



NOTICE OF EXTRAORDINARY GENERAL MEETING
AND EXPLANATORY MEMORANDUM

To be held on 17 July 2014

Asia Pacific Digital Limited
ACN 000 386 685

**NOTICE OF EXTRAORDINARY GENERAL MEETING &
EXPLANATORY MEMORANDUM**

To be held on 17 July 2014

Time: 10.00 am EST

Venue: Level 31, 1 O'Connell Street, Sydney NSW 2000

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR URGENT ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

TO BE VALID, FORMS OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.00AM SYDNEY TIME ON 15 JULY 2014

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Section A – Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of shareholders of Asia Pacific Digital Limited ACN 000 386 685 will be held as follows:

Date: 17 July 2014

Time: 10.00 am EST

Venue: Level 31, 1 O'Connell Street, Sydney NSW 2000

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting has been prepared to by the Company to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

BUSINESS

1. Resolution 1: Subsequent approval of the issue of Placement Shares

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That for the purposes of Listing Rule 7.4 and all other purposes, approval is given to the issue of 242,000,000 fully paid ordinary shares at 1.7 cents per share by the Company made on 21 May 2014 by way of placement on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2: Approval of the issue of Plan Shares

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given to the issue of up to 58,823,529 fully paid ordinary shares at 1.7 cents per share by the Company under the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3: Approval of the issue of Repayment Shares

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given to the issue of up to 34,791,314 fully paid ordinary shares at 1.7 cents per share by the Company to Financiers in effective repayment of up to \$591,452 outstanding under the Secured Debt Facility on the terms and conditions set out in the Explanatory Memorandum."

4. Resolution 4: Approval of the issue of Repayment Shares to Related Parties

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue of up to 92,660,661 fully paid ordinary shares at 1.7 cents per share by the Company to Related Parties in effective repayment of up to \$1,575,231 outstanding under the Secured Debt Facility on the terms and conditions set out in the Explanatory Memorandum."

5. Voting exclusion statements

Resolution 1

In accordance with the notice requirements of Listing Rule 7.5.6 for approval under Listing Rule 7.4 and Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 1 by:

- (a) a person who participated in the issue; and
- (b) any associate of any such person.

Resolution 2

In accordance with the notice requirements of Listing Rule 7.3.8 for approval under Listing Rule 7.1 and Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 2 by:

- (a) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (b) any associates of any such persons.

Resolution 3

In accordance with the notice requirements of Listing Rule 7.3.8 for approval under Listing Rule 7.1 and Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 3 by:

- (c) any Financier and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (d) any associates of any such persons.

Resolution 4

In accordance with the notice requirements of Listing Rule 10.13.6 for approval under Listing Rule 10.11 and Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 4 by:

- (a) a Related Party Financier; and
- (b) any associate of a Related Party Financier.

However, the Company need not disregard a vote on Resolutions 1, 2, 3 and 4:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

If you are entitled to vote at the EGM, you may do so by attending the meeting in person or by proxy, or in the case of corporate shareholders, corporate representatives.

1. Determination of entitlement to vote

For the purpose of the EGM, the Directors have determined that shares will be taken to be held by persons who are registered as shareholders of the Company as at 7.00pm (Sydney time) on 15 July 2014 (**Record Date**).

2. Voting rights

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the EGM has one vote.

On a poll, each member present in person or by attorney or by proxy or, in the case of a body corporate, by a corporate representative, has one vote for each Share held by them as at the Record Date.

3. Voting in person

To vote in person, attend the EGM on the date and the place set out in this Notice.

4. Voting by proxy

- (a) A member entitled to attend and vote at the EGM may appoint a proxy to attend and vote at the EGM at the member's behalf.
- (b) A member who is entitled to attend and cast two or more votes at the EGM may appoint two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights.
- (c) An instrument appointing a proxy must be in the form of the proxy form set out in **Annexure A** to this Notice of Meeting.
- (d) A proxy need not be a member of the Company.
- (e) A proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as directed in the proxy form.
- (f) A proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the EGM, or any other procedural motion, unless the member gives a direction to the contrary.
- (g) A valid proxy form will be deemed to confer authority to demand or join in demanding a poll.
- (h) To be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney).
- (i) To be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 10.00am (**Sydney time**) on **15 July 2014**:

by the Company's Share Registry, Computershare Investor Services Pty Ltd:

- by mail: GPO Box 2987 Adelaide SA 5001

- by facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

- (j) You may also vote online at www.investorvote.com.au. You will need the control number, holder number and postcode as shown on your proxy form.

A form of proxy accompanies this Notice of Meeting and is set out in **Annexure A (Proxy Form)**.

By order of the Board



Campbell Nicholas
Company Secretary

Dated: 6 June 2014

Section B – Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting of Asia Pacific Digital Limited ACN 000 386 685 to be held on 17 July 2014.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the EGM.

