



PORTDENARAUMARINA

ANNUAL REPORT 2022



denaraumarina.com

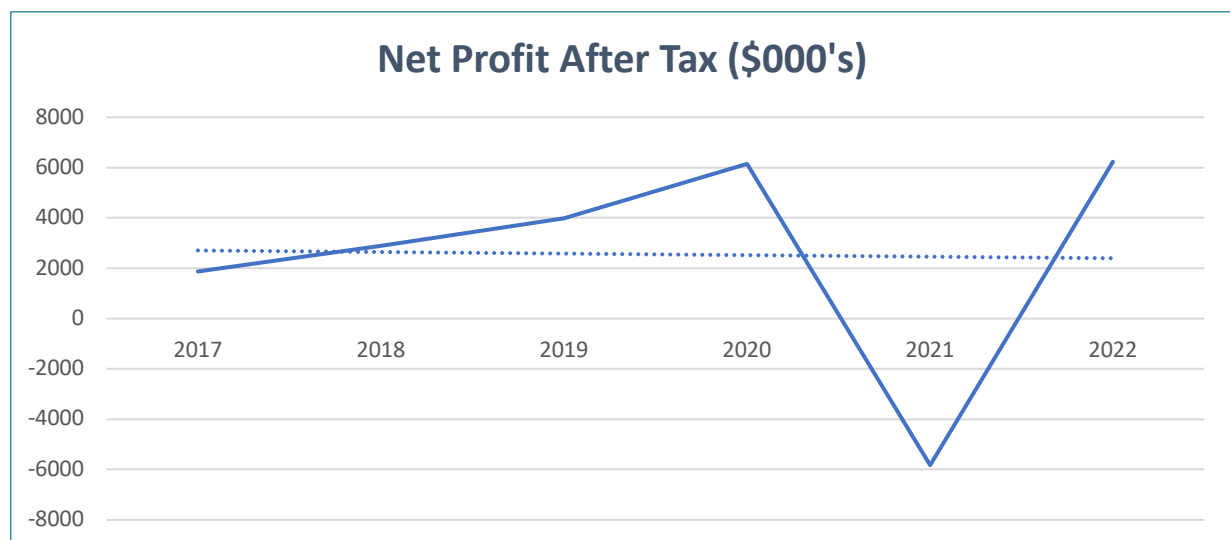
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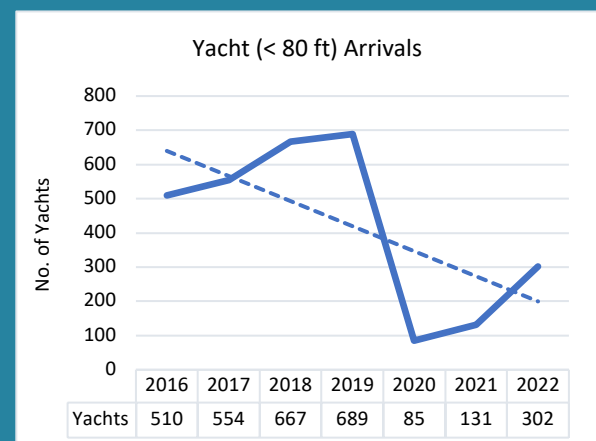
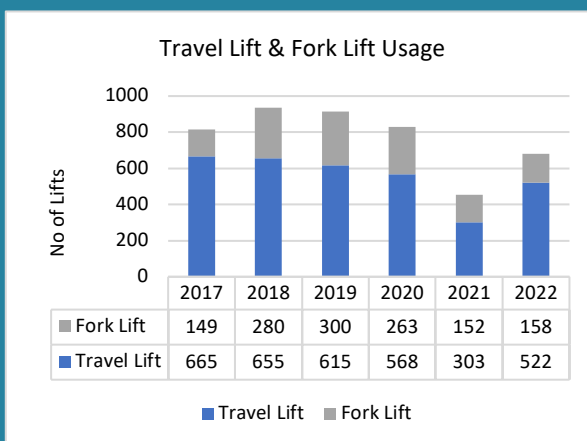
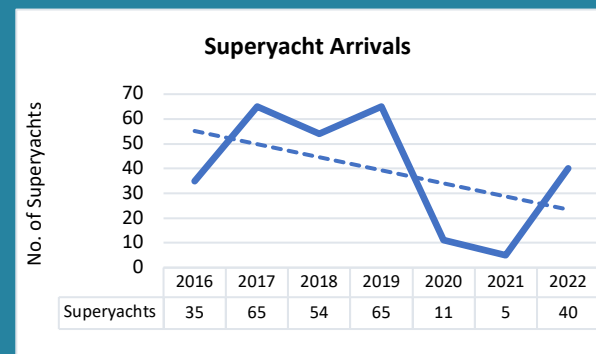
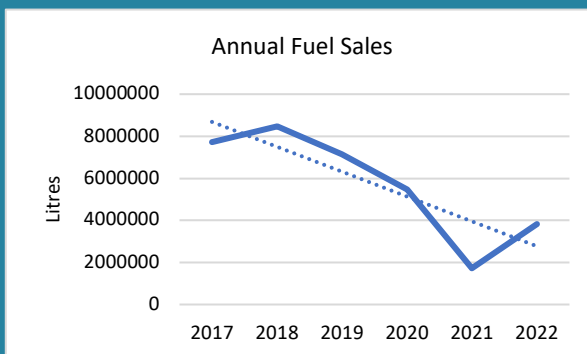
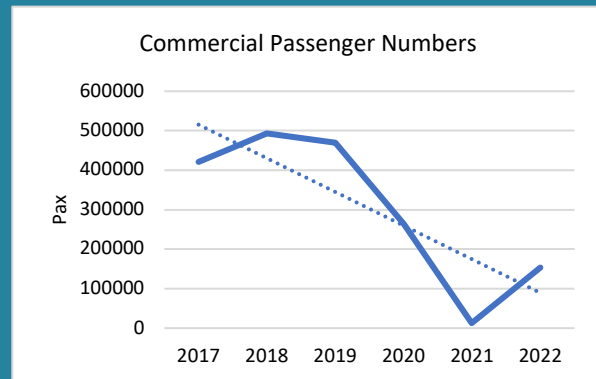
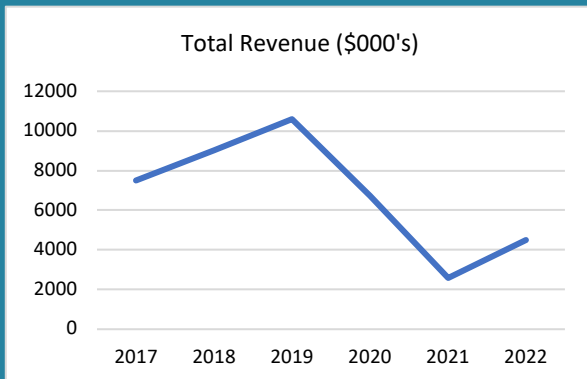
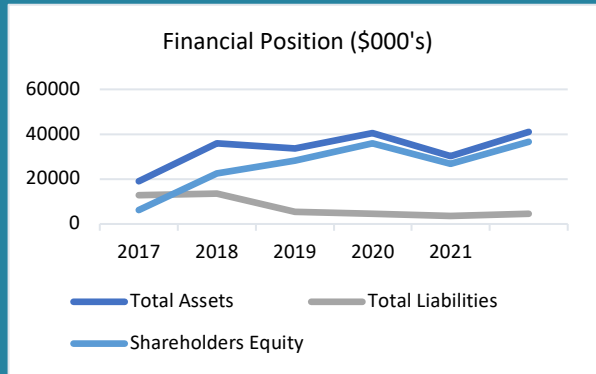
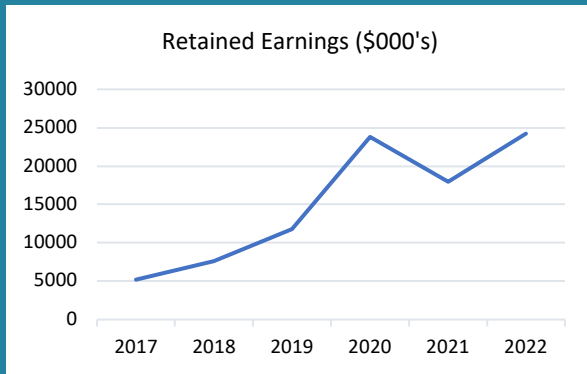
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| 2022 SNAPSHOT (\$000's)

	2022	2021	2020	2019
Revenue	4,108	2,567	4,492	6,434
Other Income	385	17	2,231	4,160
Total Revenue	4,493	2,584	6,723	10,594
Sales and Marketing	(13)	(34)	(39)	(113)
Depreciation	(730)	(909)	(732)	(1,569)
Operating Costs	(1,964)	(2,132)	(2,750)	(3,229)
Employee emoluments & benefits	(765)	(609)	(694)	(675)
Operating profit after tax	1,021	(1,100)	2,508	5,008
Finance costs	(79)	(77)	(88)	(331)
Change in fair value of investment properties	5,407	(5,156)	3,541	-
Profit before income tax	6,350	(6,333)	5,961	4,677
Income tax expense	(118)	508	189	(685)
Net Profit after tax	6,232	(5,825)	6,149	3,992
Other comprehensive income/ (loss)	3,642	(3,356)	2,776	-
Total comprehensive income/(loss) - net of tax	9,874	(9,180)	8,925	3,992

Operational Performances





| SUMMARY OF KEY FINANCIALS (\$000's)

	2022	2021	2020	2019
Net Profit / (Loss) after Tax	6,232	(5,825)	6,149	3,992
Current Assets	4,240	1,550	1,580	1,734
Non - Current Assets	36,798	28,773	38,999	31,816
Total Assets	41,038	30,323	40,579	33,549
Current Liabilities	1,474	967	1,023	2,254
Non - Current Liabilities	2,941	2,607	3,627	3,092
Total Liabilities	4,415	3,574	4,650	5,346
Shareholders Equity	36,623	26,750	35,930	28,203
Retained Earnings	24,230	17,998	23,823	11,770

| COMPANY PROFILE

Port Denarau Marina Limited (PDM) was established in 1999 and from humble beginnings has developed into a world-class multi-use marina facility.

Situated on Denarau Island, a 20-minute drive from the Nadi International Airport, comprising of commercial and private jet facilities and minutes from the Nadi CBD, Port Denarau Marina is Fiji's premier Superyacht marina facility garnering national and international recognition and is a Port of Entry and a publicly listed company on the South Pacific Stock Exchange.

Denarau Island is the hub of Fiji's largest integrated resort, comprising nine high-end resorts and an international standard 18-hole golf course, as well as 300 private residences. The island is connected by a causeway to Viti Levu, the largest island, and is the gateway to exploring our idyllic sun-drenched tropical isles of Fiji's West Coast.

Aside from top-class facilities, Port Denarau uses its location as a hub for ferries and private craft to and from other island resorts to attract visitors. There is also the Commercial and Retail Centre, the largest such complex in the area, which is home to anything you need from a doctor to a beauty salon, as well as several restaurants and bars to welcome you after a day's excursion. The center also hosts regular entertainment in the form of local cultural events and live bands. Several crew events are also organised throughout the season by The Denarau Yacht Club located in Sails Restaurant.

The marina has garnered national and international recognition and continues to add to its already growing accolades that are:

- MIA Level 3 Clean Marina & Fish Friendly Accreditation 2020 – 2023.
- Finalist in the ACREW Superyacht Business Awards 2020 for Best Superyacht Marina in the Australasia Category.
- MIA Hall of Fame 2019
- Winner ANZ Fiji Excellence in Tourism Award for "Specialized Tourism Services and Support to industry" Awards 2018.
- MIA Level 3 Clean Marina & Fish Friendly Accreditation 2017 – 2020.
- Winner MIA Winner MIA Best community support 2017/2018
- Finalist MIA Innovation by a marina 2017/2018
- MIA International Marina of the year award 2017/2018
- MIA (Marina Industries Association) International Marina of the year 2015-2018
- Finalist ANZ Fiji Excellence in Tourism Awards category "Specialized tourism & support to Industry" 2016 and 2017.
- Winner ANZ Fiji Excellence in Tourism Awards for "Services and support to industry" Award 2015.

The marina employs locals and currently has 22 employees with direct and indirect employment of over thousands in marine-related businesses within the property.



Business Segments

Port Denarau Marina Limited is a source of a diverse and integrated berthing facility for the maritime tourism market. It owns and rents assets relating to this core business and is a landlord. The marina's operations are divided into the following distinct areas:

1. Commercial vessel and passenger operations

A gateway to the Mamanuca and Yasawa Islands, the marina offers an ideal location for commercial berthing.

