Prospectus
July, 2019

Prospectus for the Offer of 8,000,000 Ordinary Shares in Port Denarau Marina Limited (PDML) at $1.31 per share, and subsequent listing on the South Pacific Stock Exchange.
# Table of Contents

1. **Message from the Chairman**   
2. **The Offer**  
   2.1 Issuer and Offeror  
   2.2 Purpose  
   2.3 Key Terms  
   2.4 Applying for Shares  
   2.5 Allocation of Shares  
   2.6 Key Dates  
   2.7 Post-Offer Capital Structure  
   2.8 Expenses of the Offer  
3. **The PDML Business**  
   3.1 Corporate Statements  
   3.2 Overview  
   3.3 Leases  
   3.4 Business Segments  
   3.5 Current Capital Projects  
   3.6 Future Projects  
4. **The PDML Team and Shareholders**  
   4.1 Organisational Structure  
   4.2 Board of Directors  
   4.3 Senior Management  
   4.4 Shareholding  
   4.5 The Skeggs Group  
5. **Industry and Competition**  
   5.1 Overview of the Tourism Industry  
   5.2 Overview of the Yachting Industry  
   5.3 Competitive Environment  
6. **Financial Information**  
   6.1 Historical Performance  
   6.2 Financial Projections  
   6.3 Key Assumptions  
7. **Independent Accountant’s Report**
8 Related Party Transactions 56
  8.1 Loan from Skeggs Group Limited 56
  8.2 Sale of Property to Pensell Properties Limited 56
  8.3 Lease to Rhum-Ba Pte Limited 56

9 Dividend Policy 56
  9.1 Dividend Pay-Out Ratio 56

10 Corporate Governance 56
  10.1 Corporate Governance Code 56
  10.2 Articles of Association 58

11 Risk Management 60
  11.1 Overview 60
  11.2 Key Risk Areas 60

12 Additional Information About the Company 63

13 Guide to Investors 66

14 Further Notice to Investors 67

15 Statement by the Directors 69

16 Corporate Directory 70

17 Application Forms and Instructions 71
Important Notice

This Prospectus details the public offer (Offer) of 8,000,000 Ordinary Shares (Shares) in Port Denarau Marina Limited (PDML) at $1.31 per share.

The public offer is being made by Skeggs Group Limited, the sole shareholder of PDML. All ordinary shares are equally ranked, including with regard to voting, dividends and in liquidation. This Prospectus is dated 8th July, 2019 and was registered by the Reserve Bank of Fiji (RBF) on 9th July, 2019. It contains information that is required to be disclosed for the listing of PDML on the South Pacific Stock Exchange (SPX). Potential investors should read this Prospectus in full and are advised to seek professional advice before deciding to buy or sell Shares in the Company.

The Offer

This Prospectus was prepared for the purposes of the Offer of PDML Shares to selected parties, and the listing of PDML on the SPX. In accepting this Prospectus, the recipient agrees for itself and its related bodies corporate and their respective directors, officers, employees, agents, representatives and advisers (together the Recipient) that it is provided on the terms and conditions of this Important Notice.

This Prospectus does not constitute an offer or invitation to apply for Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares, or to otherwise permit a public offering of Shares, in any jurisdiction outside Fiji.

Recipient Should Conduct Own Investigation and Analysis

The information contained in this Prospectus is not financial advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus carefully and in full, and seek professional advice as required, before deciding whether to invest. In particular, you should consider the assumptions underlying the Financial Information (refer Section 6) and the risk factors (refer Section 11) that could affect the business, financial condition and financial performance of PDML. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice before deciding whether to invest in Shares. There may be risks in addition to these that should be considered in light of your personal circumstances.

Financial Information

The Prospectus includes information regarding the past performance of PDML. Investors should be aware that past performance should not be relied upon as an indication of future performance. Historical Financial Information is presented in accordance with the principles and standards of the Fiji Institute of Accountants and relevant International Financial Reporting Standards. All financial amounts contained in this Prospectus are expressed in Fijian dollars.

Disclaimer

Except as required by law, and only to the extent so required, none of Skeggs Group Limited, PDML, the Directors, PDML management, the Offer Manager or any other person warrants or guarantees the future performance of PDML, or any return on any investment made pursuant to this Prospectus.

To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made and, to the maximum extent permitted by law, no responsibility or liability is accepted by PDML and its advisers or any of their officers, employees, agents or advisers or any other person as to the adequacy, accuracy, completeness or reasonableness of this Prospectus.

To the maximum extent permitted by law, no responsibility for any errors in or omissions from this Prospectus whether arising out of negligence or otherwise is accepted.
This Prospectus may contain various opinions, estimates and forecasts which are based upon assumptions which may not prove to be correct or appropriate. Except to the extent implied by law, no representation or warranty as to the validity, certainty or completeness of any of the assumptions or the accuracy of the information, opinions, estimates or forecasts contained in this Prospectus is made by any of PDML and its advisers or any of their officers, employers, agents or advisers.

