



NOTICE OF MEETINGS

ASIA PACIFIC DATA CENTRE HOLDINGS LIMITED

ACN 159 621 735

ASIA PACIFIC DATA CENTRE TRUST

ARSN 161 049 556

Thursday, 21 November 2013
at 11.00am (Brisbane time) / 12.00pm (Sydney time)

KPMG
Level 16, Riparian Plaza
71 Eagle Street
Brisbane QLD 4000

ASIA PACIFIC DATA CENTRE GROUP

NOTICE OF MEETINGS

Notice is given that the inaugural:

- Annual General Meeting of Members of **Asia Pacific Data Centre Holdings Limited** (ACN 159 621 735) ("APDC Holdings") and
- General Meeting of Unitholders of **Asia Pacific Data Centre Trust** (ARSN 161 049 556) ("APDC Trust")

("Meetings")

will be held concurrently at 11.00am (Brisbane time) on Thursday 21 November 2013 at the offices of KPMG, Level 16, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland.

This Notice is issued by APDC Holdings and Asia Pacific Data Centre Limited (ACN 159 624 585) as the responsible entity of the APDC Trust ("APDC Limited").

Clauses 28(d) and 22.3(bb) of the respective constitutions of APDC Holdings and the APDC Trust provide that meetings of members of APDC Holdings and unitholders of the APDC Trust may be held in conjunction with each other while stapling of the shares in APDC Holdings to the units in the APDC Trust applies. Accordingly, where applicable, the meeting will be a meeting of Securityholders of both APDC Holdings and the APDC Trust ("APDC" or "Group").

The Explanatory Statement to this Notice of Meetings provides additional information on the matters to be considered at the Meetings. The Explanatory Statement and the Proxy Form are part of this Notice of Meetings.

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the:

- (a) Annual Financial Statements;
- (b) Directors' Report; and
- (c) Independent Auditor's Report,

for APDC Holdings and its controlled entities for the period from incorporation on 24 July 2012 to 30 June 2013 and for APDC Trust for the period from commencement on 1 November 2012 to 30 June 2013 ("Reports").

A copy of the Group's 2013 Annual Report is accessible from the APDC website at www.asiapacificdc.com.

Unless the Group's share registry has been notified otherwise, Securityholders have not been sent a hard copy of the Annual Report.

A resolution of Securityholders is not required for this item of business.

2. ITEMS FOR SECURITYHOLDER APPROVAL

Each of the following resolutions in this Notice relate only to APDC Holdings. While the shares in APDC Holdings and the units in APDC Trust are stapled securities, the Corporations Act does not require any of these resolutions to be approved by the unitholders of APDC Trust.

Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of APDC Holdings:

"That, the Remuneration Report (which forms part of the Directors' Report) for APDC Holdings Limited for the period ended 30 June 2013 be adopted."

The Remuneration Report is set out in the 2013 Annual Report. Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) ("Corporations Act"), the vote on this resolution is advisory only, and does not bind the Directors of APDC Holdings.

Voting exclusion statement

APDC Holdings will disregard any votes cast on Resolution 1 (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the key management personnel (KMP) (which includes each of the directors of the Company) whose remuneration is disclosed in the 2013 Remuneration report; or
- (b) a closely related party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) (Closely Related Party) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- (b) the vote is cast by the person chairing the meeting and:
 - the appointment does not specify how the proxy is to vote; and,
 - the appointment expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 - Election of Ian Fraser as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, Ian Fraser, who retires in accordance with Clause 47(c) of the Constitution of APDC Holdings, and having offered himself for election and being eligible, is hereby elected as a Director of APDC Holdings Limited."

Resolution 3 - Election of Greg Baynton as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, Greg Baynton, who retires in accordance with Clause 47(c) of the Constitution of APDC Holdings, and having offered himself for election and being eligible, is hereby elected as a Director of APDC Holdings Limited."

Resolution 4 - Election of Christopher Breach as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, Christopher Breach, who retires in accordance with Clause 47(c) of the Constitution of APDC Holdings, and having offered himself for election and being eligible, is hereby elected as a Director of APDC Holdings Limited."

Notice of Meetings

Resolution 5 - Election of Bevan Slattery as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, Bevan Slattery, who retires in accordance with Clause 47(c) of the Constitution of APDC Holdings, and having offered himself for election and being eligible, is hereby elected as a Director of APDC Holdings Limited."