Commercial operations cater to all spectrums of ferry services, day trips, game fishing, scuba diving, dinner cruises, private charters, luxury charters, and local and foreign cruise ships.

2. Fuelling facilities and contract

Port Denarau Marina Limited is the only marina that offers high-speed reticulated diesel transfers to berthed Superyachts.

Fuel on the dock is also available for commercial vessels with a fuel dock that is available for smaller crafts.

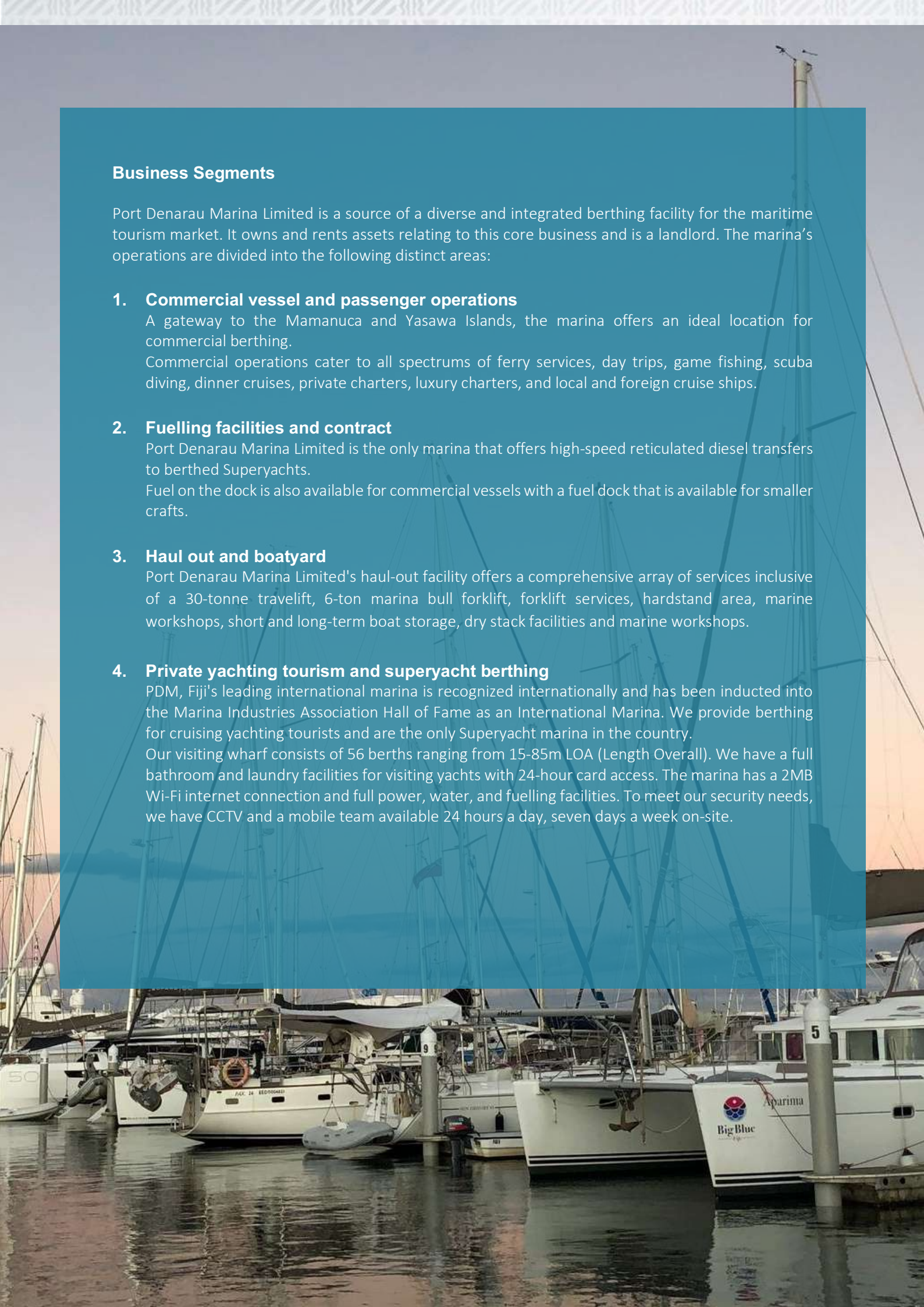
3. Haul out and boatyard

Port Denarau Marina Limited's haul-out facility offers a comprehensive array of services inclusive of a 30-tonne travelift, 6-ton marina bull forklift, forklift services, hardstand area, marine workshops, short and long-term boat storage, dry stack facilities and marine workshops.

4. Private yachting tourism and superyacht berthing

PDM, Fiji's leading international marina is recognized internationally and has been inducted into the Marina Industries Association Hall of Fame as an International Marina. We provide berthing for cruising yachting tourists and are the only Superyacht marina in the country.

Our visiting wharf consists of 56 berths ranging from 15-85m LOA (Length Overall). We have a full bathroom and laundry facilities for visiting yachts with 24-hour card access. The marina has a 2MB Wi-Fi internet connection and full power, water, and fuelling facilities. To meet our security needs, we have CCTV and a mobile team available 24 hours a day, seven days a week on-site.



| DIRECTORY

Company Details:

Name:	Port Denarau Marina Limited
Date of Incorporation	06 November, 1998
Place of Incorporation:	Fiji
Company No:	13308
TIN No:	50-12611-0-2

Head Office

Address:	Port Denarau, Denarau Island, Fiji
Phone:	+679 675 0600
Email	info@denaraumarina.com

Auditors:

Ernst & Young
Level 7, Pacific House
1 Butt Street, Suva

Solicitors:

Munro Leys Law
Level 3, Pacific House
1 Butt Street, Suva

Capital Markets Regulator

Reserve Bank of Fiji
Tower 4, RBF Building
Pratt Street, Suva

Securities Exchange

South Pacific Stock Exchange
Shop 1 and 11, Sabrina Building
Victoria Parade, Suva

Share Registry

Central Share Registry Pte Limited
Shop 1 and 11, Sabrina Building
Victoria Parade, Suva



| CHAIRMAN'S REPORT



David George Skeggs
Chairman

Shareholders

It is a privilege that I present the annual report for Port Denarau Marina Limited for the financial year ended 31 July 2022.

While we continued to be affected by the effects of Covid 19 for the first half of our financial year, it was pleasing to see the strong recovery with Covid 19 all but behind us for the second half.

Our business has shown the resilience that we thought it had and has bounced back strongly, particularly in the last quarter. We finished the year with an operating profit which was well ahead of budget and very pleasing for our team.

Together with the trading profit and the revaluation of our properties, we have produced a very strong result after a poor result last year. While it was expected that we would recoup our property valuation losses from last year quickly when our markets opened again, it was satisfying to see that it actually became a reality.

We look forward to continuing to build our revenue for the rest of 2022 and into the 2023 season as compared to the previous year and the resulting increase in profitability that it will bring.

Directors

There have been no director changes since last year and I would like to commend my fellow directors for their efforts during the year during these difficult times.

I retire by rotation this year and will re-stand for election.

Financial Highlights

Revenue for the year increased to \$4,493,328 (2021: \$2,583,827). Profit from Operations was \$1,021,211 (2021: Loss of \$1,099,920); a positive turnaround of approximately \$2.1M.

Total Comprehensive Profit Net of Tax was \$9,873,792 (2021: \$9,180,217 loss) which included the revaluation of our properties which increased their value by \$9,049,104 (2021: decreased their value by \$8,511,625).

Shareholders Equity has increased during the year to \$36,623,342 (2021: \$26,749,550).

Dividend Share Price

Due to the improved performance of the company, particularly in the last quarter and returning to trading profitability, it is proposed that a dividend of 1.12 cents per share be declared at the Annual General Meeting for the year ended 31 July 2022 (2021: nil dividend declared). Shareholders will be requested to approve the declaration of the dividend at the Annual General Meeting.

At the date of writing this report the share price was \$2.00 (2021: \$2.14). With the return to profitability, expected improvement for the 2023 financial year together with the expectation that dividends will continue to be paid, we would expect to see the share price improve over the coming year.

It was pleasing to see that Shareholders' Equity had improved during the year.

Investment

While we had made limited investment into our business during the Covid 19 period due to financial constraints, we are now planning to restart on improvements to our infrastructure. During 2022/23 we are planning to commence dredging operations to allow the installation of more berthing which will give us greater capacity to cater for larger vessels, particularly superyachts and catamarans.

Management and Staff

Cynthia Rasch and her team have continued to work hard during the difficult trading conditions and are now enjoying a return to normal. They are particularly looking forward to our planned investment in our infrastructure and the added benefits that we will be able to provide to our customers. On behalf of us all, I thank the staff for their hard work, professional and determination during the year.

Community Engagement

Even though the early part of the year continued to present difficult trading conditions we felt that it was important to continue to support the community we operate in and we will continue to do this.

Customers

We continued to support our customers while we were all still impacted by the effects of Covid 19 and it is welcomed that we are now all benefiting from the improving trading conditions. It has been great to also welcome back some old customers as well as see some new ones.

Corporate Governance

The board has continued to monitor and update our risk management framework that we have established. We strive to make sure it meets best practice.

Commitment

We have continued to work together as a team to provide our shareholders, customers, suppliers and staff with the best possible outcomes and we will continue to do this over the forthcoming year.



DAVID SKEGGS
Chairman

| CEO'S REPORT



Cynthia Rasch
Chief Executive Officer

Financial Year 2022 was a remarkable year for Port Denarau Marina (PDM). While our borders remained closed for the first half of the year, we saw a significant and sustained increase in operations in the six months following the opening of borders on 1st December 2021.

Tourism Fiji's robust marketing campaigns resulted in a record number of arrivals and the opening of outer island properties in the second half of FY22, contributing to the strong recovery of our commercial berthing sector. At the height of the pandemic, we supported our tenants with significant rental discounts. Working in partnership with our tenants and operators is and always has been a high priority as their success is our success.

Furthermore, as borders around the world slowly reopened, our private berthing sector saw an increase in foreign-flagged vessels returning to the marina beginning in May, with fully occupied berths from August to mid-October, creating a challenging demand-supply situation.

The resilient tourism sector, combined with PDM's disciplined approach to financial stewardship and focus on delivering quality operational and leasing outcomes, has continued to underpin our ongoing recovery from the pandemic while maintaining our strong balance sheet and credit metric.

The pace of recovery for the real estate market was much faster than predicted in 2021, as evidenced by a solid recovery in valuations, which increased by \$8 million over FY21. Rents were revised to pre-rebate 2019/20 levels, and new land and commercial tenancies were negotiated on appropriate terms in Q2 of FY22. PDM's highly targeted approach to leasing negotiations preserved the weighted average lease expiry profile, improved leasing spreads, and enhanced the tenancy mix.

We are grateful to Skeggs Group for granting us a 24-month deferment on loan repayment and for supporting us through the challenging financial climate that has existed since the COVID-19 outbreak began.

We achieved fast growth in 2022 and were able to raise both sales and profit, which, in my opinion, was attributed to the aforementioned reasons. Total Revenue for the year increased by 174% compared to FY2021. Profit from operations is 93% of FY2021 with Total Comprehensive Income Net of Tax increasing by 108% in comparison to 2021. We achieved excellent operating results and increased profitability, meeting and exceeding our goals, with cash generation exceeding our expectations.

While managing the near-term challenges of the pandemic and the uncertain global environment, PDM has also remained focused on long-term strategy, namely, to optimise and grow our current offerings, and are revisiting our capital projects in terms of master planning and infrastructure upgrades that were suspended.

In PDM, we know that it is our people that make the difference. That is why we continue to focus on the well-being and development of our employees and organisation. Throughout the year we have implemented solid HR policies as well as training and development initiatives.

Along with business performance, our people's and communities' health, safety, and well-being

remained our primary concern throughout the year.

Creating and maintaining a sustainable marina remains a top priority for our team because it is critical to the successful execution of our strategy and the long-term performance of our company. Our re-accreditation in the Clean Marina with Fish Friendly status, which is administered by the Marina Industries Association, demonstrates our ongoing commitment to the environment. We recognize that we have a responsibility to protect the environment through our operations, awareness, and education programs to promote environmentally sustainable boating and fishing.

To summarize, FY22 was a year of recovery and significant progress at PDM. Our results highlight the importance of strong operational and financial execution in a recovering tourism landscape.

Despite the challenges that the world faces, PDM has the wind in its sails. We anticipate that FY23 will be a year of continued recovery and progress, bringing us closer to post-COVID-19 stability.

We will continue to drive strong performance across all areas of the business and look for

opportunities to increase efficiencies and value for our shareholders. Our strong execution capability and robust balance sheet position will assist us exceptionally well to deliver on our growth strategy while also providing confidence in our ability to navigate a complex external environment.

