

## ASX Announcement

<b>Asia Pacific Digital Limited</b> <b>Results of Annual General Meeting of Shareholders</b>
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Date:	28 November 2014
Meeting Start Time	2.30pm
Meeting Finish Time	3.30pm
Chairman	Roger Sharp
Present	Peter Hynd (Director), Fionn Hyndman (Director), David Sweet (Director), Campbell Nicholas (Company Secretary)
In Attendance:	Ms Meredith Scott, Partner, Ernst & Young (company's auditor).
Location	Level 5, 151 Castlereagh Street, Sydney, NSW

### Attendance and Apologies

The Chairman noted that a quorum was present. He formally declared the meeting open.

### Introduction by Chairman

The Chairman introduced his fellow directors, the company secretary and senior management.

### Financial statements and reports

The meeting received and considered the financial statements and reports for the year ending 30 June 2014. These statements were included in the annual report to all shareholders and were tabled. It was noted that there was no statutory requirement for these statements to be adopted, passed or resolved at this Annual General Meeting.

The Chairman asked if there were any questions of the Directors or Auditor. There were no questions raised by shareholders.

### Resolution 1 (ordinary): Adoption of Remuneration Report

The Chairman tabled and invited discussion on the adoption of the Remuneration Report.

The report was adopted unanimously on a show of hands.

Proxy votes were displayed on an overhead slide.

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
221,938,948	12,723,163	870,915	4,125

**Resolution 2 (ordinary): Re-election of Mr Fionn Hyndman, Non-Executive Director**

The Chairman tabled and invited discussion.

Mr Hyndman briefly explained his skills and experience.

This resolution was passed unanimously on a show of hands.

Proxy votes were displayed on an overhead slide as follows.

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
1,658,595,779	12,723,163	569,420	9,335

**Resolution 3 (ordinary): Approval of the issue of adjustment shares to Co-Investor Funds**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
226,107,652	12,723,163	482,211	4,125

**Resolution 4 (ordinary): Consolidation of Capital**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
1,657,786,993	12,723,163	1,383,278	4,263

**Resolution 5 (ordinary): Approval of issues under Long Term Incentive Plan for Purpose of Listing Rule 7.2 (Exception 9)**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
174,539,915	12,723,163	50,561,573	1,492,500

**Resolution 6(a) (ordinary): Long Term Incentive Plan issues to Executive Directors – Roger Sharp**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
174,439,915	12,723,163	50,669,073	1,485,000

**Resolution 6(b) (ordinary): Long Term Incentive Plan issues to Executive Directors – Peter Hynd**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
174,539,915	12,723,163	50,569,073	1,485,000

**Resolution 7 (ordinary): Issue of options to Non-Executive Director for Consulting Services**

The Chairman tabled and invited discussion.

This resolution was passed unanimously on a show of hands.

Proxies were displayed on an overhead slide as follows

FOR	PROXY'S DISCRETION	AGAINST	ABSTAIN
1,658,216,920	12,729,351	943,926	7,500

The Chairman resumed the chair and thanked the shareholders for their support and attendance at the meeting. He invited them to join the Board for refreshments.

There being no further business the meeting closed at 3.30pm

Confirmed as a correct record.



**Campbell Nicholas**

**Company Secretary**