



8 May 2014

Andy Weaver  
Advisor, Listings Compliance  
ASX Compliance Pty Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Andy

**Asia Pacific Digital Limited Appendix 3Y – Change of Director’s Interest Notices**

In response to the queries raised on page 2 of your letter dated 6 May 2014:

**Query 1 - Please explain why the Appendices were lodged late.**

The Appendices were lodged 3 business days late because of an administrative oversight.

**Query 2 - What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The Company has informed all Directors of the disclosure requirements set out in listing rule 3.19A and section 205G of the Corporations Act. In addition, the Company has a securities trading policy which has been disclosed to the market and describes the requirements for the disclosure and approval of all securities trading.

**Query 3 - If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?**

To the best of the Company’s knowledge, all previous notices relating to Directors interests have been lodged within the required timeframe and this was an isolated incident.

The Company believes that the current arrangements are adequate and are being enforced. It doesn’t believe that any additional steps are required to ensure ongoing compliance with listing rule 3.19B.

Yours Sincerely,

A handwritten signature in black ink, appearing to read "C. Nicholas".

Campbell Nicholas  
**CFO and Company Secretary**



ASX Compliance Pty Limited  
ABN 26 087 780 489  
20 Bridge Street  
Sydney NSW 2000  
PO Box H224  
Australia Square NSW 1215

Telephone 61 2 9227 0517  
Facsimile 61 2 9227 0440  
www.asx.com.au

6 May 2014

Campbell Nicholas  
CFO and Company Secretary  
Asia Pacific Digital Limited  
33 Saunders Street  
Pyrmont NSW 2009

Dear Campbell

### **Asia Pacific Digital Limited (the “Company”) Appendix 3Y – Change of Director’s Interest Notices**

We refer to the following;

1. The two Appendix 3Y’s lodged by the Company with ASX on 5 May 2014 for Mr Peter Hynd and Mr Roger Sharp (the “Appendices”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:
  - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
    - On the date that the entity is admitted to the official list.
    - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.
  - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
  - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19A. The entity must enforce the arrangements with the director.
4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendices indicate that a change in Messrs’ Hynd and Sharp’s notifiable interests occurred on 22 April 2014. It appears that the Appendices should have been lodged with ASX by 30 April 2014. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements. ASX reminds the Group of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Group make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. A.E.S.T.) on Friday, 9 May 2014.

Yours sincerely,



Andy Weaver  
**Advisor, Listings Compliance (Sydney)**