I would like to thank our tenants and customers, the Board of Directors, and the entire PDM team who have once again demonstrated great strength, adaptability, and team spirit in working in a constantly evolving context. Without them, we would not have been able to deliver the results and achievements.

I am looking forward to captaining the next voyage for PDM and am excited to build on the momentum we saw in FY22.

A handwritten signature in black ink, appearing to read 'C. Rasch', is positioned above a thin horizontal line.

CYNTHIA RASCH
Chief Executive Officer

| OUR VISIONARY BOARD



David George Skeggs
Chairman



Malakai Ratu Naiyaga
Director



Bryan John Skeggs
Director



Bruce Phillips
Director



Josephine Yee Joy
Company Secretary

| OUR MANAGEMENT TEAM



Cynthia Rasch
Chief Executive Officer



Kaveeta Singh
Financial Controller



Lorna Emberson
Business Manager



Merewairita Lewatu
Reservations Manager



Prikesh Singh
Security and HSE Manager



Samuela Verebasaqa
Repairs & Maintenance Manager



Avinadan Nair
Yard Manager

OUR VISION

“To be the leading marina facility in the Pacific, providing exceptional customer service with safe and healthy facilities; ensuring the enhancement of Fiji’s nautical tourism industry while protecting our distinct marine environment for future generations.”

OUR MISSION

“People working together, enthusiastically as a team, make our Marina a success. We want all staff to be active, enthusiastic members of the team. We feel a personal responsibility for the welfare of all our people. As the Marina prospers, the individual should prosper.

The goodwill which we have built as an organization within the community is not only based on our reputation for high quality, honesty, fair practices, and superior services, but also on the promptness, courtesy, and consideration which all of us show by our daily actions. Therefore, it is important that each of us continue to build this goodwill through prompt, efficient, and courteous attention to visitors, boaters, the public, fellow employees, telephone calls, and correspondence we have with others.”

OUR GOALS

1. Train and Empower Staff.
2. Promote Fiji and the Pacific.
3. Educate on safe and sustainable boating.
4. Be at the forefront of technological advances.
5. Provide safe and secure facility.
6. Act in the best interest of Marina’s owners and all Fijians.

| South Pacific Stock Exchange

Name of Listed Entity: PORT DENARAU MARINA LIMITED

For the Financial Year ended on: 31 JULY, 2022

SPX Listing Rules

Principle	Requirements	Compliance Status (Please provide details)
1. Establish clear responsibilities for board oversight	Separation of duties: Clear separation of duties between Board and Senior Management.	The Board has overall responsibility for the Company, including approving and overseeing the implementation of its business strategies, objectives, risk strategy, financial soundness, corporate governance and corporate values.
	Board Charter: Adopt a Board charter detailing functions and responsibilities of the Board.	The Board is also guided by the Board Charter which includes a commitment to ensure compliance of the Company's legal and regulatory obligations, the roles, functions, obligations, rights, responsibilities and powers of the Board.
2. Constitute an effective Board	Board Composition: Balanced Board Composition with Executive and Non-Executive directors of which 1/3rd of total number of directors to be independent directors.	The current Board consists of 4 Directors, 2 of which are Independent Directors. The Board should possess appropriate experience, competencies and personal qualities, including professionalism and personal integrity. The Board should have an adequate mix of core competencies in finance, accounting, business management, legal, strategic planning, risk management and industry-specific expertise.
	Gender Diversity: Do you have a policy for promoting gender diversity at Board level and have you achieved your policy goals?	The Board has adopted a Board Gender Diversity Policy.
	Nomination Committee: Selection, approval, renewal and succession of Directors to be conducted by Nomination Committee in accordance with Articles of Association of the Company and Fit and Proper Policy of Reserve Bank.	The Board has adopted a Remuneration and Nomination Committee Charter.
	Board Evaluation: Process of evaluation of performance of the Board, its committees and individual directors. Evaluation to be linked to key performance indicators of the listed entity.	The Board will work on a performance evaluation process in 2022/2023.

Principle	Requirements	Compliance Status (Please provide details)
3. Appointment of a Chief Executive Officer	Directors Training: Directors' training and induction procedure to be in place to allow new directors to participate fully and effectively.	Induction program for new Directors is in place. Training will be undertaken as and when required.
	Board Sub-committees: Board must have sub-committees which must at a minimum include – <ul style="list-style-type: none"> • Audit Committee; • Risk Management Committee; and • Nomination Committee/Recruitment Committee. 	Audit, Risk and Compliance Committee and Nomination/Recruitment Committee Charters have been adopted. The Audit, Risk & Compliance Committee meets at least twice a year and the Nomination Committee meets at least once a year.
	CEO: To appoint a suitably qualified and competent Chief Executive Officer	The Board is responsible for selecting the CEO and having in place an appropriate succession plan. The Board also sets formal performance standards consistent with the long-term objectives, strategy and financial soundness of the Company, monitoring performance against these standards; and ensuring that the CEO's knowledge and expertise remain appropriate given the nature of the business and the institution's risk profile.
4. Appointment of a Board and Company Secretary	Company Secretary: Board to appoint a suitably qualified and competent Company Secretary, who is accountable to the Board, through Chair, for all compliance and governance issues.	The Board has appointed a competent Company Secretary who is the administrative link between the Board and management. The Company Secretary also monitors statutory and SPX requirements.
5. Timely and balanced disclosure	Annual Reports: Timely and accurate disclosures are made in Annual reports as per Rule 51 of Listing Rules.	The Company has incorporated SPX compliances in its Annual Report
	Payment to Directors and Senior management: Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior management.	This disclosure is made in the Financial Statements & Reports.
	Continuous Disclosure: General disclosures or company announcements to be made in a timely manner. The disclosures should be factual without omitting material information and to be expressed in a clear and objective manner to shareholders.	The Company has a policy of informing shareholders promptly of any events that might significantly affect the value of the Company.
6. Promote ethical and	Code of Conduct:	The Corporate Governance Policy promotes principles of transparency,

Principle	Requirements	Compliance Status (Please provide details)
responsible decision making	To establish a minimum Code of Conduct of the listed entity applicable to directors, senior management and employees and conduct regular trainings on the same.	accountability, responsibility and relevant disclosure. It also emphasises the separate responsibilities of directors and Senior Management.
7. Register of Interests	Conflicts of Interest: Transactions with related parties resulting in conflict of interest are disclosed and a register is maintained for this purpose.	Board Directors and employees are required to declare any position or interest outside PDML that could lead to a conflict of interest. The minutes of board meetings reflect any declarations of conflicts of interest and how the conflict was managed. A register of interests for directors is also maintained
8. Respect the rights of shareholders	Communication with shareholders: To design communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, or any other means of electronic communication.	All shareholder queries may be directed to the Company Secretary who is responsible for replying to / addressing them. Shareholders are able to submit written questions for the AGM via the Company Secretary
	Website: To create and maintain a website of the listed entity to communicate effectively with shareholders and other stakeholders. All matters of importance to be updated regularly on the Website.	PDML has a website which is regularly updated with significant events that may be of interest to shareholders.
	Grievance Redressal Mechanism: To establish a Grievance Redressal Mechanism for Shareholders to address shareholders complaints and grievances.	A policy has been established and approved by the Board.
	Shareholders' Complaints: To provide the number of shareholders' complaints received and attended to during the year. Provide reasons if any complaint is unresolved or unattended.	There have been no complaints to date.
	Corporate Sustainability: To adopt a business approach that creates long-term shareholder value by embracing opportunities, managing risks, maximising profits and minimising negative social, economic, and environmental impacts.	The Board and CEO play an active role in strategic planning and business development matters to ensure growth and corporate sustainability.

Principle	Requirements	Compliance Status (Please provide details)
9. Accountability and audit	Internal Audit: To appoint an internal auditor or an alternative mechanism to achieve the objectives of risk management, control and governance.	The Company does not have an internal auditor and the Audit and Risk Committee is tasked with overseeing the audit functions.
	External Audit: To appoint an external auditor who reports directly to the Board Audit Committee.	The Company has an external auditor to serve as an independent evaluator of the Company's financial reporting.
	Rotation of External Auditor: To appoint the external auditor for a fixed term requiring senior partner of the audit firm to rotate once in every three or less financial years.	The Board adopts best practice in the process of appointment of the external auditors including recommending appointment for approval at AGM and ensures rotation of senior partners every three years.
	Audit Committee: To establish an Audit Committee comprising of at least 2 members of which majority are independent and Chair is not Chair of the Board.	The Audit & Risk Committee comprises of 2 Directors and the Independent Director is the Chair.
10. Risk Management	Risk Management Policy: To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy to clearly define the roles and responsibilities of the Board, Audit committee, management and internal audit function.	PDML is strengthening its Risk Management Framework. As a marina operation, PDML is exposed to various risks associated with business generally, as well as specific to the marine environment in which it operates. These risks are managed through a process of ongoing identification, measurement and monitoring subject to risk limits and other controls.
	Whistle Blower Policy: As part of risk management strategy, establish a Whistle Blower Policy by creating a mechanism of reporting concerns of unethical behaviour, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPX Rules or Companies Act.	A Whistle Blower policy has been established and approved by the Board.

| COMMUNITY ENGAGEMENT

The community is critical to the management of Port Denarau Marina. We continue to give back to the community through donations, funding, and sponsorships. This serves to recognize such efforts while also raising awareness for the following causes:



Sea Mercy is a non-profit organization that brings health care and disaster response aid to remote islands via a fleet of Floating Health Care Clinics and volunteer vessels operating in the South Pacific.

The marina contributes to this cause by providing subsidized berthing, storage, and administrative assistance as needed.



Vaccination Drives

The rise in vaccination rates in Fiji suggests that our community's immunity is improving. The growing percentage of fully immunized Fijians demonstrates the success of the MOH's awareness-raising efforts.

The marina hosted four vaccination drives, including two for booster shots.

PINKTOBER

The marina took part in this worthy cause, which aims to raise cancer awareness and funds for The Fiji Cancer Society's efforts.



The Bushell's & Fiji Cancer Society morning tea returned in June 2022 with the highest amount ever collected.

Local Community Sponsorship

Sports and rehabilitation organizations that have benefited from the marina's involvement in community projects.

Annual Cyclone Meeting



The marina launched this initiative to assist mariners during their stay in Fijian waters during the cyclone season. In previous years, as many as forty-three (43) vessels sought refuge up the

mangroves, demonstrating the effectiveness of raising awareness of the options available.

Volunteer Testing of Antibodies by the Ministry of Health



The Ministry of Health sought assistance from Port Denarau Marina in compiling information to determine the community's antibody levels. Blood samples from staff volunteers were required for this.

The results of this study will help us understand how important the vaccine is in helping people develop immunity to the virus.

Police Berthing



While not permanently berthed at the marina, the Police Department has occasionally requested berthing to assist with official and foreign delegate visits.

The most notable occasion for which this was planned was the arrival of their new vessel.

Superyacht Gathering



Superyacht owners and captains were welcomed at a joint venture with other stakeholders, which was followed by a tour of the marina the next day.

Women In Maritime (Fiji)



The marina continues to support the WIMA's primary goal of establishing a national network for women working in Fiji's maritime industry and women affiliated with other internationally recognized female maritime associations.

| HIGHLIGHTS OF THE YEAR

Fiji officially opened its borders to international travel on December 1st, 2021, demonstrating the Fijian people's tenacity in adapting to the new norm. Here are a few of the highlights from the year, from which we have continued to grow.

August 2021



Discussion with the Attorney General and Fiji New Zealand Business Council members regarding post-budget comments

Marina CEO presided over the first official meeting of the Marine and Yachting Subcommittee. This FHTA-affiliated committee's goal is to identify problems and develop solutions that benefit the entire industry.

September 2021



Mr. Meli Derenalagi, an Olympic gold medalist for the Fiji sevens rugby and a member of the Navy Team stationed at the marina for the Blue Lanes Initiative, stopping for a photo with enthusiastic fans.



Thanks to Brazilian artist Noila, who was a guest at the marina, transformer boxes are now considered works of art.

October 2021

Official visits in October included Jenny Moses and Andrew Probane from the UK consular services, as well as Hone Patrick, the First Secretary of the New Zealand High Commission.



Sabre, South Sea Cruises' much-anticipated vessel, arrival into the Port after a hiatus of 2 years due to COVID restrictions.

November 2021



Hosted event by the Honorable Minister of Defense of Australia

Reserve Bank of Fiji hosted event at the Marriot

December 2021

Ministry of Defense and Denarau Island Stakeholders meeting.



The Memorandum of Understanding between Border Agents and Port Denarau Marine Limited was finalised. This advances one of the marina's goals of serving as a comprehensive facility with a one-stop service for all border requirements.



Annual team-building exercises are held for the staff to commemorate another successful year.

