

## ASX RELEASE

ASX: AJD

22 May 2013

### **Conversion of partly paid stapled securities to fully paid stapled securities**

Asia Pacific Data Centre Group (APDC) advises today in an Appendix 3B lodgement, the conversion of 114,589,100 stapled securities from partly paid to fully paid Ordinary stapled securities. This represents conversion of approximately 99.6% of the stapled securities on issue.

Holding statements will be despatched to investors today.

Attached is a security holder distribution schedule and top 20 security holder table in relation to the group's fully paid units.

The Final Instalment for the remaining 411,000 stapled securities had not been received by the due date and the relevant security holders will be pursued in accordance with the process outlined below

### **Information for security holders who have not paid the Final Instalment**

Security holders who were registered holders of stapled securities in APDC at the close of the register on 8 May 2013 and failed to pay the final instalment by 15 May 2013 are in default of their obligation to pay the final instalment. Default notices will be despatched to these holders.

In accordance with the relevant constitutions, security holders who are in default must pay all outstanding amounts on their defaulted securities by **5.00pm (AEST) on Wednesday, 29 May 2013**. If payment is not received by this date, then those stapled securities and rights attached to them (including entitlement to distributions and voting rights) will be suspended, and the stapled securities forfeited and sold by APDC. The sale of forfeited stapled securities will be by way of a public auction. Confirmation of the details of the public auction will be advised to the market and advertised in a daily newspaper circulating generally throughout Australia.

In accordance with the relevant constitution and laws, an investor whose stapled securities have been forfeited ceases to be a stapled security holder, has no claims against APDC, has no rights or entitlements in respect of the stapled securities, remains liable to pay all outstanding amounts and must pay interest on those amounts. APDC may subject to the law, sell, dispose of or reissue forfeited stapled securities in any manner it considers appropriate. If, after APDC having taken these actions, there is a deficit the investor will still be liable to pay any outstanding amount.

For further information please contact:

### **Company Secretary**

Asia Pacific Data Centre Group  
+61 2 8072 4916  
info@asiapacificdc.com

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

ASIA PACIFIC DATA CENTRE GROUP comprising stapled securities in  
Asia Pacific Data Centre Holdings Limited and  
Asia Pacific Data Centre Trust

ABN

Asia Pacific Data Centre Holdings Limited ABN19 159 624 585  
Asia Pacific Data Centre Trust ABN 31 874 546 262

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | Conversion of partly paid Ordinary stapled securities to fully paid Ordinary stapled securities |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 114,589,100   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid Ordinary stapled securities  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>The stapled securities were issued for \$1.00 each with:</p> <ul style="list-style-type: none"> <li>• \$0.61 per stapled security payable on allotment</li> <li>• \$0.39 per stapled security payable on 15 May 2013</li> </ul>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Payment of the final instalment of \$0.39 per stapled security</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	

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+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1			
6d	Number of +securities issued with security holder approval under rule 7.1A			
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)			
6f	Number of +securities issued under an exception in rule 7.2			
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.			
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements			
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements			
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>22 May 2013</p>		
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: center;">Number</td> <td style="width: 50%; text-align: center;">+Class</td> </tr> </table>	Number	+Class	
Number	+Class			

+ See chapter 19 for defined terms.

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**New issue announcement**

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	114,589,100	Fully paid Ordinary stapled securities
		411,000	Partly paid Ordinary stapled securities
		115,000,100	Total stapled securities on issue
		<b>Number</b>	<b><sup>+</sup>Class</b>
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Nil	N/a
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Future dividends/distributions declared by the group will be subject to the terms of the relevant constitutions, prevailing market conditions and the financial position of the group at the relevant time	

**Part 2 - Pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.</small>	<div style="border: 1px solid black; height: 100px;"></div>
19	Closing date for receipt of acceptances or renunciations	<div style="border: 1px solid black; height: 30px;"></div>
20	Names of any underwriters	<div style="border: 1px solid black; height: 40px;"></div>
21	Amount of any underwriting fee or commission	<div style="border: 1px solid black; height: 30px;"></div>
22	Names of any brokers to the issue	<div style="border: 1px solid black; height: 60px;"></div>
23	Fee or commission payable to the broker to the issue	<div style="border: 1px solid black; height: 30px;"></div>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<div style="border: 1px solid black; height: 60px;"></div>
25	If the issue is contingent on security holders' approval, the date of the meeting	<div style="border: 1px solid black; height: 40px;"></div>
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<div style="border: 1px solid black; height: 40px;"></div>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	<div style="border: 1px solid black; height: 80px;"></div>
28	Date rights trading will begin (if applicable)	<div style="border: 1px solid black; height: 30px;"></div>
29	Date rights trading will end (if applicable)	<div style="border: 1px solid black; height: 50px;"></div>

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+ See chapter 19 for defined terms.