Accuracy of Projections and Forecasts
All projections and forecasts in this Prospectus are for illustrative purposes only using the assumptions described in this document. Actual results may be materially affected by changes in economic and other circumstances. The reliance that the Recipient places upon the projections and forecasts is a matter for its own commercial judgment. No representation or warranty is made that any projection, forecast, assumption or estimate contained in this Prospectus should or will be achieved.

Liquidity
Liquidity in the Shares cannot be guaranteed and any offer for sale of the Shares must be made in accordance with the SPX Listing Rules (once the Shares are quoted on the SPX), the Fiji Companies Act, 2015 and any other applicable laws.

Date of Prospectus
The information contained in the Prospectus has been prepared as at the date of this document. Neither the delivery of this Prospectus nor any offer implies or should be relied upon as a representation or warranty that there has been no change since that date in the affairs or financial condition of PDML or that the information contained in this Prospectus remains current.

Applications
Applications may only be made on the Application Form, which forms part of this Prospectus. Completed applications constitute offers and Skeggs Group Limited is not obligated to accept all applications. Cooling-off rights do not apply to an investment in Shares offered under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

The Closing Date by which all Applications must be received is stated in Section 2.6. This date is indicative only and may change. Skeggs Group Limited, PDML and the Offer Manager may agree to extend the Offer Period, close the Offer early without notice or withdraw the Offer at any time before the Shares are traded.

DISCLAIMER – RESERVE BANK OF FIJI
This document has been registered with the Reserve Bank of Fiji in accordance with the Companies Act 2015 (Fiji). The Reserve Bank of Fiji accepts no liability for any statement contained or information omitted from this document.

DISCLAIMER – SOUTH PACIFIC STOCK EXCHANGE
This document has been lodged with the South Pacific Stock Exchange (SPX). The Company making the offer under this document (“Company”) has applied to be listed on the SPX and has complied with all requirements for listing on the SPX. The Company’s Securities have been accepted for quotation by the SPX. The SPX accepts no liability for any statement contained in or information omitted from this document.
Message from the Chairman

July, 2019

On behalf of the Board and sole shareholder of Port Denarau Marina Limited (PDML or “the Company”), I am delighted to invite you to be a shareholder of PDML.

Since the purchase of the marina assets by Skeggs Group Limited in 1999, PDML has been at the forefront of Fiji’s largest industry, tourism. In its most recent financial year, PDML’s Marina on Denarau Island saw some 495,000 tourists, representing over 54% of Fiji’s annual tourist numbers, transiting through our facility. In addition, the Marina had 23 foreign cruise ships visit and welcomed over 400 yachts and 54 Superyachts to our facilities. These numbers have grown steadily over the years and are set to continue on this trend, reflecting the strength of Fiji tourism as well as the importance of Denarau Island, and the Marina in particular, as the “gateway” for marine tourism.

In support of our continued growth, PDML has invested significant capital over the years to ensure the Marina facilities are world class in their design, ambience, efficiency and safety. The Marina is independently audited to ensure our operations work in harmony with our marine environment. Recent developments include the reclamation of the foreshore creating over half an acre of additional space for the installation of an architecturally-designed tent structure to extend the main passenger terminal and check-in facilities.

Currently we are working on a new Marina reception, amenities and office block as well as dredging to expand the superyacht marina, both of which are due for completion in the second half of 2019.

We are excited to highlight additional developments in the pipeline including the Denarau Marina Mall and Apartments development. All this is part of PDML’s vision of developing a world-class tourism destination designed around the Marina, which acts as an important hub for Denarau Island and Fiji.

PDML’s growth is built on a strong board and management team with a track record of success, and decades of collective industry and business experience gained in Fiji and abroad. This has allowed us to build a business that is profitable and very robust, one with an international reputation for excellence. We now wish to share our success with the Fijian public, through a listing on the South Pacific Stock Exchange.

In addition, being listed on SPX provides PDML with the opportunity to further align interests between the existing shareholder and strategic investors. Being listed will also give PDML the flexibility to raise capital by issuing further shares to fund future expansion plans. This Prospectus describes the Company’s business and sets out the terms of the Offer. We believe that incoming Shareholders should derive confidence from the fact that Skeggs Group Limited, the founding shareholders, will remain committed to the business and continue to retain a significant stake in it for the foreseeable future.

Looking ahead, we are very excited about the future and are committed to serving the industry and growing a business that is both profitable and socially responsible. It has certainly been a fulfilling journey to date, and I hope that you will join us in our next phase of development.

On behalf of the Directors, I look forward to welcoming you as a shareholder of PDML.