January 2022



Guests were permitted to stay on their boats rather than in hotels after Port Denarau was declared a safe place to travel. This also helped hotels that were overburdened by quarantine regulations and a lack of space to house the influx of people.



Port Denarau Marina Limited Annual General Meeting hosted at SAILS@ Denarau Restaurant



Following staff training, Rapid Antigen Tests were initiated with the Port Denarau Marina staff to ensure a safe working environment.

February 2022

The Australian High Commissioner hosted invited guests, including the marina's CEO, at the Sofitel.

Investment Fiji's New Five-Year Trade and Investment Strategy Validation Workshop

March 2022



Hosted event by Marsh Insurance Brokerage.



The marina CEO spoke at an International Women's Day event hosted by My Desk.

The British High Commission vessel HMS Spey berthed at the Suva port entertained invited guests onboard.





Celebrating all things Women with this year's theme, 'Break the Bias.'



Young people from the Sikituru SDA Church conducted health screenings in Port Denarau on March 19th. Despite the weather, the program was well attended, and the employees seemed to enjoy it. Over 40 workers were examined.

April 2022



The yacht club formally launched under the new tenants SAILS@Denarau Restaurant.

May 2022



Cruising rally groups are a growing trend, and the marina has already seen four (4) of them.

Typically, these rally groups consist of at least forty (40) vessels.



Sanctuary Cove Boat show Marinas 22 held in the Gold Coast.



Fiji Tourism Expo 2022 Dock Party which was a joint venture with Tourism Fiji and provided a business-to-business opportunity for marina tenants.



Port Security Visit with MSAF and USA Coast Guard.



South Pacific Exchange Chief Executive Officer meeting



Women In Maritime Association awarded the Excellence Awards to Mrs. Cynthia Rasch



Water Authority of Fiji Business Customer Forum

July 2022



For Team South Pacific, Mrs. Cynthia Rasch received the Ocean Cruising Club Award 2021.

| TRAINING & DEVELOPMENT

Port Denarau Marina is constantly striving to better equip and empower its employees in order for them to perform their duties more effectively in a world that is constantly changing and adapting to the new normal.

In the years since the pandemics initial shock, the majority has used and adapted to new and innovative ways of living.

Virtual training became the norm in addition to following covid safe protocols for traditional classroom learning.

Here are some of the highlights of what our team accomplished:

August 2021

The marina's Operations Manager and Security & HSE Manager successfully completed the Marine Industries Association's online Oil Spill course.

September-November 2021 and January - February 2022

Ongoing Zoom meetings hosted by Tourism Fiji that focus primarily on the Care Fiji Commitment Initiative as part of Fiji's efforts to prepare international border opening.

Furthermore, Tourism Fiji held a training session at the Sofitel to teach Wellness Ambassadors and other company representatives on how to perform Rapid Antigen Testing.

December 2021

Marine Industries Association facilitated an online course on Environmental Best Management Practices for the marina's Operations Manager and Security & HSE Manager.

January 2022

Port Denarau Marina arranges fire warden training for accreditation and to assist tenants in obtaining the necessary training.

This year has been another success for PDML, with Cynthia Rasch, CEO, being recertified as a Certified Marina Manager.

June 2022

The marina conducted a comprehensive scheduled fire evacuation training to evaluate the fire safety procedures of various tenants and identify areas for improvement.

This exercise was carried out after the staff had completed the Fire Wardens Training.

July 2022

Stephen Patrick, an Australian consultant, provided training in project management and maintenance planning.

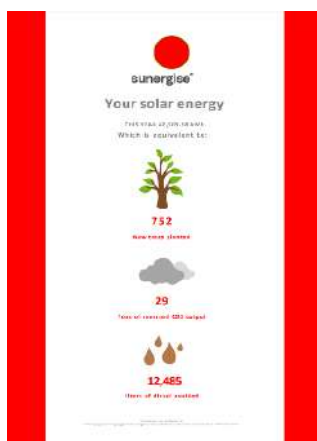
| ENVIRONMENT



Sea level rise and the occurrence of more extreme weather events are two facets of climate change that marinas and boating are particularly susceptible to. For longevity, boating and fishing require a pristine maritime environment. Given this, the marina's stance places the conservation of this environment first and foremost all the time. Although it is a challenge, Port Denarau Marina is dedicated to educating the commercial operators about

sustainability. The team's primary objective continues to be the development and upkeep of a sustainable marina since doing so is essential to the effective execution of its vision and the long-term success of the company.

1. Clean up Campaign organized with Lil Champs and Oceanlovers.
2. Denarau Game Fishing Club Kids competition and Awareness Drive held at Port Denarau Marina.



Solar energy, as a renewable source of energy, plays a critical role in reducing greenhouse gas emissions and mitigating climate change, which is critical for protecting humans, wildlife, and ecosystems. Solar energy can also improve air quality and reduce water consumption associated with energy production. Our installations continue to help us achieve our goal of lowering our carbon footprint.

Sunergise Solar Supplement for January – March 2022

Since 2017, PDM has been accredited Clean Marina with Fish Friendly status administered by the Marina Industries Association, with a three-year renewal subject to an independent audit.

We recognise that we have a responsibility to protect the environment with our operating practices as well as promoting environmentally sustainable boating and fishing. We continue to provide guidance and education that enable our team, tenants and operators to protect the resources that sustain their livelihood - clean water, clean air, and healthy fish and wildlife communities.



| EDUCATIONAL OUTREACH



The marina has advanced by initiating and continuing to be involved in educating both internal and external participants.

Oceanlovers Australia and Fiji are planning some innovative projects in the future.



The marina received two visits in October 2021 and May 2022 as part of its ongoing participation in the Leadership Fiji Program.

The Leadership Fiji initiative is specifically designed to assist our emerging leaders in dealing with the demands of a constantly changing global environment, ensuring that Fiji realizes its full potential in all areas.



The goal of Leadership Fiji is to provide participants with structured exposure to leaders from all aspects of our society, allowing them to gain a better understanding of their own country, its history, economy, and social structure. As a result, a new generation of leaders will emerge, ready to lead Fiji into the 21st century as a unified, dynamic nation.



Because of the marina's annual cyclone meeting, more vessels are staying in Fiji during the cyclone season. This alone demonstrates the marina's effectiveness in providing everyone with the information they need to make cyclone preparations.



Building a better
working world



Port Denarau Marina Limited

Financial Statements

For the Year Ended 31 July 2022

PORT DENARAU MARINA LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2022

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PORT DENARAU MARINA LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 July 2022

In accordance with a resolution of the Board of Directors, the Directors herewith submit the statement of financial position of Port Denarau Marina Limited ("the Company") as at 31 July 2022, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date and report as follows:

Directors

The names of the Directors in office during the year and up to the date of this report are:

- David George Skeggs
- Bryan John Skeggs
- Malakai Naiyaga
- Bruce Whewell Phillips

Principal activities

The principal activities of the Company during the financial year was the operation of a marina and marina related activities at Denarau Island. There were no significant changes to the activities during the year.

Results

The Company recorded a net profit of \$6,231,975 (2021: net loss \$5,824,523) after providing for income tax expense of \$117,534 (2021: income tax benefit \$508,298).

Total comprehensive income for the year, net of tax was \$9,873,792 (2021: loss \$9,180,217).

Dividends

The Directors recommend that \$nil dividends be declared for the year ended 31 July 2022 (2021: \$nil).

Bad and doubtful debts

Prior to the completion of the Company's financial statements, the Directors took reasonable steps to ascertain that action had been taken in relation to writing off bad debts and the provision for doubtful debts. In the opinion of Directors, adequate provision has been provided for doubtful debts.

As at the date of this report, the Directors are not aware of any circumstances, which would render the amount written off for bad debts, or the provision for doubtful debts in the Company, inadequate to any substantial extent.

Non-current assets

Prior to the completion of the financial statements of the Company, the Directors took reasonable steps to ascertain whether any non-current assets were unlikely to be realised in the ordinary course of business compared to their values as shown in the accounting records of the Company. Where necessary these assets have been written down or adequate provision has been made to bring the values of such assets to an amount that they might be expected to realise.

As at the date of this report, the Directors are not aware of any circumstances, which would render the values attributed to non-current assets in the Company's financial statements misleading.

Unusual transactions

On 29 October 2021, a fire destroyed one of the Company's warehouses which was leased out to tenants. This warehouse was insured, and material damage claim was receipted during the year from insurer.

Apart from this matter, in the opinion of the Directors, the results of the operations of the Company during the financial year were not substantially affected by any item, transaction or event of a material unusual nature, nor has there arisen between the end of the financial year and the date of this report any item, transaction or event of a material unusual nature likely, in the opinion of the Directors, to affect substantially the results of the operations of the Company in the current financial year, other than those reflected in the financial statements.

Basis of accounting

The Directors believe that the basis of the preparation of the financial statements is appropriate and the Company will be able to continue its operation for at least twelve months from the date of this statement. Accordingly, the Directors believe the classification and carrying amounts of assets and liabilities as stated in these financial statements are appropriate.

Events subsequent to balance sheet date

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

**PORT DENARAU MARINA LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022**

Impact of COVID-19 pandemic on the company

The Covid-19 pandemic shows considerable signs of easing as many countries have lifted travel bans, ended lockdowns and eased quarantine measures. Many governments have announced curtailment of certain measures to provide financial and non-financial assistance to the affected entities. At the same time, Covid-19 may continue to affect companies and economies. Many entities are still dealing with lost revenue and disrupted supply chains.

During the financial year, on 1 December 2021, Fiji's international borders reopened for international leisure travel with strict COVID-19 protocols. These restrictions were gradually removed with significant flow of visitors to Fiji. The Company continued to provide discounts to its commercial tenants for the first eleven months of the year as a result of the impact of COVID-19 pandemic. These discounts ranged between 25% - 75% and amounted to \$1,171,266 during the year.

As at the date of these financial statements, the Company has factored in its forecasts the anticipated impacts of COVID-19 on its operations based on conditions at this time. However, notwithstanding the aforementioned actions by government, we are unable to predict the overall impact on customers and vendors and therefore, the extent of any future impact of COVID-19 on the Company's operational and financial performance.

Apart from the exception above, no other matter or circumstance has arisen that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Other circumstances

As at the date of this report:

- i) no charge on the assets of the Company has been given since the end of the financial year to secure the liabilities of any other person;
- ii) no contingent liabilities have arisen since the end of the financial year for which the Company could become liable; and
- iii) no contingent liabilities or other liabilities of the Company has become or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Company to meet its obligations as and when they fall due.

As at the date of this report the Directors are not aware of any circumstances that have arisen, not otherwise dealt with in this report or the Company's financial statements which would make adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate.

Directors' benefits

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those included in the aggregate amount of emoluments received or due and receivable by Directors shown in the financial statements or received as the fixed salary of a full-time employee of the Company or of a related corporation) by reason of a contract made by the Company or by a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest.

Auditor independence

The Directors have obtained an independence declaration from the Company's auditor, Ernst & Young. A copy of the auditor's independence declaration is set out in the Auditor's Independence Declaration to the Directors of Port Denarau Marina Limited on page 5.

For and on behalf of the Board and in accordance with a resolution of the Directors.

Dated this 31st day of October 2022.



Director

Director

**PORT DENARAU MARINA LIMITED
DIRECTORS' DECLARATION
FOR THE YEAR ENDED 31 JULY 2022**

Directors of Port Denarau Marina Limited ("the Company") have made a resolution that declared:

- a) In the Directors' opinion, the financial statements and notes of the Company for the financial year ended 31 July 2022:
 - i) give a true and fair view of the financial position of the Company as at 31 July 2022 and of the performance of the Company for the year ended 31 July 2022.
 - ii) have been made out in accordance with the Companies Act 2015.
- b) they have received declarations as required by section 395 of the Companies Act 2015.
- c) at the date of this declaration, in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

For and on behalf of the Board and in accordance with a resolution of the Directors.

Dated this 31st day of October 2022.



Director

Director

Auditor's Independence Declaration to the Directors of Port Denarau Marina Limited


As lead auditor for the audit of Port Denarau Marina Limited for the financial year ended 31 July 2022, I declare to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the Companies Act 2015 in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Port Denarau Marina Limited during the financial year.