The Directors recommend Shareholders read the Notice of Meeting and this Explanatory Memorandum in full before making any decisions relating to the Resolutions.

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

RESOLUTION 1: SUBSEQUENT APPROVAL OF THE ISSUE OF PLACEMENT SHARES

Purpose of the Resolution

The Company is seeking the approval of Shareholders, for the purposes of Listing Rule 7.4, in respect of the issues of shares that have been made by the Company as set out in the following table:

Type of issue and persons to whom the issue was made:	Placement to institutional and sophisticated investors led by Canaccord Genuity (Australia) Limited, acting as Lead Manager and Sole Bookrunner for the placement
Date of issue:	21 May 2014
Number of shares issued:	242,000,000
Issue price per share:	1.7 cents
Terms of shares issued:	Fully-paid ordinary shares ranking equally with all other existing fully paid ordinary shares
Use of funds:	To complete the group's recent investment in aCommerce (South East Asian developing markets e-commerce specialist), to commence a range of growth initiatives across the region, and to provide general working capital.

Listing Rule 7.1

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without approval of Shareholders or ASX waiver, in any twelve month period (**15% limit**).

The issue of the shares set out in the table above (**Placement Shares**) was made within the 15% limit and, hence, did not require Shareholders' approval.

Listing Rule 7.4

Under Listing Rule 7.4 an issue of shares made without Shareholders' approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1, if Shareholders' approval is subsequently obtained.

Effect of Resolution 1

If Resolution 1 is passed, the Placement Shares will not count toward the 15% limit. A consequence of approval is that the Placement Shares will increase the number of shares from which the 15% limit is calculated in the future. Hence, if Resolution 1 is passed, the Company retains the ability to issue new securities up to 15% of its current capital in any twelve months period without approval of Shareholders.

The Directors consider that it is appropriate and prudent for approval to be sought at the EGM, in respect of the issue of the Placement Shares, as this approval will enhance the Company's flexibility to finance strategic transactions through raising equity capital, should the Directors consider that it is in the best interests of the Company to do so.

If this approval is not given at the EGM, the Company may need to incur the costs and delay of convening an extraordinary general meeting of the Company, if the Directors propose to issue securities which do not fall under an exception to the 15% limit in listing rule 7.2.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: APPROVAL OF THE ISSUE OF PLAN SHARES

Purpose of the Resolution

The Company is seeking the approval of Shareholders, for the purposes of Listing Rule 7.1, in respect of the issue of up to 58,823,529 fully-paid ordinary shares to its existing Shareholders under a Share Purchase Plan which was announced by the Company to the ASX on 14 May 2014 (**Plan Shares**).

Although the Company is seeking to raise up to \$1 million under the SPP, the actual number of Plan Shares which will be issued is not yet known. Accordingly, the Company is seeking approval for the maximum anticipated number of Shares which could be issued.

Share Purchase Plan

Under the Share Purchase Plan (**Plan**), the Company will provide existing Shareholders with an opportunity to increase their shareholding in the Company. Eligible Shareholders will be able to purchase up to \$15,000 worth of additional Shares at the same price as the Placement Shares (1.7 cents per Share) without incurring brokerage or transaction costs.

Details of the Plan are set out in an Offer Booklet dated 6 June 2014 which accompanies this Notice of Meeting.

Further detail as set out in the table below is provided in relation to Resolution 2.

Names of persons to whom shares will be issued or basis on which those persons will be elected:	Eligible Shareholders who participate in the Plan.
Date by which the shares will be issued:	25 July 2014 Note: must not be later than 3 months after the date of the EGM.
Maximum number of shares to be issued under the Plan:	58,823,529
Issue price per share:	1.7 cents
Terms of shares issued:	Fully-paid ordinary shares ranking equally with all other existing fully paid ordinary shares
Use of funds:	To complete the group's recent investment in aCommerce (South East Asian developing markets e-commerce specialist), to commence a range of growth initiatives across the region and to provide general working capital.

The Co-Investor No. 1 Fund and Co-Investor No. 3 PIPE Fund, being investment funds managed by Co-Investor, have indicated that they will not participate in the share issue under the Plan.

Listing Rule 7.1

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without approval of Shareholders or ASX waiver, in any twelve month period (**15% limit**), unless an exception in Listing Rule 7.2 applies. The Directors have formed the view that the Company cannot rely on Exception 15 of Listing Rule 7.2 and, hence, are seeking the approval of the Shareholders.

Effect of Resolution 2

If Resolution 2 is passed, the Plan Shares will not count toward the 15% limit. A consequence of approval is that the Plan Shares will increase the number of shares from which the 15% limit is calculated in the future. Hence, if Resolution 2 is passed, the Company retains the ability to issue new securities up to 15% of its then current capital in any twelve month period without approval of Shareholders.

The Directors consider that it is appropriate and prudent for approval to be sought at the EGM, in respect of the issue of the Plan Shares, as this approval will enhance the Company's flexibility to finance strategic transactions through raising equity capital, should the Directors consider that it is in the best interests of the Company to do so.