Resolution 6 - Election of John Wright as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, John Wright, who retires in accordance with Clause 47(c) of the Constitution of APDC Holdings, and having offered himself for election and being eligible, is hereby elected as a Director of APDC Holdings Limited."

Resolution 7 - Appointment of Auditor

To consider and, if thought fit, to pass the following as an ordinary resolution of APDC Holdings:

"That, in accordance with Section 327B of the Corporations Act 2001 (Cth) and for all other purposes, KPMG having been nominated by a Securityholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of APDC Holdings Limited."

By order of the Directors of Asia Pacific Data Centre Holdings Limited and Asia Pacific Data Centre Limited as responsible entity for Asia Pacific Data Centre Trust.



Francina Turner

Company Secretary

Date: 18 October 2013

INFORMATION FOR SECURITYHOLDERS

Entitlement to Attend and to Vote

In accordance with the Corporations Regulations 2001 (Cth), the Directors of APDC have determined that the Stapled Securities on issue as at **6.00pm (Brisbane time) / 7.00pm (Sydney time) on Tuesday, 19 November 2013** will be taken, for the purposes of the Meetings, to be held by the persons who held them at that time. This means that any Securityholder registered at 6.00pm (Brisbane time) / 7.00pm (Sydney time) on Tuesday, 19 November 2013 is entitled to attend and vote at the Meetings.

If more than one joint holder of Stapled Securities is present at the Meetings (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a Securityholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meetings.

A proxy need not be a Securityholder of APDC Group.

A Securityholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Securityholder does not specify the proportion or number of votes to be exercised, each proxy may exercise one-half of the Securityholder's votes.

To be effective, the proxy must be received at the share registry of APDC Group no later than 11.00am (Brisbane time) / 12.00pm (Sydney time) on 19 November 2013. Proxies must be received before that time by one of the following methods:

By post:	Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

If you appoint the Chairman of the Meetings as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any Resolution, the Chairman as your proxy will vote **in favour** of that Resolution on a poll.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by APDC or Link Market Services Limited no later than 11.00am (Brisbane time) on 19 November 2013, being 48 hours before the Meetings.

Corporate Representatives

A body corporate which is a Securityholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meetings. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meetings a properly executed letter or other document confirming its authority to act as the company's representative.

Quorum

The quorum for a meeting of both APDC Holdings and APDC Trust is at least two members present in person or by representative holding ordinary securities,

Notice of Meetings

Chairman

Mr Ian Fraser, Chairman of the Board of Directors of APDC Holdings will preside as Chairman of the Annual General Meeting of APDC Holdings. The responsible entity of APDC Trust has appointed Mr Fraser as Chairman of the General Meeting of APDC Trust.

Questions and Comments

The Chairman will give Securityholders a reasonable opportunity to ask questions about or comment on the management of the Group.

The Chairman will also give Securityholders a reasonable opportunity to ask the Independent Auditor questions relevant to the:

- (a) conduct of the audit;
- (b) preparation and content of the Independent Audit Report;
- (c) accounting policies adopted by the Group in relation to the preparation of the financial statements; and
- (d) independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Securityholders that are relevant to the content of the Independent Audit Report or the conduct of the audit.

Submission of Written Questions to APDC Group or Auditor

If you wish a question to be put to the Chairman of the Meetings or the Auditor and you are not able to attend the Meetings please email your question to the Company Secretary at info@asiapacificdc.com.

To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 4.00pm (Brisbane time) / 5.00pm (Sydney time) on 14 November 2013.

A list of written questions submitted by Securityholders will be made available at the start of the Meetings and any written answer tabled by the Auditor at the Meetings will be available as soon as practicable after the Meetings.

While the Chairman of the Meetings will endeavour to address as many of the more frequently raised Securityholder topics as possible during the course of the Meetings, there may not be sufficient time available to address all topics raised. Please note that individual responses to questions raised will not be sent to Securityholders.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Securityholders of APDC in connection with the business to be conducted at the 2013 Annual General Meeting of APDC Holdings (AGM) and at the General Meeting of APDC Property Trust to be held concurrently at 11.00am (Brisbane time) / 12.00pm (Sydney time) on Thursday 21 November 2013 at the offices of KPMG, Level 16, Riparian Plaza, 71 Eagle Street, Brisbane, Queensland.