Yours sincerely,

David George Skeggs
Chairman
2 The Offer

This Prospectus details the offer ("Offer") to sell up to 20% of the issued shares in Port Denarau Marina Limited (PDML or "the Company") equivalent to 8,000,000 Ordinary Shares ("Shares").

2.1 Issuer and Offeror

The Issuer of the Shares is Port Denarau Marina Limited, having its registered office at:

Denarau Island
P O Box 023
Port Denarau
Fiji

The Offeror (i.e. seller) of the Shares is Skeggs Group Limited (SGL), which is currently the sole shareholder in PDML, holding 100% of the issued shares.

2.2 Purpose

The Offer seeks to broaden PDML’s shareholder base from its current single shareholder, to bring in both strategic and retail investors that can help support the Company’s operations and future growth plans. PDML seeks to enhance its shareholder value by growing its business into areas that complement its existing investments.

The Offer is part of the process of listing PDML on the South Pacific Stock Exchange (SPX), which will allow Fiji shareholders to invest in, and trade, PDML shares. Listing requires that the Company have at least 50 shareholders and that at least 20% of issued shares is held by parties other than the directors, their related parties and major shareholders.

2.3 Key Terms

Target Investors

The Offer comprises:

a. an offer to PDML tenants and staff, and
b. an offer to other members of the public including institutional and retail investors.

Sell-Down Amount

8.0 million Shares in PDML are being offered to investors by SGL under the Offer. This represents 20% of PDML’s issued capital.

Additional Sell-Down Option

In the event of excess demand for the Shares, SGL has the option of selling down additional Shares subject to the following conditions:

a. The ultimate number of Shares sold-down under the Offer may not exceed 45% of PDML’s issued capital
b. Any additional sell-down must be approved by SGL in consultation with the Investment Advisor to the Offer (the “Offer Manager”).

Share Price

The Offer Price is $1.31 per share.
2.4 Applying for Shares

**Minimum Application**
Applications must be for a minimum of $500 (approximately 382 Shares)

**How to apply**

a. Complete the application form at the back of this Prospectus in accordance with the accompanying instructions.

b. Prepare a cheque or bank draft for the application amount, made payable to “Kontiki Portfolio Services Ltd – PDML Share Subscription Account” and crossed “Not Negotiable”.

c. Send the completed application form and payment to the Offer Manager.

For applications where the number of shares allotted is less than the total number of shares applied for, all surplus monies will be refunded to the shareholder within five business days of the allotment date. No interest will be paid on the refunded monies.

2.5 Allocation of Shares

The actual number of Shares that an investor receives will depend on the total applications received by the Offer Manager:

1. If the total of applications received is less than the available number of shares, all applications will be allocated the full number of shares applied for.

2. If the total of applications received exceeds the available number of shares, application amounts will be scaled back at the absolute discretion of Skeggs Group Limited, in consultation with the Offer Manager and PDML.

There is no assurance that any bidder will be allocated any Shares, or the number of Shares for which it has bid. The allocation policy may be influenced by various factors including the following:

- the number of Shares bid for by particular bidders;
- the Company’s desire for an informed and active trading market in Shares following Listing;
- the Company’s desire to establish a wide spread of institutional or retail shareholders;
- the likelihood that particular bidders will bring strategic value to the business and be long-term shareholders; and
- any other factors that Skeggs Group Limited, PDML and the Offer Manager consider appropriate. Until shares are allocated, application monies received will be held in trust for applicants in a bank account established solely for this purpose. The account will be jointly controlled by the Offer Manager and PDML.

If an application is accepted in part only, the balance of the application monies will be refunded to the applicant within five business days after share allocation is completed. No interest will be paid on the refunded monies.

Allocation of shares is expected to be completed no later than five business days after the Offer Closing Date. Share certificates, if applicable, will be issued to successful applicants and will be dispatched at the same time.
2.6  Key Dates

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Offer Opening Date</td>
<td>Tuesday, 9 July, 2019</td>
</tr>
<tr>
<td>Offer Closing Date</td>
<td>Tuesday, 6 August, 2019</td>
</tr>
<tr>
<td>Share allotment</td>
<td>Wednesday, 7 August, 2019</td>
</tr>
<tr>
<td>Shareholder statements issued</td>
<td>Thursday, 8 August, 2019</td>
</tr>
<tr>
<td>Listing date</td>
<td>Friday, 16 August, 2019</td>
</tr>
</tbody>
</table>

The above dates are indicative only and may be amended by the Offer Manager, in consultation with the Company.

Subject to RBF’s directive otherwise, if for any reason the Company does not achieve a listing within three months of the above listing date, all share allocations and transfers will be reversed and all application monies will be refunded without interest.