Ernst & Young
Ernst & Young
Chartered Accountants



Shaneel Nandan
Partner
Nadi, Fiji
31 October 2022

Independent Auditor's Report

To the Shareholders of Port Denarau Marina Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Port Denarau Marina Limited ("the Company"), which comprise the statement of financial position as at 31 July 2022, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 July 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountant's *Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in Fiji and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of the audit report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Valuation of land based assets

Why significant	How our audit addressed the key audit matter
<p>The valuations of right-of-use assets, buildings and investment properties, carried at \$14.2m, \$0.4m and \$19.6m respectively, are important to our audit as they represent significant judgment areas and a significant percentage (84%) of the total assets of the Company. The valuations of right-of-use assets, buildings and investment properties are subjective and are highly dependent on assumptions and estimates.</p> <p>The company has recorded these assets at fair value based on an independent external valuation for the portfolio of assets, which has been allocated to individual assets by the Company.</p> <p>The valuation process involves significant judgement in determining the appropriate valuation methodology to be used, and the assumptions to be applied.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> - assessed the Company's processes for the selection of the external valuers, the determination of the scope of work of the valuers, and the consideration and acceptance of the valuation reported by the external valuers. - evaluated the qualifications, capability and competence of the external valuers. We also read the terms of engagement of the valuers with the Company to determine whether there were any matters that might have affected their objectivity or limited the scope of their work. - assessed the appropriateness of the classification of assets between land & buildings, right of use assets and investment properties. This assessment included assessing the appropriateness of the allocation of leased Right of Use assets as Investment Property as a consequence of the nature of the use of those assets to generate a rental income stream.

Independent Auditor's Report (continued)

Key Audit Matters (continued)

Valuation of land based assets (continued)

Why significant	How our audit addressed the matter
<p>The COVID-19 pandemic materially affected the Fijian economy; especially given its high reliance upon tourism. While international borders with both Australia and New Zealand have reopened and services by international airlines have been re-established, greater uncertainty than the pre-pandemic era remains. Significant assumptions used in the valuation are inherently subjective and in times of economic uncertainty the degree of subjectivity is higher than it might otherwise be. A small difference in any one of the key assumptions, when aggregated, could result in a significant change to the valuation of these assets. The valuations are particularly sensitive to the capitalisation rate, discount rate and terminal yield assumptions.</p> <p>Given the market conditions at balance date, the independent valuer has reported on the basis of the existence of 'material valuation uncertainty', noting that less certainty and a higher degree of caution, should be attached to the valuation than would normally be the case. In this situation the disclosures in the financial statements provide particularly important information about the assumptions made in the valuation and the market conditions at 31 July 2022. As a result, we consider the valuation and the related disclosures in the financial statements to be particularly significant to our audit. For the same reasons we consider it important that attention is drawn to the information in Notes 10, 11 and 16 in assessing the valuation at 31 July 2022.</p>	<ul style="list-style-type: none"> - assessed the allocation of the valuation by the Company to the three classes of assets based on the information provided by the independent valuer. - tested the integrity of factual inputs into the projected cash flows used in the valuation to leases and other relevant documents. - challenged the capitalisation, discount and terminal yield rates used in the valuations by comparing them against historical rates and available industry data, taking into consideration comparability and market factors. Where the rates were outside the expected range, we sought to understand the reasons for this and undertook sensitivity analysis to assess the impact of possible changes in these assumptions. - considered the adequacy of the disclosures in Notes 10, 11 and 16, including consideration of disclosure of the specific uncertainties arising from the COVID-19 pandemic.

Other information

The Directors are responsible for the Annual Report, which includes information other than the financial statements and auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. If, based upon the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the management and those charged with governance for Financial Statements

The management and Directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as the management and Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management and Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Independent Auditor's Report (continued)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud and error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with ISA, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of the Directors' and management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures, are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We communicate with those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, the auditor determines those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. The auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Independent Auditor's Report (continued)

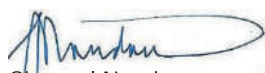
Report on Other Legal and Regulatory Requirements

In our opinion, the financial statements have been prepared in accordance with the requirements of the Companies Act 2015 in all material respects, and;

- a) we have been given all information, explanations and assistance necessary for the conduct of the audit; and
- b) the Company has kept financial records sufficient to enable the financial statements to be prepared and audited.



Ernst & Young
Ernst & Young
Chartered Accountants



Shaneel Nandan
Partner
Nadi, Fiji
31 October 2022

PORT DENARAU MARINA LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 JULY 2022

	Notes	2022 \$	2021 \$
Revenue			
Revenue from contracts with customers	2(a)	4,108,462	2,567,256
Other income	2(b)	384,866	16,571
		4,493,328	2,583,827
Expenses			
Sales and marketing expense		(13,224)	(33,772)
Depreciation and amortisation expense		(729,930)	(908,811)
Operating expenses	2(c)	(1,963,581)	(2,050,732)
Salaries and employee benefits expense	2(d)	(765,382)	(690,432)
Profit/(loss) from operations		1,021,211	(1,099,920)
Finance costs		(78,989)	(76,970)
Change in fair value of investment properties	11	5,407,287	(5,155,931)
Profit/(loss) before income tax		6,349,509	(6,332,821)
Income tax (expense)/benefit	5(a)	(117,534)	508,298
Operating profit/(loss) after income tax		6,231,975	(5,824,523)
Other comprehensive income			
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent years:</i>			
Net change in fair value of property, plant and equipment and right of use asset (<i>net of tax</i>)		3,641,817	(3,355,694)
Other comprehensive income/(loss) for the year, net of tax		3,641,817	(3,355,694)
Total comprehensive income/(loss) for the year, net of tax		9,873,792	(9,180,217)
Basic earnings per share	4	0.16	(0.15)

The accompanying notes form an integral part of this statement of profit or loss and other comprehensive income.

PORT DENARAU MARINA LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JULY 2022

	Notes	2022 \$	2021 \$
Issued capital			
Balance at the beginning of the year		1,000,000	1,000,000
Movement during the year		-	-
Balance at the end of the year	13	1,000,000	1,000,000
Retained earnings			
Balance at the beginning of the year		17,998,216	23,822,739
Net profit/(loss) after income tax		6,231,975	(5,824,523)
Balance at the end of the year		24,230,191	17,998,216
Other components of equity			
Asset revaluation reserve			
Balance at the beginning of the year		7,751,334	11,107,028
Other comprehensive income		3,641,817	(3,355,694)
Balance at the end of the year	21	11,393,151	7,751,334
Total shareholders' equity		36,623,342	26,749,550

The accompanying notes form an integral part of this statement of changes in equity.

PORT DENARAU MARINA LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 JULY 2022

	Notes	2022 \$	2021 \$
Assets			
Non-current assets			
Property, plant and equipment	10	2,938,528	3,383,755
Investment properties	11	19,657,390	14,972,519
Right-of-use assets	16	14,201,921	10,417,174
		<u>36,797,839</u>	<u>28,773,448</u>
Current assets			
Cash and cash equivalents	6	2,655,708	546,248
Trade receivables	7	902,029	485,276
Inventories	8	78,548	56,963
Prepayments and other receivables	9	322,068	179,144
Current tax asset		282,129	282,129
		<u>4,240,482</u>	<u>1,549,760</u>
Total assets		<u>41,038,321</u>	<u>30,323,208</u>
Equity and liabilities			
Equity attributable to equity holders			
Share capital	13	1,000,000	1,000,000
Retained earnings		24,230,191	17,998,216
Other components of equity	21	11,393,151	7,751,334
Total equity		<u>36,623,342</u>	<u>26,749,550</u>
Non-current liabilities			
Payable to related party	15(c)	433,210	638,843
Deferred tax liabilities	5(c)	2,041,304	1,519,123
Lease liabilities	17	466,126	448,569
		<u>2,940,640</u>	<u>2,606,535</u>
Current liabilities			
Trade and other payables	12	831,887	469,155
Employee benefits liability	14	72,128	74,259
Payable to related party	15(c)	569,719	400,000
Lease liabilities	17	605	23,709
		<u>1,474,339</u>	<u>967,123</u>
Total liabilities		<u>4,414,979</u>	<u>3,573,658</u>
Total equity and liabilities		<u>41,038,321</u>	<u>30,323,208</u>

The accompanying notes form an integral part of this statement of financial position.

PORT DENARAU MARINA LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 JULY 2022

	Note	2022 \$	2021 \$
Operating activities			
Net profit/(loss) after tax		6,231,975	(5,824,523)
<u>Adjustments to reconcile profit/(loss) before tax to net cash flows:</u>			
Depreciation and impairment of property, plant and equipment and right-of-use assets		729,930	908,811
(Increase)/decrease in fair value of investment properties		(5,407,287)	5,155,931
Impairment loss		-	302,930
(Gain)/loss on disposal of property, plant and equipment and investment property		(138,580)	199,027
Movements in provisions		(14,446)	50,257
Increase/(decrease) in deferred income tax liabilities		117,535	(510,677)
Net foreign exchange (gain)/loss		(55,890)	36,649
Finance expense (disclosed in financing activities)		70,275	67,655
<u>Working capital adjustments</u>			
(Increase)/decrease in trade and other receivables		(547,362)	44,936
Increase/(decrease) in trade and other payables		362,732	(16,569)
(Increase) in inventory		(21,585)	(10,936)
Decrease in income tax receivable		-	2,379
Net cash from operating activities		<u>1,327,297</u>	<u>405,870</u>
Investing activities			
Acquisition of property, plant and equipment and investment properties		(137,993)	(69,587)
Proceeds from disposal of property, plant and equipment and investment property *		976,002	-
Net cash from/(used in) investing activities		<u>838,009</u>	<u>(69,587)</u>
Financing activities			
Interest paid		(27,167)	(44,353)
Principal repayment of lease liabilities		(28,679)	(249,266)
Net cash (used in) financing activities		<u>(55,846)</u>	<u>(293,619)</u>
Net increase in cash and cash equivalents held		2,109,460	42,664
Net cash at the beginning of the year		546,248	503,584
Cash at the end of year	6	<u>2,655,708</u>	<u>546,248</u>

* Included in these proceeds is \$878,754 received as material damage claim for warehouse destroyed by fire during the year.

The accompanying notes form an integral part of this statement of cash flows.

PORT DENARAU MARINA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2022

1.1 Corporate information

Port Denarau Marina Limited (the "Company") is incorporated and domiciled in the Republic of Fiji. The financial statements of Port Denarau Marina Limited for the year ended 31 July 2022 were authorised for issue in accordance with a resolution of the Directors on 31st October 2022.

The Company was listed on the South Pacific Stock Exchange on 14 August 2019.

1.2 Basis of preparation of the financial statements

The financial statements reflect the financial performance of the Company for the trading year from 1 August 2021 to 31 July 2022 and have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). On this basis the financial statements for the year ended 31 July 2022 have been prepared on the basis as a going concern.

The financial statements have been prepared on the basis of historical costs except where stated.

1.3 Functional and presentation currency

These financial statements are presented in Fijian dollars, which is the Company's functional and presentational currency. All amounts have been rounded to the nearest dollar, except when otherwise indicated.

1.4 Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future years.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Property lease classification – Company as lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

Estimations and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

Valuation of land based assets

Fair value of land based assets are determined by reference to market-based evidence. Independent valuation is performed with sufficient regularity to ensure the carrying amount does not differ materially from the asset's fair value at the balance sheet date. The current policy is to undertake an independent valuation every year.

Right-of-use assets relate to leasehold land having an initial lease term of 89 and 99 years which is considered substantial and are utilized by the company as well as being leased out as part of investment properties. Leasehold land utilized by the company is recorded as right-of-use assets while portion leased out to tenants are recorded as part of investment properties. The split between right-of-use assets and investment properties is determined based on the square meter of land occupied which was 65% and 35% respectively.

The fair value of land-based assets for the year ended 31 July 2022 was determined by Stephen Doyle, an independent registered valuer of the firm Jones Lang LaSalle. In prior year, the valuer used the Discounted Cash Flow ('DCF') method to estimate fair value and to cross check the value determined using the Capitalisation approach. The valuer had refrained from including Depreciated Replacement Cost ("DCR") approach in determining the fair value of land-based assets. To ensure comparability of the fair value, the directors decided to adopt the fair value with reference to the Capitalisation approach. In the current year, the valuer used the three approaches, however, determined that fair value is most appropriately determined as a mid-point between the DCF and capitalisation approach (income approach) considering the recovery of the economy from the COVID-19 pandemic upon the re-opening of Fiji's international borders. The directors decided to adopt the fair value as stipulated by the valuer.

Therefore, the fair value of land-based assets at 31 July 2022 were determined as a mid-point between Discounted Cash Flow and Capitalisation approach.

The significant unobservable inputs used in the fair value measurement of the Company's land-based assets are:

<u>Assumption</u>	<u>Estimate used</u>
Capitalisation rate	Rate used was 6.75%

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.4 Significant accounting judgments, estimates and assumptions (continued)

Estimations and assumptions (continued)

<u>Assumption</u>	<u>Estimate used</u>
Discount rate	Rate used was 9%
Internal rate of return	Rate used was 9.47%

A significant decrease/(increase) in the capitalisation rate would result in a significantly higher/(lower) fair value measurement and a significant increase/(decrease) in the underlying land value and estimated replacement cost would result in a significantly higher/(lower) fair value measurement.

