



NOTICE OF MEETINGS

ASIA PACIFIC DATA CENTRE HOLDINGS LIMITED

ACN 159 621 735

ASIA PACIFIC DATA CENTRE TRUST

ARSN 161 049 556

**Tuesday, 17 November 2015
at 10:00am (Brisbane time)**

**KPMG
Riparian Plaza
Level 16, 71 Eagle Street
Brisbane QLD 4000
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 10:00am (Brisbane time) on Tuesday, 17 November 2015 at the offices of KPMG, Riparian Plaza, Level 16, 71 Eagle Street, Brisbane QLD 4000, 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 2015 ("Annual Report").

A copy of the Group's 2015 Annual Report is accessible from the APDC website at www.asiapacificcdc.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 Chris Breach as Director

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

"That, Chris Breach, 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 2015 be adopted."

The Remuneration Report is set out in the 2015 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, the following persons:

- (a) a member of the Key Management Personnel ("KMP") whose remuneration details are included in the 2015 Remuneration Report; or*
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).*

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or*
- (b) the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and*
 - (ii) expressly authorises the chair 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
14 October 2015

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 (Brisbane time)** on **Sunday, 15 November 2015** 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 (Brisbane time) on Sunday, 15 November 2015 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 10:00am (Brisbane time) on Sunday, 15 November 2015. 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 10:00am (Brisbane time) on Sunday, 15 November 2015, 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 Tuesday, 10 November 2015.

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 2015 Annual General Meeting of APDC Holdings ("AGM") and at the General Meeting of APDC Trust to be held concurrently at 10:00am (Brisbane time) on Tuesday, 17 November 2015 at the offices of KPMG, Riparian Plaza, Level 16, 71 Eagle Street, Brisbane QLD 4000, 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 Chris Breach 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 Chris Breach retires and, being eligible, offers himself for re-election as a Director.

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

Mr Breach has over 40 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 20 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 and a Fellow of the Australian Institute of Company Directors. Mr Breach was the Chairman of Charities Aid Foundation from 1999 to 2009, and was also previously a director of Sydney Community Foundation.

The Directors, with Mr Breach 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.

If there is a vote of 25% or more against the Remuneration Report at the 2015 AGM, and another vote of 25% or more at the 2016 AGM, then a resolution will be put at the 2016 AGM to put the Board (other than the Managing Director) up for re-election (Spill Resolution).

If the Spill Resolution passes, then the Company must hold a Spill Meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the second strike will retire and may resubmit themselves for re-election.

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 in the Group's 2015 Annual Report which is available at www.asiapacificcdc.com.

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.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Asia Pacific Data Centre Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Asia Pacific Data Centre Group and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Tuesday, 17 November 2015 at KPMG, Level 16, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Re-election of Chris Breach as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Sunday, 15 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Asia Pacific Data Centre Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**