2.7  Post-Offer Capital Structure

Assuming the Sell-Down Amount is sold down under the Offer, the capital structure of the Company upon completion of the Offer will be:

<table>
<thead>
<tr>
<th>Shares on Issue</th>
<th>% of Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current shareholder [SGL]</td>
<td>32,000,000</td>
</tr>
<tr>
<td>New Investors</td>
<td>8,000,000</td>
</tr>
<tr>
<td>Total</td>
<td>40,000,000</td>
</tr>
</tbody>
</table>
2.8 Expenses of the Offer

The costs of the Offer, including SPX listing fees and assuming the Sell-Down Amount is sold, are detailed below and are expected to amount to about 3.62% of the Sell-Down Amount. These costs will be borne by the Company.

<table>
<thead>
<tr>
<th>Fee ($ VEP)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Independent Valuation report</td>
</tr>
<tr>
<td>Advisory, documentation and issue management</td>
</tr>
<tr>
<td>Placement</td>
</tr>
<tr>
<td>Independent Accountant’s Report</td>
</tr>
<tr>
<td>Legal</td>
</tr>
<tr>
<td>Listing fees</td>
</tr>
<tr>
<td>Other expenses</td>
</tr>
<tr>
<td><strong>Total</strong></td>
</tr>
</tbody>
</table>
3 The PDML Business

3.1 Corporate Statements

**Core Business**
Marina operator and landlord.

**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.

**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 we have built as an organisation within our community is not only based on our reputation for high quality service, honesty and fair practices, 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 and fellow Employees.

Port Denarau Marina has established and will maintain a reputation for high quality service, sincerity, and ethical conduct through its Employees and in its business activities.

**Goals**
To be a financially viable operation that provides returns to the shareholders and fulfils our corporate responsibility goals while being aware that we are operating in a developing nation.

Train staff to ensure they understand and follow standard operating procedures while empowering them to offer a bespoke service that is in line with customers’ needs and expectations.

Remain at the forefront of technological advances to ensure our infrastructure and service exceeds customer expectations.

Lead by example and educate the general public on safe and environmentally sustainable boating practices both on and off the water.

To actively work with Government and Tourism Fiji to promote the Pacific and Fiji as a nautical tourism destination that is second to none.

Provide a safe and secure facility that protects the welfare and assets of our customers and the general public.

To be actively aware of threats and opportunities for our business and the tourism industry and to act on these with the best interest of the marina’s shareholders and the people of Fiji.
3.2 Overview

Founded in 1999, Port Denarau Marina Limited has emerged from humble beginnings to grow and develop alongside Fiji’s burgeoning tourism industry. The Company owns and operates a world-class multi-use marina facility (“the Marina” or “Port Denarau Marina”) located on Denarau Island in Nadi.

Denarau Island is the Pacific’s largest integrated island resort location, situated just 20 minutes’ drive from Nadi International Airport and within minutes from the Nadi CBD. As well as the Marina, Denarau Island is home to an 18-hole international golf course, nine 4-5 star resorts, the Port Denarau Retail and Commercial Centre (PDRCC) and an industrial estate.

Figure 1 - Map of Denarau Island

Denarau Island is privately owned by the stakeholders of Denarau and run by a Board of Directors under the management company, Denarau Corporation Limited (DCL). PDML holds a 5% ownership in DCL and shares a seat on the Board with the Denarau Golf and Racquet Club. This seat is alternated every two years.

PDRCC is adjacent to the Marina and is an open-air commercial centre of approximately 10,000m² comprising 32 retail shops and 28 commercial premises including a supermarket, bottle store, bank, money exchange, doctor’s clinic, bakery, pharmacy, clothing and souvenir shops as well as a number of bars and restaurants.

The Marina facilitated the movement of over 950,000 people last year and sees more than 28,000 vessel movements annually. It was declared a Port of Entry by the Government of Fiji in June, 2017.
**Awards**
The Marina has won various prestigious awards including the following:

- MIA (Marina Industries Association) Best International Marina of the Year 2015/2016
- ANZ Fiji Excellence in Tourism Awards for Services and Support to Industry Award 2015
- ANZ Fiji Excellence in Tourism Awards for Specialised Tourism and Support to Industry Finalist 2017
- MIA Clean Marina & Fish Friendly Accreditation 2017 – 2020 – first in the South Pacific
- MIA International Marina of the Year Award 2017/2018
- MIA Best Community Support 2017/2018 – for ongoing community work through the Sea Mercy Programme
- MIA Finalist Innovation by a Marina 2017/18

Most recently, the Marina won the Specialised Tourism Services & Support to Industry Award at the 2018 Fiji Excellence in Tourism Awards held in February, 2019 and was inducted into the Marina Industries Association Hall of Fame in May, 2019.

The Marina employs 30 local staff directly as well as an additional 42 sub-contractors. The interest in additional services and increased market competition within the marine environment has seen an increase in sub-contractor offerings at the Marina.