If this approval is not given at the EGM, the Company may need to incur the costs and delay of convening an extraordinary general meeting of the Company, if the Directors propose to issue securities which do not fall under an exception to the 15% limit in listing rule 7.2.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: APPROVAL OF THE ISSUE OF REPAYMENT SHARES

Purpose of the Resolution

The Company is seeking the approval of Shareholders, for the purposes of Listing Rule 7.1, in respect of the issue of up to 34,791,314 fully-paid ordinary shares to Financiers in effective repayment of up to \$591,452 outstanding under the Secured Debt Facility (**Repayment Shares**).

As the actual number of Repayment Shares which will be issued is not yet known, the Company is seeking approval for the maximum anticipated number of Shares which could be issued.

Secured Debt Facility

The Company has a \$5.5 million Secured Debt Facility which has been provided by several Financiers.

The Company proposes to repay outstanding amounts under the Secured Debt Facility by issuing Shares to Financiers at an issue price of 1.7 cents.

The Company has received confirmations from Financiers who have elected to convert part or all of their debt and, accordingly, an amount of \$591,452 (excluding Related Party Financiers) of the outstanding debt is to be repaid by the issue of up to 34,791,314 Repayment Shares.

The issue of the Repayment Shares is subject to Resolution 3 being passed at the EGM.

Further detail as set out in the table below is provided in relation to Resolution 3.

Names of persons to whom shares will be issued or basis on which those persons will be elected:	Financiers electing to have part or all of their outstanding amounts under the Secured Debt Facility repaid by participating in the issue of Repayment Shares.
Date by which the shares will be issued:	25 July 2014 Note: <i>must not be later than 3 months after the date of the EGM.</i>
Maximum number of shares to be issued in effective repayment of the Secured Debt Facility:	34,791,314
Issue price:	1.7 cents
Terms of shares issued:	Fully-paid ordinary shares ranking equally with all other existing fully paid ordinary shares
Use of funds:	No additional funds will be raised by the issue of the Repayment Shares, however, the Repayment Shares are issued in repayment of outstanding amounts under the Secured Debt Facility.

Listing Rule 7.1

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without approval of Shareholders or ASX waiver, in any twelve month period (**15% limit**), unless an exception in Listing Rule 7.2 applies.

An exception under Listing Rule 7.2 is not available for the proposed issue of the Repayment Shares.

Effect of Resolution 3

If Resolution 3 is passed, the Repayment Shares will not count toward the 15% limit. A consequence of approval is that the Repayment Shares will increase the number of shares from which the 15% limit is calculated in the future. Hence, if Resolution 3 is passed, the Company retains the ability to issue new securities up to 15% of its then current capital in any twelve month period without approval of Shareholders.

The Directors consider that it is appropriate and prudent for approval to be sought at the EGM, in respect of the issue of the Repayment Shares, as this approval will enhance the Company's flexibility to finance strategic transactions through raising equity capital, should the Directors consider that it is in the best interests of the Company to do so.

Furthermore, the issue of the Repayment Shares in repayment of outstanding amounts under the Secured Debt Facility will strengthen the Company's balance sheet.

If this approval is not given at the EGM, the Company may need to incur the costs and delay of convening an extraordinary general meeting of the Company, if the Directors propose to issue securities which do not fall under an exception to the 15% limit in listing rule 7.2.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: APPROVAL OF THE ISSUE OF REPAYMENT SHARES TO RELATED PARTIES

Purpose of the Resolution

The Company is seeking the approval of Shareholders, for the purposes of Listing Rule 10.11 in respect of the issue of up to 92,660,661 fully-paid ordinary shares to Related Parties of the Company in effective repayment of part or all of the outstanding amounts owed to the Related Parties under the Secured Debt Facility (**Repayment Shares**).

The Company has agreed, subject to obtaining Shareholder approval, to issue Repayment Shares to the Related Party Financiers specified below at the same price and on the same terms as Shares are to be issued to the other Financiers.

Related Parties

The following Financiers who wish to participate in the proposed issue of Repayment Shares are Related Parties of the Company:

Name of persons to whom shares will be issued	If person is not a director, relationship between the person and a director	Outstanding amount of Secured Debt Facility that is proposed to be repaid	Number of Repayment Shares to be issued
Wentworth Financial Pty Ltd as trustee of the Wentworth Trust (Wentworth)	The person is controlled by Mr Roger Sharp who is a director of the Company and a director and shareholder of Co-Investor	\$1,302,681	76,628,268
Pyvis Nominees Pty Ltd as trustee of the Pyvis Trust (Pyvis)	The person is controlled by Mr Richard Pyvis, who is a director of Co-Investor	\$ 272,551	16,032,393
Total		\$ 1,575,232	92,660,661

Listing Rule 10.11

Under Listing Rule 10.11 shareholders' approval must be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Hence, the proposed issue of Repayment Shares to the Related Parties requires Shareholders' approval under Listing Rule 10.11, unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Directors' recommendation

Mr Roger Sharp declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that he is a director and shareholder of Wentworth Financial Pty Ltd, the trustee of the Wentworth Trust. The Wentworth Trust is a Related Party Financier and, hence, will be entitled to participate in the issue of the Repayment Shares.