Impairment of financial assets

The Company uses a simplified approach to implement an expected credit loss model for trade receivables given that trade receivables have terms of one year or less and generally no significant financing components. The Company calculates the lifetime expected credit losses as its provision against such receivables.

Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less cost to sell and its value in use. The fair value less cost to sell calculation is based on available data from binding sales transactions in arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset.

Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

Measurement of fair value

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

1.5 Summary of significant accounting policies

a) Property, plant and equipment

i) Recognition and measurement

With the exception of land-based assets (leasehold land, buildings and yacht club), property, plant and equipment are measured at cost, less accumulated depreciation and any accumulated impairment losses. The cost of certain items of property, plant and equipment at 1 August 2017, the Company's date of transition to IFRS, was determined with reference to its fair value up to that date.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

a) Property, plant and equipment (continued)

i) Recognition and measurement (continued)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss.

The estimated depreciation rates of property, plant and equipment for current and comparative years are as follows:

• Buildings	1.25%
• Beacons and moorings	12.00%
• Jetties and anchor chains	4.00% - 12.00%
• Motor vehicles	15.00% - 26.00%
• New marina	6.00% - 15.00%
• Plant and equipment	9.50% - 20.00%

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

iv) Land based assets revaluation

Any revaluation increment is credited to the asset revaluation reserve included in other comprehensive income, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increment is recognised in profit or loss.

Any revaluation decrease is recognised in profit or loss, except to the extent that it offsets a previous revaluation increment for the same asset, in which case the decrease is debited directly to the asset revaluation reserve to the extent of the credit balance existing in the revaluation reserve for that asset.

Upon disposal or derecognition of an asset, any associated revaluation reserve balance is transferred to retained earnings.

b) Investment property

Investment property is initially measured at cost and subsequently at fair value (The Directors determine the fair value of land based assets at each balance date with reference to a report by an independent registered valuer engaged by the Company to value the land based assets every year) with any change therein recognised in profit or loss. Any gain or loss on disposal of investment property is recognised in the profit or loss. When investment property that was previously classified as property, plant and equipment is sold, any related amount included in the revaluation reserve is transferred to retained earnings.

Rental income from investment property is recognised as revenue on a straight-line basis over the term of the lease.

c) Financial instruments

i) Recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii) Classification and measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost, FVOCI or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting year following the change in the business.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

c) Financial instruments (continued)

ii) Classification and measurement (continued)

Financial assets (continued)

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how Directors of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected;
- the frequency, volume and timing of sales of financial assets in prior years, the reasons for such sales; and
- and demonstrate why those sales do not reflect a change in the entity's business model.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets: Subsequent measurement and gains and loss

Financial assets that are measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held-for trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gains or loss on derecognition is also recognised in profit or loss.

ii) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred, or liabilities assumed) is recognised in profit or loss.

iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

d) Impairment

i) Non-derivative financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

- The Company measures loss allowances at an amount equal to lifetime expected credit loss, except for the following, which are measured as 12-month expected credit loss.
- other receivables and cash at bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.
- When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when:
 - the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
 - the financial asset is more than 90 days past due.

The Company considers another receivable or cash balance to have low credit risk when its credit risk rating is equivalent to the globally understood definition of "investment grade". The Company considers this to be B1 or a higher rating per Moody's. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of Expected Credit Losses

Expected Credit Losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flow due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Credit-impaired financial assets

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; and
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for expected credit loss in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

d) Impairment (continued)

ii) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit, or CGU").

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount cannot exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

e) Inventories

Inventory has been valued at the lower of cost or net realisable value after allowances for damaged and obsolete inventory. Cost is determined on an average cost basis.

f) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI (the "other comprehensive income").

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences are considered based on the business plans for individual subsidiaries in the Company.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

f) Income tax (continued)

ii) Deferred tax (continued)

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Company has not rebutted this assumption. Deferred tax assets and liabilities are offset only if certain criteria are met.

g) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Foreign currencies

Foreign currency transactions are translated to Fiji dollars at rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies are converted to Fiji currency at the rates of exchange ruling at the balance sheet date. All exchange gains or losses whether realised or unrealised are included in the statement of comprehensive income.

i) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control over a product or service to a customer. Revenue from the sale of goods is recognised at a point in time, when control of the goods has transferred to the buyer, usually on delivery of goods.

j) Value Added Tax (VAT)

Revenue, expenses and assets are recognised net of the amount of respective sales tax except:

- where the Value Added Tax incurred on the purchase of assets or services is not recoverable from the taxation authority, in which case the value added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables that are stated with the amount of Value Added Tax included and payables that are stated with the amount of Value Added Tax included.

The net amount of Value Added Tax recoverable or payable to the tax authority is included as part of the receivables or payables in the statement of financial position.

k) Comparatives

Where necessary, the comparative figures have been adjusted to conform to changes in presentation in the current year.

l) Deferred cost

Dredging cost incurred is recognised as deferred cost and is amortised over a period of 10 years.

m) Finance costs

Finance costs include interest expense which is recognised using the effective interest method.

n) Share capital

Increment costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12.

o) Employee benefits

i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

p) Leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

– Leasehold land 89 and 99 years (unexpired lease period of 77 and 76 years respectively from 2022)

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Leasehold land utilized by the company is recorded as right-of-use assets while portion leased out to tenants are recorded as part of investment properties. The split between right-of-use assets and investment properties is determined based on the square meter of land occupied which was 65% and 35% respectively.

Subsequently, right-of-use assets are measured at fair value. The Directors determine the fair value of right-of-use assets at each subsequent balance date with reference to a report by an independent registered valuer engaged by the Company to value the right-of-use assets every year. Any revaluation increment is credited to the asset revaluation reserve included in other comprehensive income, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increment is recognised in profit or loss.

Any revaluation decrease is recognised in profit or loss, except to the extent that it offsets a previous revaluation increment for the same asset, in which case the decrease is debited directly to the asset revaluation reserve to the extent of the credit balance existing in the revaluation reserve for that asset. Upon disposal or derecognition of an asset, any associated revaluation reserve balance is transferred to retained earnings.

ii) Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

1.5 Summary of significant accounting policies (continued)

q) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price.

Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

r) Earnings per share

Basic earnings per share is determined by dividing profit or loss attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.

1.6 New standards and interpretations

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2022 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements. The standards and interpretations are not expected to have a significant impact on the Company's financial statements.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

2. Revenue and expenses

Revenue, other income and expenses include the following for the year ended 31 July 2022:

	2022	2021
	\$	\$
a) Revenue from contracts with customers		
Berthing	2,303,368	1,433,379
Terminal	41,553	30,854
Boat yard and storage	476,293	394,124
Fuel levy	274,007	126,632
Investment property rentals	1,013,241	582,267
	<u>4,108,462</u>	<u>2,567,256</u>
b) Other income	\$	\$
Gain on disposal of assets	70,505	-
Gain on disposal of investment property	68,075	-
Insurance proceeds – business interruption	115,596	-
Unrealised exchange gain	55,890	-
Sundry income	74,800	16,571
	<u>384,866</u>	<u>16,571</u>
c) Operating expenses	\$	\$
Auditors' remuneration	23,000	19,500
Unrealised exchange loss	-	36,649
Impairment loss – deferred costs	-	302,930
Loss on disposal of assets	-	199,027
Other operating costs	1,940,581	1,492,626
	<u>1,963,581</u>	<u>2,050,732</u>
d) Salaries and employee benefits expense	\$	\$
Wages and salaries	745,794	689,392
Staff training	19,588	1,040
	<u>765,382</u>	<u>690,432</u>

3. Operating segments

The company operates from its registered place of business at Denarau Island where the port and berthing facilities are located. The port includes a commercial complex for retail, hospitality and other complementary services required by the sailing community situated on the same site. Whilst management reviews the company's revenue by segment, expenses are reported and reviewed according to their nature. Therefore, only the revenue by reportable segment is disclosed in Note 2a.

4. Earnings per share

The calculation of basic EPS has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares:

Profit or loss attributable to ordinary shareholders

Profit/(loss) attributable to ordinary shareholders	6,231,975	(5,824,523)
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Weighted average number of ordinary shares:

Issued ordinary shares at 31 July	40,000,000	40,000,000
Total	<u>40,000,000</u>	<u>40,000,000</u>
Basic earnings per share	0.16	(0.15)

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

5. Income tax	2022 \$	2021 \$
a) The amount of income tax attributable to the year differed from the prima facie amount payable on the operating profit/(loss)		
The difference is reconciled as follows:		
Operating profit/(loss) before income tax	6,349,509	(6,332,821)
Prima facie income tax expense calculated at 10% (2021:10%) on the operating profit/(loss)	634,951	(633,282)
Tax effect of non-deductible expenses (net)	(234,419)	(160,550)
Under provision from prior year	-	8,418
Tax losses (recognised)/not recognised	(264,832)	264,989
Other movement	(18,166)	12,127
Income tax expense/(benefit)	<u>117,534</u>	<u>(508,298)</u>
b) Income tax expense/(benefit)	\$	\$
<u>Current income tax</u>		
Current income tax charge	-	-
Adjustments in respect of non-deductible differences	(234,419)	(160,550)
<u>Deferred income tax</u>		
Temporary differences relating to future years	351,953	(347,748)
Income tax expense/(benefit)	<u>117,534</u>	<u>(508,298)</u>
c) Deferred income tax	\$	\$
Deferred income tax at 31 July relates to the following:		
Allowance for estimated credit loss	2,614	3,846
Provision for employee entitlements	7,213	7,427
Unrealised exchange (gain)/loss	(5,589)	3,664
Tax losses *	329,135	-
Investment properties	(1,135,122)	(594,393)
Property, plant and equipment	(1,239,555)	(939,667)
Net deferred income tax liability	<u>(2,041,304)</u>	<u>(1,519,123)</u>
<u>Represented on the Statement of Financial Position as:</u>	\$	\$
Deferred tax liability **	<u>(2,041,304)</u>	<u>(1,519,123)</u>

* Tax losses incurred by the Company can be carried forward for 8 years in succession.

** Of this deferred liability amount, \$1,265,905 (2021: \$861,259) relates to revaluations of property which will not be reclassified to profit or loss and for which the movement has been recognised in other comprehensive income.

d) Modernisation of building incentives

The Company has received final approval for modernisation of building incentives which provides 25% Investment Allowance under the provisions of Income Tax (Modernisation of Buildings Incentives) Regulation 2018. The approved allowance of 25% on capital expenditure of \$1,904,404 amounts to \$476,101 which can be utilised to offset taxable income of the Company until the full amount is used.

6. Cash and cash equivalents

	\$	\$
Cash at bank	2,654,614	545,380
Cash on hand	325	325
Petty cash	769	543
Imprest account	-	-
Cash at bank and on hand for the purposes of the cash flow statement	<u>2,655,708</u>	<u>546,248</u>

At 31 July 2022, the Company had available \$1,500,000 (2021: \$2,500,000) of undrawn committed borrowing facilities.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

7. Trade receivables	2022	2021
	\$	\$
Trade receivables from contracts with customers	541,778	249,274
Less: allowance for expected credit losses	(26,142)	(38,457)
Unearned (pre-billed income) income – note 12	386,393	274,459
	<u>902,029</u>	<u>485,276</u>

Trade receivables are non-interest bearing and are generally on 30-90 day terms. As at 31 July 2022, \$26,142 (2021: \$38,457) trade receivables were impaired and were fully provided for. Movements in provision for impairment of receivables were as follows:

Opening balance	38,457	13,988
Movement during the year	(12,315)	24,469
Closing balance	<u>26,142</u>	<u>38,457</u>

The ageing analysis of trade receivables is as follows:

	Total	Neither past due nor impaired	Past due but not impaired		
			30-60 days	60-90 days	>90 days
	\$	\$	\$	\$	\$
31 July 2022	902,029	799,952	85,020	17,057	-
31 July 2021	485,276	314,105	19,414	10,093	141,664

8. Inventories	\$	\$
Inventories	<u>78,548</u>	<u>56,963</u>

9. Prepayments and other receivables	\$	\$
Prepayments	149,925	132,365
Sundry debtors	172,143	28,700
VAT receivable	-	18,079
	<u>322,068</u>	<u>179,144</u>

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

10. Property, plant and equipment

	Buildings	Jetties, beacons and moorings	Plant & equipment, vessels and motor vehicles	Work-in- progress	Total
Cost	\$	\$	\$	\$	\$
At 31 July 2020	3,047,760	7,153,828	2,879,565	-	13,081,153
Additions	-	11,600	43,229	-	54,829
Disposals	(199,027)	-	-	-	(199,027)
Revaluation	(607,650)	-	-	-	(607,650)
Reclassification	(1,832,061)	3,681	411,650	-	(1,416,730)
At 31 July 2021	409,022	7,169,109	3,334,444	-	10,912,575
Additions	-	-	49,730	-	49,730
Disposals	-	-	(173,608)	-	(173,608)
Revaluation*	53,351	-	-	-	53,351
At 31 July 2022	462,373	7,169,109	3,210,566	-	10,842,048
Accumulated depreciation					
At 31 July 2020	2,045,309	4,333,915	2,305,753	-	8,684,977
Depreciation charge	144,264	341,692	240,973	-	726,929
Revaluation	(466,356)	-	-	-	(466,356)
Reclassification	(1,723,217)	3,681	302,806	-	(1,416,730)
At 31 July 2021	-	4,679,288	2,849,532	-	7,528,820
Depreciation charge	77,428	327,168	190,040	-	594,636
Revaluation*	(73,071)	-	-	-	(73,071)
Disposals	-	-	(146,865)	-	(146,865)
At 31 July 2022	4,357	5,006,456	2,892,707	-	7,903,520
Carrying amounts					
At 31 July 2022	458,016	2,162,653	317,859	-	2,938,528
At 31 July 2021	409,022	2,489,821	484,912	-	3,383,755

* The fair value of land-based assets was determined using the mid-point between Discounted Cash flow and Capitalisation approach. The valuation was prepared as at 31 July 2022 by an independent and registered valuer, Jones Lang LaSalle. The same valuer had determined the fair value of the same assets in prior year and estimated fair value as the mid-point between the discounted cashflow approach and the capitalization approach. However, the directors had adopted the value as per the Capitalisation approach.