**3.3 Leases**

**Land Assets**

PDML’s land based assets are located on 7,613m2 of land, leased under three Crown leases:

i. **State Sub Lease No. 720111 over Lot 1 on DP 9931, Denarau**
   - To be re-issued as a direct Sub Lease from the Director of Lands as Lot 1 / SO 6924
   - Area: 5,955 m2
   - Term: 88 years and 8 months less one day, commencing on 1 May, 2009.

ii. **State Sub Lease No. 517560 over Lot 1 on DP 8666, Denarau**
    - To be re-issued as a direct Sub Lease from the Director of Lands as Lot 2 / SO 6924
    - Area: 1,108 m2
    - Term: 99-years less one day, commencing on 1 January, 1999.

iii. **State Sub Lease No. 720116 over Lot 5 on DP 8338, Denarau**
    - To be re-issued as a direct Sub Lease from the Director of Lands as Lot 3 / SO 6924
    - Area: 1.52 Ha
    - Term: 99-years less one day, commencing on 1 January, 1999.

PDML is working with the Department of Lands on regularising the above leases which are to be issued to PDML directly from the State. The Director of Lands has signed these leases, however they have yet to be registered.

In addition, PDML recently undertook reclamation of land adjacent to the passenger terminal, offices and workshop. Physical civil, construction and survey works have been completed and PDML anticipates that a independent crown lease will shortly be issued for the reclaimed parcel. The total gross area of the reclaimed land is 2,288m2 and the site will be used for additional commercial development and expansion by PDML (see below).
**Wet Lease**

PDML holds the following wet lease:

i. **State Sub Lease No, 720107 over Lots 2 and 4 as Annexed**
   - **Area**: 21.85 Ha
   - **Term**: 89-years less 1 day, commencing on 1 January, 2009.

**Encumbrances**

PDML currently has a mortgage with ANZ securing the principal sum of $5.05m as follows:

- State Sublease Lot 1 DP9931
- State Sublease on Lot 5 and DP 8338
- State Sublease Lot 2 and 4 on Plan No. 1

ANZ also holds a mortgage debenture unstamped to secure $5.05m, over all the Company’s assets and undertaking. This covers any funds borrowed under an overdraft facility which PDML has with ANZ. Currently the principal amount owing to ANZ is nil.

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**Figure 2 – Crown Leases (combined)**

**Figure 3 – New foreshore reclamation**
Figure 4 – Areas of Operations

Figure 5 – Existing Leases
3.4 Business Segments

The Marina’s operations are divided into the following distinct areas:

1. Commercial vessel and passenger operations
2. Private yachting tourism and superyacht berthing
3. Fueling facilities and contract
4. Haul-out facilities and boat yard.

Commercial Vessel and Passenger Operations

Currently, 53 commercial marine-based companies operate out of the Marina providing a range of services including:

- Ferry services
- Day trips
- Game fishing
- Scuba diving
- Jet boat rides
- Dinner cruises
- Parasailing
- Water skiing
- Wakeboarding
- Luxury charters
- Local and foreign cruise ships
- Helipad

PDML built a passenger terminal in 2009 catering for the meeting and greeting of passengers with sales booths, offices, bathrooms and other facilities.

A covered area with additional check-in facilities was completed in 2017.

Passenger throughput has seen a steady increase over the years with total passenger movements approaching a million in the most recent financial year\(^1\), an aggregate growth of 24% over just three years.

The number of cruise ships visiting the Marina also increased from 20 in FY2015 to 23 in FY2018. Cruise ship passenger numbers grew 7% during this period.

\(^1\)PDML’s financial year end is 31 July and is referenced with the prefix “FY”. For example, “FY2018” or “FY18” refers to the 12 months ending on 31 July, 2018.
Private Tourism and Superyacht Berthing

The Marina is Fiji’s leading international marina for the cruising yachting tourist. In FY2018, PDML facilitated 1,434 superyacht (24m and over in length) berth nights and 5,026 yacht (< 24m in length) berth nights².

The Marina contains 56 fully serviced berths on C Jetty for visiting yachts:

- 1 x 85m
- 2 x 75m
- 3 x 65m
- 3 x 50m
- 5 x 35m
- 4 x 30m
- 38 x 16m - 20m

The industry definition is that vessels with Length Over All (LOA) of 24m/80ft or more are classed as “Superyachts”. Vessels of LOA under 24m/80ft are classed as “Yachts”.

Figure 6 – Jetty C current layout

PDML is awaiting approval for dredging the superyacht area which will extend berthing to include the additional superyacht berths as listed below. The marina facilities for the above expansion are complete.

- 3 x 85m
- 2 x 60m
- 3 x 30m

²The industry definition is that vessels with Length Over All (LOA) of 24m/80ft or more are classed as “Superyachts”. Vessels of LOA under 24m/80ft are classed as “Yachts”.