The other Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Section C – Glossary

1. Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691.

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney.

Co-Investor means Co-Investor Capital Partners Pty Ltd ACN 110 402 134.

Company or **DIG** means Asia Pacific Digital Limited ACN 000 386 685.

Corporations Act or **Act** means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum set out in **Section B** of this document.

EGM or **Extraordinary General Meeting** means the extraordinary general meeting of the Company to be held on 17 July 2014 pursuant to the Notice of Meeting.

Financiers means each person who has severally committed to provide certain amounts by way of loan to the Company under the Secured Debt Facility and each of whom are sophisticated investors within the meaning of section 708(8) of the Corporations Act.

Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of Extraordinary General Meeting set out in **Section A** of this document.

Placement Shares means 242,000,000 Shares that were issued at 1.7 cents per Share to institutional and sophisticated investors on 21 May 2014.

Plan Shares means up to 58,823,529 Shares to be issued at 1.7 cents per Share up to a maximum amount of \$1,000,000 to existing Shareholders under the Share Purchase Plan.

Related Party has the meaning given to that term in section 228 of the Corporations Act.

Related Party Financiers means:

- (a) Wentworth Financial Pty Ltd as the trustee of the Wentworth Trust, an entity controlled by Mr Roger Sharp, director of the Company and director and shareholder of Co-Investor; and
- (b) Pyvis Nominees Pty Ltd as the trustee of the Pyvis Trust, an entity controlled by Mr Richard Pyvis, a director of Co-Investor;

each being a Related Party of the Company.

Repayment Shares means up to 127,451,974 Shares to be issued at 1.7 cents per Share to Financiers in effective repayment of some of the amounts outstanding under the Secured Debt Facility.

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

Resolution 1 means the ordinary resolution set out in the Notice of Meeting to subsequently approve the issue of the Placement Shares on 21 May 2014 for the purposes of Listing Rule 7.4 and all other purposes.

Resolution 2 means the ordinary resolution set out in the Notice of Meeting to approve the issue of the Plan Shares for the purposes of Listing Rule 7.1 and all other purposes.

Resolution 3 means the ordinary resolution set out in the Notice of Meeting to approve the issue of the Repayment Shares for the purposes of Listing Rule 7.1 and all other purposes.

Resolution 4 means the ordinary resolution set out in the Notice of Meeting to approve the issue of Repayment Shares to Related Parties of the Company for the purposes of Listing Rule 10.11 and all other purposes.

Secured Debt Facility means a \$5.5 million secured debt facility which is fully drawn down and which has been provided by the Financiers to the Company.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

2. Interpretation

For the purposes of interpreting the Explanatory Memorandum and the Notice of Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all considerations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Memorandum and the Notice of Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide SA 5001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00 am (Sydney time) Tuesday 15 July 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Asia Pacific Digital Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Asia Pacific Digital Limited to be held at Level 31, 1 O'Connell Street, Sydney NSW 2000 on Thursday, 17 July 2014 at 10.00 am (Sydney time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Subsequent approval of the issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the issue of Plan Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the issue of Repayment Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the issue of Repayment Shares to Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /



SHARE PURCHASE PLAN
Asia Pacific Digital Limited
ACN 000 386 685

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.

THIS DOCUMENT HAS BEEN PREPARED BY ASIA PACIFIC DIGITAL LIMITED. THE SHARE PURCHASE PLAN PROVIDES ELIGIBLE SHAREHOLDERS WITH THE OPPORTUNITY TO PURCHASE ADDITIONAL SHARES WITHOUT BROKERAGE OR OTHER TRANSACTION COSTS.

THE SHARE PURCHASE PLAN DOES NOT TAKE INTO ACCOUNT THE INDIVIDUAL INVESTMENT OBJECTIVES, FINANCIAL SITUATION OR PARTICULAR NEEDS OF EACH ELIGIBLE SHAREHOLDER. ACCORDINGLY, BEFORE MAKING A DECISION WHETHER OR NOT TO SUBSCRIBE FOR SHARES UNDER THE SHARE PURCHASE PLAN, YOU SHOULD CONSULT YOUR FINANCIAL, LEGAL OR OTHER PROFESSIONAL ADVISER.

THIS DOCUMENT IS NOT A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT UNDER THE CORPORATIONS ACT.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS.