The purpose of this Explanatory Statement is to provide information the Directors believe to be important to Securityholders in deciding whether or not to pass the Resolutions at the Meetings.

Each of the following resolutions in this Notice relate only to APDC Holdings. While the shares in APDC Holdings and the units in APDC Trust are stapled securities, the Corporations Act does not require any of these resolutions to be approved by the unitholders of APDC Trust.

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of KMP (including Directors) (i.e. Remuneration Report) be put to the vote of Securityholders for adoption by way of a non-binding vote.

The Remuneration Report details the remuneration policy of APDC Holdings and:

- reports the remuneration arrangements for the Executive Director and Non-executive Directors;
- explains Board policies in relation to the nature and value of remuneration paid to the Executive Director and Non-executive Directors; and
- discusses the relationship between the policy and APDC's performance.

The Remuneration Report is available on pages 25 to 27 in the Group's 2013 Annual Report.

The Chairman will give Securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration and that each Director (or any closely related party of a Director) is excluded from voting their securities on the resolution, the Directors unanimously recommend that Securityholders vote in favour of the adoption of the Remuneration Report.

Resolutions 2 to 6: Election of Directors

As this is the first AGM of the members of APDC Holdings, each of the Non-Executive Directors will retire and, being eligible, each Non-Executive Director will stand for election as required by Clause 47(c) of the APDC Holdings Constitution.

Resolution 2 - Election of Ian Fraser as Director

In accordance with clause 47(c) of the APDC Holdings Constitution, Mr Ian Fraser retires and, being eligible, offers himself for election as a Director.

Mr Ian Fraser is the independent Non-Executive Chairman of APDC Holdings and APDC Limited, and a member of the Audit, Risk and Compliance Committee.

Mr Ian Fraser is a chartered accountant and non-executive company director with 45 years of experience as a business and accounting professional, including 9 years as a company director of listed and unlisted public companies and 27 years as a partner with KPMG. He retired as a senior audit and corporate advisory partner in 2004.

Mr Fraser is a director of Wilson HTM Investment Group Ltd and a Councillor of the Queensland Institute of Medical Research. He retired from the Board of RP Data Ltd in 2011 after 3 years as chairman and 5 years as a director.

Explanatory Statement

Mr Fraser holds a Bachelor of Commerce from the University of Queensland, is a Fellow of the Institute of Chartered Accountants in Australia and a Fellow of the Australian Institute of Company Directors.

The Directors, with Mr Fraser abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 3 - Election of Greg Baynton as Director

In accordance with clause 47(c) of the APDC Holdings Constitution, Mr Greg Baynton retires and, being eligible, offers himself for election as a Director.

Mr Greg Baynton is a Non-Executive Director of APDC Holdings and APDC Limited.

Mr Greg Baynton is the founder and Managing Director of Orbit Capital, a boutique investment and advisory company. He comes from a background in merchant banking and Queensland Treasury, and has experience in infrastructure investment, capital raisings, IPOs, pre-IPO funding, corporate structuring and corporate governance.

He has 15 years of experience as a director of Australian public companies.

Mr Baynton is currently a director of NEXTDC Limited and Coalbank Limited. Previously Mr Baynton was a Director of PIPE Networks Limited and Tissue Therapies Limited.

Mr Baynton holds a Bachelor of Business (Accountancy), a Master of Economic Studies from University of Queensland, a Post-graduate Diploma in Applied Finance & Investment from the Securities Institute of Australia, and a Master of Business Administration from Queensland University of Technology.

The Directors, with Mr Baynton abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 4 - Election of Christopher Breach as Director

In accordance with clause 47(c) of the APDC Holdings Constitution, Mr Christopher Breach retires and, being eligible, offers himself for election as a Director.

Mr Christopher Breach is an independent Non-Executive Director of APDC Holdings and APDC Limited, and a member of the Audit, Risk and Compliance Committee.

Mr Christopher Breach has over 35 years of experience as a property professional and an extensive career covering many types and aspects of the real estate market in Australia, New Zealand, UK and USA. Until 2010, Mr Breach was Managing Director and Licensee of Macquarie Asset Services Limited (part of Macquarie Group Limited) and an executive director of Macquarie Group Limited. Mr Breach was an early initiator of a due diligence product that became the cornerstone of real estate investment over the last 15 years.