Prospectus | July, 2019

21
Figure 7 - Jetty C after proposed expansion

C Jetty is a swipe card-restricted area that provides vessels with on-the-dock water as well as single and three phase 50hz electricity. Berthing guests have access to full bathroom and laundry facilities with 24-hour card access.

The Marina is covered by a 10mb WiFi internet connection and has full power, water and fueling facilities.

Diesel is reticulated to all superyacht berths on C Jetty for easy high speed transfers.

PDML has ten storage areas ranging from 2m2 – 4.6m2 to cater for private vessels. These storage areas are heavily relied on by superyachts when on charter or cruising.

In addition to the 57 berths on C Jetty, PDML provides 16 swing moorings within the Marina basin.

The Marina was declared a port of entry by the Government in June 2017.

Superyachts are a particular focus for PDML and this segment has continued to grow steadily.

- Arrival numbers increased from 40 in FY2012 to 65 in FY2017 with a drop to 54 in FY2018.
- Average stay has increased from 71 days in FY2012 to 79 days in FY2017 and 82 days in FY2018.
The overall growth trend is expected to continue. It is noted that Fiji had a significant decrease in arrivals for FY2016 with a jump in FY2017. This was the direct result of Severe TC Winston that struck Fiji in February of 2016. With Fiji in a state of emergency and then recovery mode, many superyachts delayed their season, arriving after the 31st of July and hence into the next financial year. With over 140 superyachts scheduled to arrive in Auckland for the Americas Cup in 2021, the next few years are expected to see a significant increase in superyacht arrivals and berth nights for PDML.

The arrival figures for yachts (<24m) have remained relatively steady over the last 8 years:

![Yacht (<80ft) Arrivals](image)

**Fuelling Facilities and Contract**

PDML contracts out the fueling service for the Marina. Long-time partner, Pacific Energy, manages the supply, reticulation, insurance, environmental protection and accounts. All infrastructure costs, maintenance, capital investment and environmental liability is borne by Pacific Energy.

In return for the ability to sell fuel through the docks, PDML charges a royalty per liter based on total fuel sales each month.

In FY2018 Pacific Energy sold 8.4 million litres of fuel through PDML, up from 7.1 million litres in the previous year. Historical sales figures are presented in the following graph:

![Annual Fuel Sales](image)

**Haul-out Facilities and Boat Yard**

PDML’s haul-out facility offers Fiji’s most comprehensive marina services including:

- A 50-ton travel lift
- A 6-ton marina bull forklift
- Forklift services
- Hardstand area
- Marine workshops
- Short and long term boat storage
- Dry stack facilities
PDML also provides hull cleaning and certification to all vessels heading to Australia and New Zealand to assist in bio-security regulations.

As part of the repairs and maintenance facility, PDML leases out 38 workshops ranging from 60m² to 400m² to a range of tenants providing the following services:

- Engineering / welding workshop
- Hydraulic workshop
- Outboard / jet ski repairs
- Aluminium fabricators & boat builder
- Stainless steel fabrication
- Repairs & maintenance
- Sail & canvas maker
- Yacht agents
- Marine chandleries
- Painting & antifouling
- Dive tank refills
- Gas bottle refills

### 3.5 Current Capital Projects

#### New Office Facilities
PDML has commenced building a brand new two-storey office block on the old marina reception site. This will allow the Marina to expand its reception, shower, toilet and laundry facilities for its yachting guests, and doing so in a state-of-the-art world class facility. Revenue will also increase with additional office rental space, all of which are being built for purpose and have been leased out.
Extension of Superyacht Berthing
PDML is currently completing the Environment Impact Assessment (EIA) for additional dredging at the Marina which will allow a major increase in its superyacht berthing capacity.

3.6 Future Projects

Development of the Marina site continues. PDML has developed plans for two new projects:

- The Denarau Marina Mall and Apartments (the Apartment Project)
- A new extended marina facility and hotel complex on existing land (the Marina Expansion/ Hotel Project).

Apartment Project
The Apartment Project consists of a three-storey development consisting of 1,786m² of retail space on the ground level and 2,136m² of residential space on the top 2 levels. Residential space will be made up of 22 apartments. The Apartment Project has a projected development cost of $31.7m and an expected development profit of $12.0m. Note that this is not reflected in the Company’s financial projections in Section 8.2
Marina Expansion / Hotel Project (MEHP)
The Marina Expansion and Hotel Project involves moving the boat yard and increasing lifting capacity to include all commercial and mid-size superyacht haul-out facilities. PDML currently has a development lease on this property and is awaiting approval from the Minister of Lands for a 99-year lease. There have been several setbacks with acquiring support from the Department of Lands for this lease over the years and as of the date of this Prospectus, the directors cannot confirm whether PDML will be transferred the full lease.