Letter from Independent Directors

6 June 2014

Dear Shareholder

On behalf of the Board of Asia Pacific Digital Limited (**Asia Pacific Digital** or **the Company**), we are pleased to invite you to participate in a Share Purchase Plan (**SPP**), allowing you to spend up to \$15,000 to purchase Asia Pacific Digital ordinary shares (**Shares**) without incurring brokerage or transaction costs. The SPP proceeds will be capped at \$1million.

Asia Pacific Digital recently completed an oversubscribed \$4.1m placement of Shares to institutional and sophisticated investors (**Placement**). Funds raised under the SPP and the Placement will be used to fund the investment in aCommerce Group, a range of growth initiatives across the region and to provide general working capital, which were announced on 14 May 2014.

The SPP gives you the opportunity to increase your Asia Pacific Digital shareholding at a price (**Issue Price**) of 1.7 cents per new Share, which is the same price paid by investors under the Placement and represents a discount of 12% to the closing price of existing Asia Pacific Digital Shares on 5 June 2014.

Although the recent Placement was made within Asia Pacific Digital's 15% issuance capacity, the issue of Shares under the SPP requires shareholders' approval under the ASX Listing Rules and, therefore, the SPP offer and the issue of the new Shares is subject to shareholders' approval being obtained at an Extraordinary General Meeting to be held on 17 July 2014.

Participation in the SPP is entirely voluntary. If you are an Eligible Shareholder (defined in the enclosed Terms and Conditions), you may participate by applying to purchase a parcel of Shares from a minimum of \$1,000 up to a maximum of \$15,000 (**Parcel**), without incurring brokerage or transaction costs, or you may do nothing.

Asia Pacific Digital seeks to raise a maximum amount of \$1 million under the SPP. Subject to the Scaleback referred to in section 8 of the SPP Terms and Conditions below, the number of Shares allocated to you will be the cost of the Parcel you apply and pay for divided by the Issue Price and rounded up to the nearest whole number.

You should be aware that the future market price of Asia Pacific Digital shares is uncertain and may rise or fall. This means the price you pay for the Shares under the SPP may be higher or lower than the price of Asia Pacific Digital shares trading on the ASX at the time the Shares are issued to you under the SPP.

Full details of the SPP are set out in the enclosed Terms and Conditions and Application Form. I encourage you to read the Terms and Conditions carefully and in its entirety before making a decision on whether to participate in the SPP.

This letter and the Terms and Conditions are not financial advice, and have been prepared without taking into account the objectives, financial situation or the needs of individuals. Before making an investment decision, you should consider seeking legal, financial and/or taxation advice as necessary or appropriate.

On behalf of the Directors, I invite you to consider the opportunity to increase your investment in Asia Pacific Digital.

Yours sincerely



Mr Fionn Hyndman and Mr David Sweet
Non-Executive Directors

TERMS AND CONDITIONS

IMPORTANT NOTICE:

If you apply to participate in the SPP by completing and returning the Application Form or making a BPAY payment, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY payment and the Issue Date. This means it is possible that, up to or after the Issue Date, you may be able to buy Shares at a lower price than the Issue Price of Shares under this SPP.

We encourage you to seek your own professional advice regarding your participation in the SPP.

1. Indicative offer timetable

The dates set out in the table below are indicative only. The Company may vary these dates at its discretion by lodging a revised time table with the ASX.

Record Date	13 May 2014 (7.00 pm AEST)
Announcement of SPP	14 May 2014
Section 708A "Cleansing Notice" lodged with ASX	27 May 2014
SPP opens (Offer Date)	17 June 2014
Extraordinary General Meeting	17 July 2014
SPP closes	18 July 2014
New Shares are issued (Issue Date)	25 July 2014
New Shares commence trading on ASX	28 July 2014

At the Extraordinary General Meeting on 17 July 2014 the Company will seek Shareholders' approval necessary under the ASX Listing Rules to issue the New Shares.

No late applications will be accepted. However, the Company can change, at any time, the timetable (even if the offer has opened or Application Forms have been received) by lodging a revised timetable with the ASX.

2. Eligible Shareholders

The SPP offer and the issue of the New Shares is subject to obtaining the necessary Shareholders' approval at the Company's Extraordinary General Meeting to be held on or around 17 July 2014. Further details are included in the Notice of Extraordinary General Meeting which is despatched to the Shareholders together with this SPP booklet.

3. Eligible Shareholders

(a) You are an Eligible Shareholder and may participate in the SPP if you were an eligible holder of Shares with an address in Australia or New Zealand at 7pm (Sydney time) on

13 May 2014, unless you are, or are acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933).

(b) The Company has determined that it is not practical for holders of Shares with addresses on the Share register in jurisdictions other than Australia and New Zealand to participate in the SPP. Shares to be allotted under the SPP have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States of America.

(c) For the purposes of determining eligibility, joint holders of Shares are taken to be a single registered holder of Shares and the agreements, acknowledgements and certification under section 4 below are taken to have been given by all joint holders.