Prior to joining Macquarie, Mr Breach was the Director of Valuations and Corporate Real Estate at Jones Lang Wootton.

Mr Breach holds a Diploma in Estate Management from Kingston upon Thames Polytechnic and a Diploma in Financial Markets from the Securities Institute of Australia. He is a Fellow of the Royal Institution of Chartered Surveyors. Mr Breach was the Chairman of Charities Aid Foundation from 1999 to 2009, and was also previously a director of Sydney Community Foundation. He is presently a director of DanaAsia.

The Directors, with Mr Breach abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Explanatory Statement

Resolution 5 - Election of Bevan Slattery as Director

In accordance with clause 47(c) of the APDC Holdings Constitution, Mr Bevan Slattery retires and, being eligible, offers himself for election as a Director.

Mr Bevan Slattery is a Non-Executive Director of APDC Holdings and APDC Limited.

Mr Bevan Slattery is the founder and Non-executive Deputy Chairman of NEXTDC Limited (NEXTDC). Until June 2012, he was the CEO of NEXTDC. Mr Slattery will retire as a director of NEXTDC at the 2013 NEXTDC annual general meeting.

Prior to establishing NEXTDC, Mr Slattery was co-founder and director of PIPE Networks Limited and iSeek Communications Pty Ltd.

Mr Slattery has a background in building successful Australian IT and telecommunication companies and an earlier career in government. Mr Slattery is the recipient of the ACOMM Australian Telecommunications Ambassador of the Year Award in 2009 and ATUG's Charles Todd Medal in 2010

He holds a Masters in Business Administration (Hon.) from Central Queensland University.

The Directors, with Mr Slattery abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 6 - Election of John Wright as Director

In accordance with clause 47(c) of the APDC Holdings Constitution, Mr John Wright retires and, being eligible, offers himself for election as a Director.

Mr John Wright is an independent Non-Executive Director of APDC Holdings and APDC Limited, and chair of the Audit, Risk and Compliance Committee.

Mr John Wright has over 35 years of experience in accounting and real estate funds management. He started his career at Price Waterhouse as a chartered accountant and has a Bachelor of Economics from the University of Sydney. He has worked for a number of funds management and property groups and spent 16 years working for Macquarie Group Limited.

Mr Wright has extensive experience in REITs having spent 14 years at Macquarie Real Estate where he was responsible for the administration aspects for 7 listed REITs (including 3 IPOs), as well as involvement in the establishment of 11 unlisted REITs. His last position was as Head of Corporate Affairs for Charter Hall Group where he was responsible for the integration of the Macquarie real estate platform with Charter Hall.

He was an executive director of Macquarie Group Limited for 6 years and director of Macquarie Leisure Group (now Ardent Leisure Group) for 2 years as well as alternate director for 3 other listed REITs during 2002-2009.

The Directors, with Mr Wright abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Resolution 7 - Appointment of Auditor

KPMG has held the office of auditor since 8 December 2012. Section 327A(2) of the Corporations Act provides that KPMG holds office until a company's first AGM. Thereafter, section 327B(1)(a) requires APDC Holdings to appoint an auditor at its first AGM. KPMG has given, and has not withdrawn, its consent to act as external auditor of APDC Holdings.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating KPMG as auditor has been given to APDC Holdings by a Securityholder. A copy of this notice is shown in Attachment A to this Notice of meeting.

The Directors unanimously recommend that Securityholders vote in favour of this Resolution.

Explanatory Statement

Attachment A

Notice of Nomination of Auditor of APDC Holdings

11 October 2013

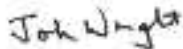
The Company Secretary
Asia Pacific Data Centre Holdings Limited

Dear Ms Turner

NOMINATION OF KPMG AS AUDITOR OF ASIA PACIFIC DATA CENTRE HOLDINGS LIMITED
(ACN 159 621 735)

Balreda Pty Limited as trustee for Wright Superannuation Fund being a member of Asia Pacific Data Centre Holdings Limited hereby nominates KPMG of Riparian Plaza, 71 Eagle Street, Brisbane for the appointment as auditor of Asia Pacific Data Centre Holdings Limited at the forthcoming Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meetings and Explanatory Statement for the 2013 Annual General Meeting of Asia Pacific Data Centre Holdings Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).



John Wright

Director
Balreda Pty Limited