The Marina Expansion and Hotel Project is not reflected in the Company’s financial Projections in Section 6.2.

Marina Master Plan
The MEHP will be the first phase of a long-term development master plan for PDML which has been developed over a number of years. Ultimately, the master plan envisages the development of the following elements:

- **Sailing Club** – The club will have a hard stand area of 5,000m², a building housing the office, clubroom and gear storage facility. This area will have a large ramp to a sheltered section to the harbor. The club will provide sailing lessons and more advanced instruction with the aim of developing the sport in Fiji. A fleet of small training yachts have already been purchased.

- **Marina** - Providing 200 berths on four pontoon arms, with sufficient depth at low tide to accommodate the large ocean-going yachts expected to use the marina, and world-class facilities.
• **Marina Village** – Incorporating stores, cafes, restaurants, retail outlets, office areas and a large residential unit precinct with 100 two and three bedroom apartments, car parking and pool.

• **Maritime School** – To provide for the teaching of maritime subjects with the aim of training people in the trades used in boat building and maintenance of vessels typically used in Fiji waters.

• **Boat yard** – Providing a very large hard stand area, with various haul out devices, the largest of which will be a 600 tonne travel lift, as well as a line of workshops available for lease to the different trades required by boat owners, and a number of buildings for small boat storage and warehouses for goods and materials.

• **Stadium** - A rugby stadium seating 20,000 people, complete with vehicle parking and access to public transport.

• **Industrial and Commercial Zones** – A series of buildings designed to provide leasing space for both commercial and Industrial use.

• **Residential apartments / hotel** – Incorporating a mix of luxury apartments and/or hotel rooms with spectacular views across the harbor and out to Nadi Bay.

![Figure 10 - PDML master plan](image-url)
4 The PDML Team and Shareholders

4.1 Organisational Structure

The key positions and divisions in the Company are shown in the following diagram:
4.2 Board of Directors

David George Skeggs | Chairman
LLB, BCom

A citizen of New Zealand, David is the Managing Director of Skeggs Group Limited which has interests in the Maritime, Seafood, Tourism, Wine and Property industries. These investments are either directly owned or with joint ventures partners.

He is a director on a number of private sector boards and is the chairman of Barnes Oysters Limited and Bluff Oyster Management Limited.

David has extensive experience in all facets of business management including general management, operations, sales, marketing and finance.

He graduated from Otago University with Law and Commerce degrees in 1985 and then joined a chartered accountancy firm before becoming the Financial Manager for McConnell Group Limited. He joined the family business in 1989, working in a variety of roles before being appointed Managing Director. He is a member of the New Zealand Institute of Directors.

Nigel James Skeggs | Director / Company Secretary
BCom(Hon), MAICD

A citizen of Fiji, Nigel owns and operates businesses in Fiji including The Rhum-Ba bar and restaurant, Unique Charters, a private sailing charter company, and HydroTech Farms, an agriculture technology business. He is also the president and trustee of Sea Mercy (Fiji), a locally registered charity.

After ten years running Superyachts in Europe, Nigel turned his attention to developing superyacht and commercial marine facilities in Fiji by designing, building and operating Port Denarau Marina as the CEO and Managing Director. During this time the Marina has emerged as the focal point for marine tourism activities with considerable revenue and profit growth. Under his leadership, the Marina was awarded International Marina of the Year for the past four consecutive years and was inducted into the Hall of Fame in 2019.

During the same period, Nigel was on the Board of Directors for Denarau Corporation Limited (DCL) for seven years including two as Chairman. He was also the Chairman of the Maritime Safety Authority of Fiji for two years and Vice President of the Fiji NZ Business Council for five years. Nigel will be re-joining the DCL board in the third quarter of 2019.

Nigel graduated in 1999 with a Bachelor of Commerce (Management) with Honours degree from the University of Otago, achieved a Merit award in the Fiji Directors Course, has completed the International Directors Course and is a member of the Australian Institute of Company Directors.
Bryan John Skeggs | Director
BCom

A citizen of New Zealand, Bryan has a long term interest in Fiji being a Residential Property Owner on Denarau Island.

Bryan has a private sector background, having spent 30 years employed within the New Zealand Seafood Industry, and has extensive knowledge and experience in the Inshore, Deepwater and Aquaculture Sectors of the Industry. He has also spent many years on Industry boards both as a Director and a Chairperson.

Currently, Bryan holds various directorships within the Tourism, Seafood and Property Sectors in addition to his role as a director of PDML. Bryan graduated with a Bachelor of Commerce from the University of Auckland in 1982.

