



N E X T D C where the cloud lives®

14 September 2017

The Manager
Company Announcements
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

**Takeover bid for Asia Pacific Data Centre Group
Notice of change of interests of substantial holder**

We attach a Form 604 'Notice of Change of Interests of Substantial Holder' by NEXTDC Limited ACN 143 582 521 (**NEXTDC**) and its related bodies corporate in relation to Asia Pacific Data Centre Group ACN 159 621 735 (**APDC**). This disclosure is made in order to keep the market fully informed of changes to NEXTDC's holding in APDC in connection with its takeover bid for all the stapled securities in APDC that it does not already own.

Yours sincerely

Michael Helmer
General Counsel
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NEXTDC (ASX: NXT)
www.nextdc.com

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Asia Pacific Data Centre Holdings Limited / Asia Pacific Data Centre Trust (APDC)

ACN/ARSN 159 621 735 / 161 049 556

1. Details of substantial holder (1)

Name NEXTDC Limited (NEXTDC) and its related bodies corporate as set out in Annexure A (NEXTDC Group Members)
ACN/ARSN (if applicable) 143 582 521

There was a change in the interests of the substantial holder on 13/09/2017
The previous notice was given to the company on 13/09/2017
The previous notice was dated 13/09/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary stapled securities	29,412,860 ordinary stapled securities	25.58%	33,469,852 ordinary stapled securities	29.10%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B	NEXTDC	Buy	The Offer consideration as set out in the Bidder's Statement.	See Annexure B	See Annexure B
See Annexure C	NEXTDC	Buy	\$1.87 per ordinary stapled security	See Annexure C	See Annexure C

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
NEXTDC	NEXTDC	NEXTDC	Power to dispose of, or control the exercise of a power to dispose of, the securities as the holder of the securities	33,469,852 ordinary stapled securities	29.10%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
NEXTDC	Level 6, 100 Creek Street, Brisbane QLD 4000

Signature

print name Michael Helmer capacity Company secretary

sign here



date 14/09/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

NEXTDC LIMITED ACN 143 582 521

This is Annexure 'A' of 1 page referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

sign here ►



print name

Michael Helmer
Company Secretary

date

14 September 2017

NEXTDC Group Members

Name	ACN
AXON Systems Pty Ltd	603 950 170
NEXTDC Share Plan Pty Ltd	153 214 325
ONEDC Software Pty Ltd	158 340 624

Annexure B

NEXTDC LIMITED ACN 143 582 521

This is Annexure 'B' of one page referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

sign here ►



print name **Michael Helmer**
Company Secretary

date 14 September 2017

Details of changes in relevant interests pursuant to acceptances of the Offer

Date of change	Class and number of securities affected	Person's votes affected
13 September 2017	3,969,181 ordinary stapled securities	3.44%
Total	3,969,181 ordinary stapled securities	3.44%

Annexure C

NEXTDC LIMITED ACN 143 582 521

This is Annexure 'C' of one page referred to in Form 604 (Notice change of interests of substantial holder) signed by me and dated as below.

sign here ►



print name **Michael Helmer**
Company Secretary

date 14 September 2017

Details of changes in relevant interests pursuant to on-market purchases

Date of change	Class and number of securities affected	Person's votes affected
13 September 2017	87,811 ordinary stapled securities	0.08%
Total	87,811 ordinary stapled securities	0.08%