

20 July 2017

**360 Capital Group (TGP)
Proposal For Asia Pacific Data Centres (AJD)**

On 28 June, 360 Capital Group has requisitioned a meeting on securityholders on 28 July 2017 for members to consider the appointment of 360 Capital FM Limited as responsible entity of Asia Pacific Data Centre Trust.

360 Capital Group's philosophy is to make substantial investments in entities where it believes it can use its significant expertise and experience to achieve above-market returns for all members.

From the meetings to date with other AJD securityholders, it is evident that a number of investors are seeking change in AJD management.

Subject to 360 Capital FM Limited being appointed responsible entity on 28 July 2017, 360 Capital and its capital partners are considering a proposal to acquire securities in AJD at a price of \$1.80 per security.

If the Proposal proceeds it is likely to provide securityholders who do not wish for change an avenue to exit their investment.

For those securityholder who wish to continue to have exposure to the data centre sector, they would continue to benefit from their investment in AJD.

The letter setting out further details of the Proposal is attached.

More information on the Group can be found on the ASX's website at www.asx.com.au using the Group's ASX code "TGP", on the Group's website www.360capital.com.au, by calling the 360 Capital investor enquiry line on 1300 082 130 or emailing investor.relations@360capital.com.au

Alternatively, please contact:

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About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, property investment and funds management group concentrating on strategic investment and active investment management of property assets. The Group actively invests in direct property assets, property securities, real estate debt and various corporate real estate investments within Australian real estate markets on a private and public equity basis.



20 July 2017

Mr Ian Fraser
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Dear Sir,

Proposal in respect of Asia Pacific Data Centre Group (AJD) by 360 Capital Group and its Capital Partners

Further to your letter dated 14 July 2017, 360 Capital Group (TGP) and its capital partners are considering the following indicative non-binding and conditional proposal to acquire AJD securities for \$1.80 cash (**Proposal**). This Proposal would provide those Securityholders who wish to exit AJD the opportunity to sell their investment at an attractive 12.5% premium to the pro-forma 30 June 2017 Net Tangible Assets ("NTA") of \$1.60¹ per Stapled Security.

Proposed Terms

TGP has determined the price based on its analysis of publicly available information. The making of any binding Proposal would be subject to a number of conditions including completion of satisfactory due diligence and the appointment of 360 Capital FM Limited as responsible entity of the APDC Trust.

<i>Consideration:</i>	\$1.80 cash for every AJD Stapled Security
<i>Unitholder approvals:</i>	Subject to Securityholder approval of the change of responsible entity to 360 Capital FM Limited.
<i>Due diligence period:</i>	4-week exclusive due diligence period. During that period, customary no shop/no talk provisions will apply
<i>Conditions:</i>	The making of any binding proposal would be subject to, amongst other things, due diligence, change of APDC Trust responsible entity to 360 Capital FM Limited, customary ASIC instruments of relief, entry into binding legal documents and final board approvals. Any final Proposal would include conditions typical in transactions of this nature, including there be no material acquisitions, disposals or capital raisings and all necessary FIRB and other regulatory approvals. The final conditions are to be determined.

Benefits to AJD Unitholders

If the Proposal proceeds, it will deliver AJD Securityholders who exit with \$1.80 cash per Stapled Security on an ex-distribution basis, a premium of 12.5% to the pro-forma 30 June 2017 Net Tangible Assets ("NTA") of \$1.60² per Stapled Security.

¹ The pro-forma Net Tangible Assets reflects the revised 30 June 2017 valuations as announced by AJD on 26 June 2017

² The pro-forma Net Tangible Assets reflects the revised 30 June 2017 valuations as announced by AJD on 26 June 2017

Structure

The final structure of the Proposal is yet to be determined but may be structured as an off-market bid or scheme.

Overview of the Proposal

TGP hopes the Proposal will be supported by the Independent Directors of AJD. This structure is consistent with our desire for a friendly transaction. TGP is willing to work with AJD and its advisers to assist in implementing the Proposal.

Funding

360 Capital Group and its capital partners have sufficient cash available combined with a \$83 million credit approved finance term sheet from an Australian Bank.

Timetable

TGP is in a position to move quickly in relation to the Proposal having already briefed advisors.

Status of Proposal

This Proposal is incomplete and indicative only and is not capable of acceptance or otherwise giving rise to binding obligations and, for the avoidance of doubt does not constitute the announcement of a proposal to make a takeover bid for the purposes of s631 of the Corporations Act.

We look forward to your response with the aim of securing a beneficial outcome for Securityholders in AJD.

I can be contacted on +612 8405 8860

Yours sincerely



David van Aanholt
Independent Chairman
360 Capital Group