Valuation uncertainty

Independent registered valuer Jones Lang LaSalle (JLL) highlighted that the continued impact of the global pandemic on businesses. The COVID-19 pandemic materially affected the Fijian economy; especially given its high reliance upon tourism. While international borders with both Australia and New Zealand reopened and services by international airlines have been re-established, greater uncertainty than the pre-pandemic era remains.

Accordingly, given that the market is only in an early stage of recovery following re-opening of international borders, the valuer has reported on the basis of 'material valuation uncertainty'. As such, less certainty and a higher degree of caution is attached to the valuation than would normally be the case. This applies to fair value determination of investment properties (Note 11) and right-of-use assets (Note 16) which have been estimated by the same valuer.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

11. Investment properties

	2022	2021
	\$	\$
Balance at 1 August	14,972,519	20,113,692
Additions during the year	88,263	14,758
Disposal during the year	(810,679)	-
Net gain/(loss) from fair value remeasurement	<u>5,407,287</u>	<u>(5,155,931)</u>
Balance at 31 July	<u>19,657,390</u>	<u>14,972,519</u>

Investment properties comprises of yacht club, terminal building, administration building, a number of workshop buildings and leasehold land that are leased to third parties with annual rents indexed to consumer prices. Subsequent renewals are negotiated with each lessee. 35% of leasehold land is considered to be rented out as part of investment properties based on square meter of land. The Directors determine the fair value of the investment property at each balance date with reference to a report by an independent registered valuer engaged by the Company to value the investment property every year. The valuation was prepared as at 31 July 2022 and undertaken by independent valuer Jones Lang LaSalle.

Valuation uncertainty

The valuation of investment properties was undertaken by the same valuer who valued property, plant and equipment as disclosed in Note 10. The valuer highlighted the impact of covid-19 on valuation uncertainty (as disclosed in Note 10) which also applies to the determination of fair value for investment property.

12. Trade and other payables

	\$	\$
Trade payables	140,225	72,561
Other payables and accruals	305,269	122,135
Unearned (pre-billed income) income – note 7	<u>386,393</u>	<u>274,459</u>
	<u>831,887</u>	<u>469,155</u>

13. Share capital

	\$	\$
<u>Issued and paid up capital</u>		
Number of ordinary shares	40,000,000	40,000,000
Share capital	<u>\$1,000,000</u>	<u>\$1,000,000</u>

Weighted average number of ordinary shares at year end is disclosed in Note 4.

14. Employee benefits liability

	\$	\$
Employee entitlements	<u>72,128</u>	<u>74,259</u>

15. Related party disclosures

a) Ultimate holding company

The ultimate holding company is Skeggs Group Limited.

b) Related party transactions

Key management personnel compensation

Key management comprises of the Chief Executive Officer, Operations Manager, Business Manager, Financial Controller, Reservations Manager and Security Manager.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

15. Related party disclosures (continued)

b) Related party transactions (continued)

Key management personnel compensation (continued)

	2022 \$	2021 \$
Short-term employee benefits	435,000	405,782
Post-employment benefits	15,179	14,806
	<u>450,179</u>	<u>420,588</u>

Other related party transactions

During the year the Company had an interest-bearing loan payable to Skeggs Group Limited, with interest expense paid. Detail as follows:

	\$	\$
<u>Skeggs Group Limited</u>		
Interest charged on related party payable @4.95%	<u>47,143</u>	<u>44,494</u>

c) Payable to related party

Skeggs Group Limited	1,002,929	1,038,843
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Disclosed as:

Current	569,719	400,000
Non- current	433,210	638,843
	<u>1,002,929</u>	<u>1,038,843</u>

d) Directors fees disclosure

Disclosed as:

Fees accrued as at 31 July	10,833	10,833
Fees paid during the year*	101,167	107,082
	<u>112,000</u>	<u>117,915</u>

* In 2019 during the Annual General Meeting (AGM), it was approved that \$300,000 will be paid in Directors Fee, however only \$101,167 was paid during the year.

16. Right-of-use assets

	\$	\$
Balance at 1 August	10,417,174	14,186,311
Change in fair value through OCI	3,920,041	(3,587,255)
Depreciation charge for the year	(135,294)	(181,882)
	<u>14,201,921</u>	<u>10,417,174</u>

The cost relating to variable lease payments that do not depend on an index or a rate amounted to \$23,709 for the year ended 31 July 2022. There were no leases with residual value guarantees or leases not yet commenced to which the company is committed.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

16. Right-of-use assets (continued)

Right-of-use assets relate to leasehold land which are utilized by the company as well as being leased out as part of investment properties. Right-of-use assets for accounting purpose are revalued in the same manner as the company's land-based assets. The Directors determine the fair value of the right-of-use assets at balance date with reference to a report by an independent registered valuer engaged by the Company to value the right-of-use asset as at 31 July 2022. The valuation was undertaken by independent valuer Jones Lang LaSalle.

Valuation uncertainty

The valuation of right-of-use assets was undertaken by the same valuer who valued property, plant and equipment as disclosed in Note 10. The valuer highlighted the impact of covid-19 on valuation uncertainty (as disclosed in Note 10) which also applies to the determination of fair value for right-of-use assets.

17. Lease liabilities	2022	2021
	\$	\$
Balance at 1 August	472,278	698,354
Accretion of interest	23,132	23,160
Payments	(28,679)	(249,236)
	<u>466,731</u>	<u>472,278</u>
<i>Disclosed as:</i>		
Current	605	23,709
Non-current	466,126	448,569
	<u>466,731</u>	<u>472,278</u>
18. Dividends payable	\$	\$
Balance at 1 August	-	-
Arising during the year	-	-
Paid during the year	-	-
Balance at 31 July	<u>-</u>	<u>-</u>
19. Expenditure commitments	\$	\$
Capital expenditure commitments	<u>875,048</u>	<u>259,072</u>
20. Contingencies	\$	\$
(a) Contingent liabilities		
Guarantees and bonds	<u>248,973</u>	<u>271,213</u>
21. Other components of equity (Asset revaluation reserve)	\$	\$
Balance at the beginning of the year	7,751,334	11,107,028
Other comprehensive income	3,641,817	(3,355,694)
	<u>11,393,151</u>	<u>7,751,334</u>

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

22. Financial risk management objectives and policies

The Company is committed to the management of risk to achieve sustainability of service to its customers, employment of its staff and profits to its shareholders and therefore, takes on controlled amounts of risk when considered appropriate.

The Company has exposure to the following risks: market risk, liquidity risk, credit risk, operational risk and capital management risk.

Implementation of risk management strategy and the day to day management of risk is the responsibility of the Chief Executive Officer, supported by management of the Company. The following sections describe the risk management framework components:

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk is to manage and control market risk exposures within acceptable parameters while optimizing the return.

i) Interest rate risk

Fair value interest rate risk arises from the potential for a change in interest rates to cause a fluctuation in the fair value of financial instruments. The objective is to manage the interest rate risk to achieve stable and sustainable net interest earnings in the long term.

The Company does not hold any financial instruments except for receivables, payables, and interest-bearing financial instruments which mainly pertain to a loan from its parent entity (Note 15) and cash and cash equivalents. Apart from the non-current portion of the interest-bearing related party payable, interest rate risk is minimal as the amortised cost of the remaining financial instruments approximates to fair value due to the short-term nature of these financial instruments.

ii) Currency risk

The Company is exposed to currency risk through its foreign denominated (New Zealand dollar) related party payable. As the currency in which the Company presents its financial statements is the FJ Dollar, the Company's financial statements are affected by movements in the exchange rates between this currency and the NZ Dollar. The Company does not hedge its exposure to foreign exchange movements.

The summary of quantitative data about the Company's exposure to currency risk is as follows:

	NZD
31 July 2022	\$
Financial liabilities	
Related party payables	703,766
Net statement of financial position exposure	703,766
	NZD
31 July 2021	\$
Financial liabilities	
Related party payables	688,766
Net statement of financial position exposure	688,766

The following significant exchange rate against FJD was applied during the year.

	Reporting date spot rate	
	2022	2021
NZD	0.7021	0.6667

Sensitivity Analysis

A 1% weakening of the FJ dollar at 31 July 2022 and 2021 would have decreased the equity and decreased the profit by FJ\$10,125 and FJ\$10,125 respectively.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

22. Financial risk management objectives and policies (continued)

iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash, marketable securities, and the availability of funding through an adequate amount of committed credit facilities.

The Company's financial liabilities are all payable within the next 12 months, except for the non-current portion of the related party payable. The Company has access to cash and cash equivalents at balance date of \$2,655,708.

iv) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investments in debt securities. The carrying amounts of financial assets represent the maximum credit exposure. Impairment losses on financial assets recognised in profit or loss were as follows:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. The Board has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed.

The Company limits its exposure to credit risk from trade receivables by establishing a maximum payment period of one and three months for individual and corporate customers respectively. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including their geographic location, trading history with the Company and existence of previous financial difficulties.

The company holds cash bond and bank guarantee on land- based tenancy.

Expected credit loss assessment for customers as at 31 July 2022

The following table provides information about the exposure to credit risk and expected credit loss ("ECL") for trade receivables for customers as at 31 July 2022 (all amounts expressed as % of loss rate).

Trade receivables	
Past Due	Historical loss rate
<30 days	0%
30-60 days	0%
61-90 days	0%
>91 days	11%

The Company uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise a very large number of small balances.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics – geographic region, age of customer relationship and type of product purchased.

Loss rates are based on actual credit loss experience over the past five years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables.

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

22. Financial risk management objectives and policies (continued)

Cash and cash equivalents

The Company held cash and cash equivalents of \$2,655,708 at 31 July 2022 (2021: \$546,248). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated AA-, based on Moody's ratings. Impairment on cash and cash equivalents has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The Company uses a similar approach for assessment of ECLs for cash and cash equivalents to those securities.

v) Operational risk

The Company's operational risk management framework supports the achievement of the Company's financial and business goals. Operational risk is defined as the risk of economic gain or loss resulting from:

- Inadequate or failed internal processes and methodologies;
- People;
- Systems; or
- External events

The Chief Executive Officer is closely involved in the operational management of the Company on a daily basis. The Directors are also required to meet regularly to discuss matters of strengthening the operational environment.

vi) Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and a healthy capital ratio in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year 31 July 2022 and 31 July 2021. The Company monitors capital using a gearing ratio, which is net debt divided by total capital and net debt. The Company includes within net debt total liabilities less cash and cash equivalents. Capital includes equity attributable to equity holders.

	2022 \$	2021 \$
Total liabilities	4,414,979	3,573,658
Less: cash and cash equivalents	(2,655,708)	(546,248)
Net debt	1,759,271	3,027,410
 Total capital	 36,623,342	 26,749,550
 Total capital and net debt	 38,382,613	 29,776,960
Gearing ratio	5%	10%

23. Financial instruments

Set out below is a comparison by category of carrying amounts and fair values of all of the Company's financial instruments that are carried on the statement of financial position.

