



NOTICE OF MEETINGS

ASIA PACIFIC DATA CENTRE HOLDINGS LIMITED

ACN 159 621 735

ASIA PACIFIC DATA CENTRE TRUST

ARSN 161 049 556

**Wednesday, 19 November 2014
at 11:00am (Sydney time)**

**KPMG
Level 15, 10 Shelley Street
Sydney NSW 2000
Australia**

ASIA PACIFIC DATA CENTRE GROUP

NOTICE OF MEETINGS

Notice is given of the:

- 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”)

which will be held concurrently at 11:00am (Sydney time) on Wednesday, 19 November 2014 at the offices of KPMG, Level 15, 10 Shelley Street, Sydney NSW 2000, Australia.

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 financial year ended 30 June 2014 ("Annual Report").

A copy of the Group's 2014 Annual Report is accessible from the APDC website at www.asiapacificdc.com.

Unless the Group's security 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 relates 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 – Re-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(b) of the Constitution of Asia Pacific Data Centre Holdings Limited, and having offered himself for re-election and being eligible, is re-elected as a Director of Asia Pacific Data Centre Holdings Limited."

Resolution 2 – 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 Asia Pacific Data Centre Holdings Limited for the year ended 30 June 2014 be adopted."

The Remuneration Report is set out in the 2014 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.

Notice of Meetings

Voting Exclusion Statement

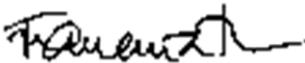
A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel ("KMP") (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2014 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 KMP.*

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

- (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:
 - (i) the appointment does not specify how the proxy is to vote; and*
 - (ii) 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.**

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: 20 October 2014

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 **7:00pm (Sydney time) on Monday, 17 November 2014** 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 7:00pm (Sydney time) on Monday, 17 November 2014 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 security registry of APDC Group no later than 11:00am (Sydney time) on Monday, 17 November 2014. 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

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 (Sydney time) on Monday, 17 November 2014, being 48 hours before the Meetings.

Notice of 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.

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 Auditor's 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 Auditor's 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 5:00pm (Sydney time) on Wednesday, 12 November 2014.

A list of written questions submitted by Securityholders to the Auditor 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 2014 Annual General Meeting of APDC Holdings (“AGM”) and at the General Meeting of APDC Trust to be held concurrently at 11:00am (Sydney time) on Wednesday, 19 November 2014 at the offices of KPMG, Level 15, 10 Shelley Street, Sydney NSW 2000, Australia.

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 relates 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 – Re-election of Ian Fraser as Director

The ASX Listing Rules require that an entity holds an election of Directors at least once per year. In accordance with clause 47(b) of the APDC Holdings Constitution, Mr Ian Fraser retires and, being eligible, offers himself for re-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’ experience as a business and accounting professional, including 10 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 UQ Health Care Limited and a Councillor of the QIMR Berghofer Medical Research Institute. He retired from the Boards of Wilson HTM Investment Group Ltd in 2013 after 7 years as a director and RP Data Ltd in 2011 after 3 years as chairman and 5 years as a director.

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 2 – 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 2014 Annual Report.

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

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.