

ASX Announcement

22 May 2015

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

By e-lodgement

APPENDIX 3Y – ROGER SHARP

An Appendix 3Y is attached for Asia Pacific Digital Limited's (ASX:DIG) (**APD**) Executive Chairman, Roger Sharp. The increase in number of securities is a direct consequence of APD's recent 1 for 20 pro rata non-renounceable Rights Issue Entitlement Offer at \$0.425 per share (**Rights Issue**). As previously announced, the Rights Issue was fully underwritten by Wentworth Financial Pty Ltd as trustee of the Wentworth Trust, an entity controlled by Mr Sharp.

For more information:

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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity: Asia Pacific Digital Limited
ABN: 30 000 386 685

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Roger Sharp
Date of last notice	23 February 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and Indirect
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+ See chapter 19 for defined terms.

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<p>Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.</p> <p>(Ai) North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd) in its capacity as trustee for Co-Investor No 1 Fund (No 1 Fund).</p> <p>(Aii) Valuestream Investment Management Limited in its capacity as trustee for the Co-Investor No 3 PIPE Fund (No 3 Fund).</p> <p>(B) North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd).</p> <p>(C) Wentworth Financial Pty Ltd as trustee for Wentworth Trust.</p> <p>(D) Christine Sharp.</p>	<p>(Ai) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd). North Ridge Partners Pty Ltd is investment manager of No 1 Fund.</p> <p>(Aii) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd). North Ridge Partners Pty Ltd is investment manager of No 3 Fund.</p> <p>(B) Roger Sharp is a controlling shareholder in and director of North Ridge Partners Pty Ltd (formerly Co-Investor Capital Partners Pty Ltd).</p> <p>(C) Roger Sharp is a shareholder in and director of Wentworth Financial Pty Ltd as trustee for Wentworth Trust.</p> <p>(D) Christine Sharp is Roger Sharp's wife.</p> <p>(E) Roger Sharp holds 1,156,000 unlisted options (with expiry dates of 28 November 2018 at \$0.625 per option) subject to certain individual key performance indicators being met.</p>
<p>Date of change</p>	<p>(Ai) 15 May 2015 (Aii) 15 May 2015 (B) 15 May 2015 (C) 15 May 2015 (D) Not Applicable (E) Not Applicable</p>

+ See chapter 19 for defined terms.

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No. of securities held prior to change	(Ai) 3,513,466 fully paid ordinary shares. (Aii) 54,082,797 fully paid ordinary shares. (B) 5,000 fully paid ordinary shares. (C) 53,822 fully paid ordinary shares. (D) 3,220,425 fully paid ordinary shares. (E) 1,156,000 unlisted options.
Class	(Ai) Fully paid ordinary shares (Aii) Fully paid ordinary shares (B) Fully paid ordinary shares (C) Fully paid ordinary shares (D) Fully paid ordinary shares (E) Unlisted options
Number acquired	(Ai) 416,047 (Aii) 941,176 (B) 250 (C) 1,222,931 (D) Not Applicable (E) Not Applicable
Number disposed	Not Applicable
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(Ai) \$176,819.98 (Aii) \$399,999.80 (B) \$106.25 (C) \$519,745.68 (D) Not Applicable (E) Not Applicable

+ See chapter 19 for defined terms.

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<p>No. of securities held after change</p>	<p>(Ai) 3,929,513 fully paid ordinary shares (Aii) 55,023,973 fully paid ordinary shares (B) 5,250 fully paid ordinary shares. (C) 1,276,753 fully paid ordinary shares (D) 3,220,425 fully paid ordinary shares (E) 1,156,000 unlisted options</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>(Ai) 1 for 20 pro rata non-renounceable Rights Issue Entitlement Offer at \$0.425 per share (Aii) 1 for 20 pro rata non-renounceable Rights Issue Entitlement Offer at \$0.425 per share (B) 1 for 20 pro rata non-renounceable Rights Issue Entitlement Offer at \$0.425 per share (C) Pursuant to an Underwriting Agreement with the entity regarding shortfall shares in respect of a 1 for 20 pro rata non-renounceable Rights Issue Entitlement Offer at \$0.425 per share (D) Not Applicable (E) Not Applicable</p>

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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