751,516.00	375,758	375,758
22 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$74,010.00	37,005	37,005
23 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$1,792.00	896	896
24 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$381,166.00	190,583	190,583
25 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$28,664.00	14,332	14,332
26 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$506,706.00	253,353	253,353
29 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$131,540.00	65,770	65,770

30 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$114,458.00	57,229	57,229
31 Oct 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$30,124.00	15,062	15,062
1 Nov 18	NEXTDC	On market Takeover Bid announced 8 October 2018	\$68,430.00	34,215	34,215

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
NEXTDC	NEXTDC	NEXTDC	Power to dispose of, or control the exercise of a power to dispose of, the securities as the holder of the securities	113,354,465 ordinary stapled securities	98.57%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. 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	2 November 2018

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 on 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.

Annexure A

NEXTDC LIMITED ACN 143 582 521

This is Annexure 'A' of 1 page referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

sign here ►



print name

Michael Helmer
Company Secretary

date

2 November 2018

NEXTDC Group Members

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