(d) Eligible Shareholders can only apply for a maximum of \$15,000 worth of New Shares in aggregate under the SPP (unless you are applying as a Custodian). This limitation applies even if Eligible Shareholders receive more than one Application Form due to multiple individual holdings or joint holdings, or if they hold Shares in more than one capacity such as if they are a sole Eligible Shareholder and a joint Eligible Shareholder and/or an Eligible Shareholder with more than one holding under a separate account or designation.

(e) The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other shareholders in the Company.

(f) If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

4. Applications for New Shares

4.1 Limitations on applications

(a) If you are an Eligible Shareholder, you may apply to spend the amount you select on the Application Form up to a maximum of \$15,000 to purchase New Shares. Shareholders can subscribe for either \$1,000, \$3,000, \$5,000, \$7,000, \$9,000, \$11,000, \$13,000 or \$15,000 Parcels.

(b) This Parcel may be subject to rounding.

(c) Eligible Shareholders who receive more than one Offer under the SPP (for example, because they hold Shares in more than one capacity) may submit more than one Application (using multiple Application Forms) but may not apply for New Shares with an aggregate value of more than \$15,000.

4.2 Completing the Application Form and paying for Shares

If you would like to participate in the SPP, you must:

(a) make payment via BPAY or internet or phone banking. You must also quote your reference number which is on the Application Form. If you use this method, you should be aware of your financial institution's cut-off time (the time payment must be made by to be processed overnight). It is

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your responsibility to ensure funds are submitted correctly by the closing date and time. If paying by BPAY you do not need to return the Application Form, but you are taken to make the certifications and representations described in these Terms and Conditions; or

(b) complete the Application Form attaching a cheque and submitting your application in accordance with the instructions on the Application Form.

Cheques should be made payable to:

Asia Pacific Digital Limited – SPP account

Application Forms together with application monies should be mailed to:

Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide SA Australia 5001

All payments and Application Forms must be received by no later than 5.00pm (Sydney time) on the Closing Date. If the full amount is not tendered by cheque with a completed Application Form by the Closing Date, Asia Pacific Digital reserves the right to return the payment and Application Form to you and not issue any New Shares to you.

You will not be able to withdraw or revoke your Application once you have submitted it.

4.3 Asia Pacific Digital's discretion regarding applications

Asia Pacific Digital may accept or reject applications to buy New Shares under the SPP, including (but not limited to) cases where:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by Asia Pacific Digital to be invalid;
- (b) a cheque is dishonoured or has not been completed correctly;
- (c) a cheque is not made out for the exact amount of the parcel of New Shares selected on the Application Form;
- (d) an applicant appears to be applying for more than \$15,000 of New Shares (in aggregate) at the Issue Price;
- (e) an Application Form is received after the Closing Date. Late BPAY payments may be refunded and Application Forms with payments, if not processed, may be returned to you at your registered address; or
- (f) Asia Pacific Digital believes that an applicant is not an Eligible Shareholder in accordance with the requirements of ASIC and/or the ASX (as applicable).

4.4 Interest

No interest will be paid on any application money returned to you.

4.5 Significance of sending in an application and Application Representations

If you apply to participate in the SPP by submitting payment, (including through BPAY), or completing and returning the

Application Form, you will be deemed to have represented, warranted and agreed as follows:

(a) you acknowledge that you, and each person for whose account or benefit you are acting, are an Eligible Shareholder and represent and warrant that you are not a person to whom it would be illegal to make an offer or issue of New Shares under the SPP; and agree to provide (and direct your nominee or Custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;

(b) you agree that your application is made in accordance with these Terms and Conditions and the Application Form;

(c) you accept that you will not be able to withdraw or revoke your Application Form once you have submitted it;

(d) you authorise Asia Pacific Digital (and its Officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;

(e) you acknowledge that Asia Pacific Digital may at any time determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;

(f) you agree that where you have previously provided Asia Pacific Digital or its Share registry with bank account details, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account;

(g) you accept the risk associated with any refund that may be sent to you by cheque to your address shown on Asia Pacific Digital's register;

(h) you are responsible for any dishonour fees or other costs Asia Pacific Digital may incur in presenting a cheque for payment which is dishonoured;

(i) you acknowledge that neither Asia Pacific Digital nor Computershare Investor Services Pty Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy New Shares under the SPP;

(j) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;

(k) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act 1933 or the securities laws of any state or other jurisdiction of the United States or the securities law of any other jurisdiction outside Australia or New Zealand, and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any other applicable securities laws;

(l) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or any other country outside Australia and

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New Zealand or to any person who is, or is acting for the account or benefit of, a U.S. Person;

(m) if you are applying on your own behalf (and not as Custodian), you are not applying for New Shares with an aggregate application value of more than \$15,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in clause 3(d) of the Terms and Conditions;

(n) you acknowledge that Asia Pacific Digital is not liable for any exercise or non-exercise of its discretions referred to in these Terms and Conditions;

(o) you irrevocably and unconditionally agree to (and to be bound to) these Terms and Conditions, the Application Form, Asia Pacific Digital's constitution and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and

(p) you accept that your Application is unconditional and authorise Asia Pacific Digital to register you as the holder(s) of Shares issued to you.