	Carrying amount		Fair value	
	2022	2021	2022	2021
	\$	\$	\$	\$
<u>Financial assets</u>				
Cash and cash equivalents**	2,655,708	546,248	2,655,708	546,248
Trade receivables**	902,029	485,276	902,029	485,276
Prepayment and other receivables**	322,068	179,144	322,068	179,144
	3,879,805	1,210,668	3,879,805	1,210,668
<u>Financial liabilities</u>				
Trade and other payables**	831,887	469,155	831,887	469,155
Lease liabilities**	466,731	472,278	466,731	472,278
Payable to related party*	1,002,929	1,038,843	1,002,929	1,038,843
Trade and other payables**	2,301,547	1,980,276	2,301,547	1,980,276

PORT DENARAU MARINA LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2022

23. Financial instruments (continued)

* This related party loan payable is interest-bearing at a current nominal interest rate of 4.95% and denominated in New Zealand dollars. Its fair value is based on Level 2 in the fair value hierarchy.

** These are financial assets and liabilities not measured at fair value but for which their carrying value is a reasonable approximation of fair value.

24. Subsequent events

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

25. Principal business activities

The principal activities of the Company during the financial year was the operation of a marina and marina related activities at Denarau Island. There were no significant changes to the activities during the year.

26. Impact of COVID-19 pandemic on the company

The Covid-19 pandemic shows considerable signs of easing as many countries have lifted travel bans, ended lockdowns and eased quarantine measures. Many governments have announced curtailment of certain measures to provide financial and non-financial assistance to the affected entities. At the same time, Covid-19 may continue to affect companies and economies. Many entities are still dealing with lost revenue and disrupted supply chains.

During the financial year, on 1 December 2021, Fiji's international borders reopened for international leisure travel with strict COVID-19 protocols. These restrictions were gradually removed with significant flow of visitors to Fiji. The Company continued to provide discounts to its commercial tenants for the first eleven months of the year as a result of the impact of COVID-19 pandemic. These discounts ranged between 25% - 75% and amounted to \$1,171,266 during the year.

As at the date of these financial statements, the Company has factored in its forecasts the anticipated impacts of COVID-19 on its operations based on conditions at this time. However, notwithstanding the aforementioned actions by government, we are unable to predict the overall impact on customers and vendors and therefore, the extent of any future impact of COVID-19 on the Company's operational and financial performance.

Apart from the exception above, no other matter or circumstance has arisen that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

27. Company details

Company incorporation

The Company is incorporated in Fiji under the Companies Act, 2015.

Registered office

Denarau Island
P O BOX 023
Port Denarau, Fiji

Principal place of business

Denarau Island
Nadi, Fiji

Number of employees

As at the end of reporting year, the Company employed a total of 22 (2021: 18) employees.

ADDITIONAL INFORMATION

1. SHAREHOLDING

1.1. Top 20 Shareholder Report

Security: PDM PORT DENARAU MARINA LIMITED

Share Class: ORD Ordinary Shares

As Of: 31/07/2022

Shareholder Name	No. Of Shares	Total % Holding
SKEGGS GROUP LIMITED	28,208,374	70.52
BSP LIFE (FIJI) LIMITED	5,957,236	14.89
UNIT TRUST OF FIJI (TRUSTEECOMPANY) LTD	2,290,077	5.73
PLATINUM INSURANCE LIMITED	348,169	0.87
FIJICARE INSURANCE LIMITED	250,000	0.63
CARLISLE (FIJI) LIMITED	200,000	0.50
TRUSTEES FOR FIJI OF THECHURCH OF ENGLAND	200,000	0.50
JP BAYLY TRUST	116,336	0.29
KHADIM HOLDINGS PTE LTD	100,000	0.25
RITESH SINGH	80,128	0.20
J SANTA RAM (STORES) LIMITED	80,000	0.20
RICKY D BREWER	77,000	0.19
JAI AWISH PRIVATE LIMITED	77,000	0.19
PRAVIN PATEL	57,252	0.14
KEN KUNG	50,000	0.13
UP-FRONT INVESTMENTS (1998)LIMITED	50,000	0.13
FHL TRUSTEES LIMITED ATF FIJIAN HOLDINGS UNIT TRUST	42,587	0.11
NARSEYS PLASTICS INDUSTRIES LIMITED	40,000	0.10
URMILA DEVI SINGH	40,000	0.10
PARKINSON HOLDINGS LTD	38,168	0.10
DEBORAH KEOLA YASMEENDEAN	38,168	0.10
KOINONIA HILL PTE LTD	38,165	0.10
DAVID KELLNER	38,000	0.10
TUTANEKAI INVESTMENTSLIMITED	30,405	0.08
MAQAIVITI INVESTMENTS PTE LTD	25,000	0.06
RISHA HOLDINGS PTE LTD	25,000	0.06
TOTALS:	38,497,065	96.27

1.2. Distribution Schedule of Security Holders

Security: PDM PORT DENARAU MARINA LIMITED

Share Class: ORD Ordinary Shares

No. of Shareholders	Shareholding	Total Percentage Holding
210	0 - 500	0.19
330	501 - 5,000 shares	1.56
55	5001 - 10,000 shares	1.11
24	10,001 - 20,000 shares	0.89
2	20,001 - 30,000 shares	0.13
7	30,001 - 40,000 shares	0.66
3	40,001 - 50,000 shares	0.36
6	50,001 - 100,000 shares	1.18
5	100,001 - 1,000,000 shares	2.79
3	> 1,000,000	91.14

2. SHARE PRICE DETAILS

Share price details are as follows:

Highest share price	\$2.14
Lowest share price	\$2.00
Share price as at 31st July 2022	\$2.00
Total Dividend Paid	NIL
Total Ordinary Share	40,000,000
Dividend Per Share	NIL
Net Tangible Assets	\$36,623,342
Total Ordinary Shares	40,000,000
Net Tangible Assets Per Share	91.5 cents
Basic Earnings Per Share	0.16

3. ATTENDANCE AT BOARD MEETINGS

Director	Number of Meetings Held	Number of Meetings Attended	Number of Apology Given
Board Meeting Attendance			
DAVID SKEGGS	3	3	-
MALAKAI NAIYAGA	3	3	-
BRUCE PHILLIPS	3	3	-
BRYAN SKEGGS	3	3	-

4. AUDIT AND RISK COMMITTEE

Director	Number of Meetings Held	Number of Meetings Attended	Number of Apology Given
Audit & Risk Committee			
MALAKAI NAIYAGA	2	2	-
DAVID SKEGGS	2	2	-

Director	Number of Meetings Held	Number of Meetings Attended	Number of Apology Given
Remuneration & Nomination Committee			
DAVID SKEGGS	1	1	-
BRYAN SKEGGS	1	1	-
BRUCE PHILLIPS	1	-	-

5. SHARE REGISTER

Central Share Registry Pte Limited
Shop 1 and 11
Sabrina Building
Victoria Parade
Suva Fiji

| NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 4th Annual General Meeting of Shareholders of Port Denarau Marina Limited (the “Company”), will be held at the Sails@Denarau, Yacht Club Building, First Floor, Port Denarau Marina, Denarau Island on Wednesday, 18th January 2023 at 12pm to transact the following business.

Attendees may attend in person or online. The following options are available for the shareholders, media, and other stakeholders to participate in the AGM:

1. Attend in Person
2. Attend online through Zoom
3. Attend via Proxy

Shareholders who wish to attend the AGM online through Zoom, must fill out the Pre-Registration Form attached to this Notice and email the duly completed form to secretary@denaraumarina.com before 12 pm, 16th January 2023.

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement of the Company for the financial year ended 31 July 2022 together with the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend:

The Board recommends that a final dividend of 1.12 cents per share be declared for the year ended 31 July 2022.

3. Election of Director

To consider and if thought fit, pass the following resolution as ordinary resolution:

- (a) To appoint David George Skeggs, director of the company, who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

4. Appointment of Auditors

To re-appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and authorise the Directors to fix their remuneration.

The Board recommends the re-appointment of Ernst & Young as Auditors of the Company and that the Board is authorised to fix their remuneration.

SPECIAL BUSINESS:

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the above resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



Josephine Yee Joy
Company Secretary

Dated: 30th November 2022

NOTES:

1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.
2. The proxy need not be a member of the company.
3. A proxy form is enclosed with this notice of the meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.

Explanatory Notes:

This Explanatory Note is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of the Annual General Meeting. The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

Item 1: Consideration of Financial Statements

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report, and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company, However, there will be no formal resolution put to the meeting.

Questions that cannot be answered at the AGM need to be addressed through a market announcement by the company within a reasonable timeframe.

Item 2: Declaration of Dividends

The Board recommends a final dividend of 1.12 cents per share amounting to total dividends declared to \$448,000 for the year ended 31 July 2022. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

Item 3: Appointment of Director

- (a) The Board proposes that David George Skeggs be appointed as director of the Company pursuant to Article 7.3 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

David George Skeggs

A citizen of New Zealand, David is the Managing Director of Skeggs Group Limited which has investments in the Maritime, Seafood, Tourism, Wine, Technology, and Property industries. These investments are either directly owned or with joint venture partners. He is a director and chairman of directors on a number of private sector boards. David has extensive experience in all facets of business management including general management, operations, sales, marketing, and finance. He has been a director of Port Denarau Marina Ltd for over 20 years and the chairman of directors since the company was listed in August 2019. He is a member of the New Zealand Institute of Directors.

Item 4: Appointment of Auditors

To re-appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and authorise the Directors to fix their remuneration.

The Board recommends the re-appointment of Ernst & Young as Auditors of the Company and that the Board be authorised to fix their remuneration.

Proxies: If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Form of Proxy. This form must be received by:

1. the Company at Port Denarau, Denarau Island, Fiji; or
2. Share Registry at Shop 1 and 11, Sabrina Building, Victoria Parade, Suva, Fiji; or
3. email address secretary@denaraumarina.com

on or before 12 pm, 16th January 2023, 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 Form

[Section 157 and 158 of Companies Act 2015]

Name of the Member: _____
Registered Address: _____
SIN: _____

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:

1. Name _____ of _____, or failing that;
2. Name _____ of _____,

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 18th January 2023 at 12pm at Sails@Denarau, Yacht Club Building, First Floor, Port Denarau Marina, Denarau Island and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution Number	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
Ordinary Business				
1.	Consideration of Financial Statements			
2.	Declaration of Dividend of 1.12 cents per share			
3.	Election of Director (a) David George Skeggs			
4	Appointment of Auditors			
Special Business				
5.				

(Unless otherwise instructed, the proxy may vote as he thinks fit).

Signed this _____ day of _____.

Signature of Member(s) _____

Notes:

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' / 'Against' / 'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner he/she thinks appropriate.

2. 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 to conduct a poll.
3. This Proxy Form must be received by the Company at Port Denarau, Denarau Island, Fiji, or Share Registry at Shop 1 and 11, Sabrina Building, Victoria Parade, Suva, Fiji, or by email address secretary@denaraumarina.com on or before 12pm, 16th January 2023, 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.

4. Appointment of Corporate Representative Form

APPOINTMENT OF CORPORATE REPRESENTATIVE
[Pursuant to Section 160 of Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder, or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby Appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's power at any one time.

to act as its representative at ☐ all meetings OR ☐ the meeting to be held on _____ [Date]
of

Insert the name of the company holding the meeting

SIGNATURES – THIS MUST BE COMPLETED

Common Seal (if applicable)	<i>Director</i>	<i>Sole director & Sole Secretary</i>
	<i>Director/ Company Secretary</i>	<i>Date</i>
		/ /

Information

In order to be effective, the form must be received by the Company Secretary of Port Denarau Marina Limited within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors, or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment may be a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.

PRE-REGISTERING FORM FOR ONLINE ATTENDANCE

I/We, named below, being a shareholder of the Company, wish to register my/our attendance for the Annual General Meeting through Zoom.

(Please tick only ONE box. An incomplete or incorrectly completed form will not be processed).

☐ I wish to attend the Annual General Meeting via Zoom.

☐ I / We understand that the Company shall be entitled to reject the Pre-registration Form, which is incomplete, improperly completed, illegible or where the true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration Form.

Name(s) of Shareholder(s):

Name of attendee:

Voter identification card number / Passport Number/ Company Registration Number:

Shareholder Identification Number:

Email Address:

Contact Number(s):

Signature(s):

Date:_____

* Where authorised representative of a company or proxy holder for a shareholder.

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/passport number(s)/ company registration number are required for the purposes of verification.

2. By completing and submitting this form, you agree and acknowledge that the Company and/or our service provider may collect, use, and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound, and/ or video recordings of the Company's AGM may be made by the Company for record-keeping and to ensure the accuracy of the minutes prepared by the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM, and any questions he may raise or motions he proposes/second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

NOTE: This duly completed Pre-registration Form must be emailed to secretary@denaraumarina.com before 12 pm, 16th January 2023.



PORTDENARAUMARINA