## Appendix 3B New issue announcement

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- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over

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<sup>+</sup> See chapter 19 for defined terms.

37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.



**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  
(Director/Company secretary)

Date: .....

Print name: .....

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+ See chapter 19 for defined terms.



**ASIA PACIFIC DATA CENTRE GROUP**

**INVESTOR RANGES  
WEDNESDAY 22 MAY 2013**

Ranges                      Investors                      Securities                      % Issued Capital

Security Code : AJD                      FULLY PAID STAPLED SECURITY

**Totals for Security Code AJD**

1 to 1000	1	783	.00
1001 to 5000	77	293,625	.26
5001 to 10000	184	1,765,952	1.54
10001 to 100000	599	20,768,849	18.12
100001 and Over	41	91,759,891	80.08
Total	902	114,589,100	100.00

The number of security investors holding less than a marketable parcel of 441 securities (\$1.135 on 21/05/2013) is 0 and they hold 0 securities.

end of report

## ASIA PACIFIC DATA CENTRE GROUP

### FIRST 20 INVESTORS REPORT WEDNESDAY 22 MAY 2013

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
<b>Security: AJD - FULLY PAID STAPLED SECURITY</b>			
1	NEXTDC LIMITED	26,450,100	23.08%
2	MRS JODIE ANN SLATTERY <SLATTERY FAMILY A/C>	20,500,000	17.89%
3	NATIONAL NOMINEES LIMITED	9,404,175	8.21%
4	UBS NOMINEES PTY LTD	6,311,500	5.51%
5	RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <APN A/C>	4,633,000	4.04%
6	J P MORGAN NOMINEES AUSTRALIA LIMITED	4,315,401	3.77%
7	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,907,867	3.41%
8	AUST EXECUTOR TRUSTEES LTD <CHARITABLE FOUNDATION>	2,116,183	1.85%
9	AUST EXECUTOR TRUSTEES SA LTD <TEA CUSTODIANS LIMITED>	2,070,740	1.81%
10	CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	1,860,000	1.62%
11	UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	1,270,000	1.11%
12	FARALLON CAPITAL PTY LTD <NUNN INVESTMENT A/C>	1,200,000	1.05%
13	DR DAVID JOHN RITCHIE + DR GILLIAN JOAN RITCHIE <D J RITCHIE SUPER FUND A/C>	1,000,000	.87%
14	PERSHING AUSTRALIA NOMINEES PTY LTD <MASON STEVENS ACCOUNT>	503,443	.44%
15	PENTBLACK PTY LTD <BUCKLE FAMILY SUPER FUND A/C>	500,000	.44%
16	BNP PARIBAS NOMS (NZ) LTD <DRP>	454,665	.40%
17	AUST EXECUTOR TRUSTEES LTD <BIPETA>	393,817	.34%
18	MR MAXIMINO AMOEDO	350,000	.31%

**ASIA PACIFIC DATA CENTRE GROUP**

**FIRST 20 INVESTORS REPORT  
 WEDNESDAY 22 MAY 2013**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>		<u>% Issued Capital</u>
19	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	330,000		.29%
20	TIGERSHARK INVESTMENTS PTY LTD <BF HATCHER HOLDINGS A/C>	300,000		.26%
<b>TOTAL FOR TOP 20:</b>		<b>87,870,891</b>	<b>Investors</b> <b>20</b>	<b>76.68%</b>
<b>TOTAL IN THIS REPORT:</b>		<b>87,870,891</b>	<b>Investors</b> <b>20</b>	<b>76.68%</b>
<b>TOTAL OTHER INVESTORS:</b>		<b>26,718,209</b>	<b>882</b>	<b>23.32%</b>
<b>GRAND TOTAL:</b>		<b>114,589,100</b>	<b>902</b>	<b>100.00%</b>

end of report