4.6 Certification by Eligible Shareholders

An Eligible Shareholder must, on application for New Shares pursuant to the Offer, certify to the Company that the total of the application price for the following does not exceed \$15,000 worth of New Shares the subject of the application under the SPP:

(a) any other New Shares issued to the Eligible Shareholder under the SPP or any similar arrangement in the 12 months before the application under the SPP;

(b) any other New Shares which the Eligible Shareholder has instructed a Custodian to acquire on their behalf under the SPP; and

(c) any other Shares issued to a Custodian in the 12 months before the application under the SPP as a result of an instruction given by the Eligible Shareholder to the Custodian to apply for Shares on their behalf under an arrangement similar to the SPP.

5. Issue Price

(a) You agree to pay the Issue Price per New Share for the value of New Shares you have selected on the Application Form.

(b) The Issue Price for each New Share is 1.7 cents, which is the same price paid by institutional and professional investors in the Placement, and represents a discount of 12% to the closing price of Asia Pacific Digital's shares on 5 June 2014.

(c) You should note the risk that the market price of a Share may rise or fall between the Opening Date and the Allotment Date. This means that the price you pay per New Share pursuant to the SPP may be either higher or lower than the Share price at the Opening Date or the Allotment Date. Asia Pacific Digital recommends that you monitor the Asia Pacific Digital Share price which can be found in the financial pages

of major Australian metropolitan newspapers, or on the ASX website at www.asx.com.au (ASX code: DIG).

6. Custodian Certification

If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary, subject to you providing a certificate addressed to Asia Pacific Digital (Custodian Certificate) with your Application Form certifying the following:

(a) that you held Shares on behalf of Participating Beneficiaries on the Record Date and they have instructed you to apply for New Shares on their behalf under the SPP;

(b) the number of Participating Beneficiaries;

(c) the name and address of each Participating Beneficiary;

(d) the number of Shares that you hold on behalf of each Participating Beneficiary;

(e) the number or dollar amount of New Shares which each Participating Beneficiary has instructed you to apply for on their behalf;

(f) that there are no Participating Beneficiaries in respect of which the total of the application price exceeds \$15,000 worth of New Shares, calculated by reference to Shares applied for by you as Custodian on their behalf under:

(i) the SPP; and

(ii) any other Shares issued to you as Custodian in the 12 months before your application under an arrangement similar to the SPP, in each case, as a result of an instruction given by them to you as Custodian to apply for New Shares on their behalf.

(g) that a copy of the written offer document was given to each Participating Beneficiary; and

(h) If you are a Custodian who holds Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed Custodians the name and address of each interposed Custodian.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Please contact Computershare on 1300 850 505 to obtain a Custodians Certificate or further information on how to apply.

7. Rounding of Shares

If you apply for New Shares under the SPP you will apply for a certain value rather than a certain number of New Shares. Subject to these Terms and Conditions, the number of New Shares you are allocated will be determined by:

(a) if there is no Scaleback applied to your allotment (in accordance with section 8 below), dividing the value of the New Shares that you apply for by the Issue Price, then rounding up to the nearest whole number of New Shares; or

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(b) if there is a Scaleback applied to your allotment (in accordance with section 8 below), the scaled back amount of your New Shares divided by the Issue Price.

If this calculation produces a fractional number, the number of Shares you will be issued with will be rounded up to the nearest whole number.

8. Scaleback

(a) If Asia Pacific Digital receives applications for more than \$1 million worth of New Shares, it may Scaleback applications in its discretion.

(b) If there is a Scaleback, you may not receive the full value of New Shares for which you have applied. If a Scaleback produces a fractional number when applied to your parcel of New Shares, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.

(c) In the event of a Scaleback, each applicant will be scaled back based on:

- (i) the value of your application for New Shares;
- (ii) the size of their Shareholding at the Record Date; or
- (iii) a combination of both.

(d) The difference between the value of the New Shares allotted (calculated at the Issue Price) and the application money received will be refunded to you without interest following allotment. Any refunds will be made by cheque mailed to your address as recorded on Asia Pacific Digital's register.

9. New Shares

All New Shares issued under the SPP will rank equally with existing Shares quoted on the ASX, with the same voting rights and other entitlements.

10. Class Order compliance

This Offer of New Shares under the SPP is made in accordance with the requirements of the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the Offer of New Shares under the SPP.

11. Binding terms

By accepting the Offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and the constitution of Asia Pacific Digital.

12. Administration of the SPP

Asia Pacific Digital reserves the right to:

- (a) withdraw the Offer or suspend or terminate the SPP at any time;
- (b) reduce the amount of New Shares that may be subscribed for under the SPP in any manner; and
- (c) waive compliance with any provision of these Terms and Conditions.

Asia Pacific Digital may amend these Terms and Conditions and, where there is any uncertainty as to the operation of the SPP, may make determinations about the operation of the SPP, and may do so in each case generally or in relation to any participant or application. Any amendment or determination that is made by Asia Pacific Digital will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

13. Governing law

These Terms and Conditions are governed by the laws in force in New South Wales and are to be interpreted in accordance with their spirit, intention and purpose.

14. Underwriting

The SPP is not underwritten.

Glossary

Definitions

The following definitions are used in the SPP:

Allotment Date means the date on which the New Shares are issued and allotted (which is expected to be on or about 25 July 2014);

Application Form means the application form attached to or accompanying this SPP pursuant to which applicants may apply for New Shares;

Asia Pacific Digital means Asia Pacific Digital Limited ACN 000 386 685;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited (ABN 98 008 624 691) or the financial market known as Australian Securities Exchange operated by it, as the context requires;

Class Order means ASIC Class Order 09/425 (as it may be amended from time to time);

Custodian means a registered holder of Shares that:

(a) holds an Australian financial services licence that:

- (i) covers the provision of a custodial or depositary service; or
- (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order [CO 02/294]; or

(b) is exempt under:

- (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (Regulations); or
- (ii) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or
- (iii) ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313];
- (iv) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (b)(iv) above;

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- (v) paragraph 911A(2)(h) of the Corporations Act 2001;
- (vi) the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (c) is a trustee of a:
 - (i) self-managed superannuation fund; or
 - (ii) superannuation master trust; or
- (d) is the responsible entity of an IDPS-like scheme; or
- (e) is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

Eligible Shareholder means a Shareholder who is eligible to acquire New Shares under the SPP, determined in accordance with section 3 of the SPP;

Issue Price means 1.7 cents per Share;

New Shares means Shares offered under the SPP;

Offer means the offer of New Shares under the SPP;

Participating Beneficiary means one or more persons that have Shares held on their behalf by a Custodian;

Record Date means 7.00 pm (AEST) on 13 May 2014;

Scaleback means the procedure by which the applications for New Shares are scaled back, details of which are set out in section 8;

Share means one fully paid ordinary share in the issued capital of Asia Pacific Digital and Shares means any two or more of them;

Share Purchase Plan or **SPP** means this document; and

Shareholder means a shareholder of Asia Pacific Digital.

For all enquiries:

Phone:



(within Australia) (02) 8569 0080
(outside Australia) +61 2 8569 0080

Web:



www.investorcentre.com/contact

Make your payment:



See over for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Sydney time) Friday 18 July 2014**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Asia Pacific Digital Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Asia Pacific Digital Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the slip below does not exceed A\$15,000.

Asia Pacific Digital Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Asia Pacific Digital Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Asia Pacific Digital Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders even where Asia Pacific Digital Limited does not notify you of that event.

Step 1: Registration Name

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased in increments subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque or bank draft payable in Australian dollars to "Asia Pacific Digital Limited - SPP account". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below as indicated. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Asia Pacific Digital Limited Share Purchase Plan Application Form

Payment must be received by 5:00pm (Sydney time) Friday 18 July 2014

® Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details



For your security keep your SRN/
HIN confidential.

Registration Name:

Offer Details:

Record date:

13 May 2014

Minimum value
available to purchase:

\$1,000

Maximum value
available to purchase:

\$15,000

STEP 2

Make Your Payment



Bill Code:
Ref No:

Pay by Mail:



Make your cheque, money order or bank draft payable to
"Asia Pacific Digital Limited - SPP account".

Return your cheque with the below slip to:

Computershare Investor Services Pty Limited
GPO BOX 2987 Adelaide South Australia 5001 Australia

Contact your financial institution to make your
payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5:00pm (Sydney time) Friday 18 July 2014. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Asia Pacific Digital Limited accepts any responsibility for loss incurred through incorrectly completed BPAY® payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque, bank draft or money order the slip below must be received by CIS by no later than 5:00pm (Sydney time) Friday 18 July 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the slip below with cheque attached. Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

— — —

Purchase Details for Asia Pacific Digital Limited (choose one option)

- | | | | | |
|---|----|---|----|---|
| <input type="checkbox"/> \$1,000 worth of securities | OR | <input type="checkbox"/> \$3,000 worth of securities | OR | <input type="checkbox"/> \$5,000 worth of securities |
| <input type="checkbox"/> \$7,000 worth of securities | OR | <input type="checkbox"/> \$9,000 worth of securities | OR | <input type="checkbox"/> \$11,000 worth of securities |
| <input type="checkbox"/> \$13,000 worth of securities | OR | <input type="checkbox"/> \$15,000 worth of securities | | |

Payment must be received by 5:00pm (Sydney time) Friday 18 July 2014

Contact Details

Contact
Name

Daytime

Telephone

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$