Additional Officers to be Appointed
The following director and company secretary nominees have consented to joining the PDML Board and their appointments will take effect immediately prior to listing:

Malakai Ratu Naiyaga | Director
BA

A citizen of Fiji, Malakai was Managing Director of Colonial Fiji, now BSP Life, from July 2010 to January 2019. BSP Life is a long-established life insurance business in Fiji.

A vastly experienced financial services senior executive that has held CEO positions in Indonesia and Fiji, Malakai has broad experience in Corporate Leadership, Insurance, Risk Management, Corporate Finance, Investment Management, HR and Strategic Planning.

He served in various management, senior executive, and CEO roles in the Colonial Group in Fiji and Australia from 1987 to 2004 and Commonwealth Bank of Australia Indonesia to June, 2010.

He has served on several boards. Currently he is Chairman of Richmond Limited, the owners of Sofitel Fiji Resort & Spa, Chairman of Future Farms Limited, trading as Rooster Chicken, and Chairman of Oceania Hospitals Pacific Limited, trading as MIOT Pacific Hospitals.

Malakai holds a Bachelor of Arts degree in Accounting and Economics from the University of the South Pacific as well as a Post Graduate Diploma in Applied Finance & Investment from the Securities Institute of Australia. He has also completed various risk certification, advanced banking and Leadership training programs. He is a Chartered Accountant member of the Fiji Institute of Accountants and a Fellow of the Financial Services Institute of Australasia.
Josephine Yee Joy | Company Secretary
MBA, MA, BA

A citizen of Fiji, Josephine is currently Treasurer / Company Secretary of Golf Terrace Apartments Limited and Denarau Golf Terraces Apartments Inc.

She was the Executive General Manager Corporate Support for the then Air Pacific Limited (now Fiji Airways Limited) from 1998 to 2010 and served as Company Secretary from 1998 to 2010.

Josephine held other senior positions at Air Pacific Limited during her 24 years of service, including General Manager Commercial and Financial Planning Manager. Other roles in the organisation included Financial Planning Accountant and Financial Analyst.

Prior to joining Air Pacific Limited, she worked as a Business Planner at Raychem Corporation in California, USA.

She has served on various boards over the years and is currently a director of several boards including Hawkins, Newcrest (Fiji) Pte Limited/Newcrest Exploration (Fiji) Pte Limited and Boeing Asia Pacific Pte. Limited, Fiji Branch.

Josephine holds an MBA from Pepperdine University, USA and graduated from the College of Notre Dame, USA with a Master of Arts in Teaching and a Bachelor of Arts in French.

4.3 Senior Management

Cynthia Rasch | General Manager
CMM

A citizen of Fiji, Cynthia is the General Manager of the Marina, a position she was appointed to in 2018 and is a Certified Marina Manager. Currently, she is studying for her MBA with the University of Fiji.

Advancing through a series of promotions at Digicel Fiji, Cynthia was headhunted for a management position at PDML and joined in 2011. She has led many strategic initiatives that have had positive impact on multiple business areas driving down costs, increasing revenue, and improving the overall performance of various business areas.

Cynthia’s overachieving attitude is driven by her unrelenting pursuit of excellence, which has been the catalyst for a leap to the maritime industry from telecommunications.

Her experience has a common theme of process analysis, redesign, training and implementation. She is very structured in her thinking, has great attention to detail and has a strong focus on delivery.

Cynthia is an active member of Women in Maritime Association and is involved in a number of community initiatives.
4.4 Shareholding

At the date of this Prospectus, PDML had a single shareholder, Skeggs Group Limited.

In preparation for listing, the Company undertook a 40-for-1 share split in December, 2018. This saw each existing ordinary share split into 40 new shares.

PDML’s shareholder list can be obtained from the Company’s registered office at the cost of $0.10 per page.

4.5 The Skeggs Group

Skeggs Group Limited (SGL) is the current sole shareholder of Port Denarau Marina Limited. It is the New Zealand-based investment company of the Skeggs family and was founded by Sir Clifford Skeggs in 1952. SGL has gained extensive experience in a variety of businesses over its more than 65 years of existence. It has held investments in Shipping and Transport, Marine, Seafood and Aquaculture, Farming, Dairy, Frozen Vegetable Processing, Wine, Venison Processing, Poultry Processing, Tourism Operations, Hotels and Property. Today its focus is primarily on Marine, Tourism, Seafood, Wine and Property.

SGL’s goal is to invest in sustainable businesses that provide a safe working environment whilst delivering optimum outcomes for all stakeholders. SGL is a family business and its values are that it wants to listen, learn, understand and connect with people to create an enduring, dynamic and respectful relationship that benefits everyone. SGL not only possesses an overwhelming passion for doing things right, but also doing the right thing.
5 Industry and Competition

5.1 Overview of the Tourism Industry

Tourism is Fiji’s largest foreign exchange earner and makes a substantial contribution to GDP. In 2018, it was estimated that Travel and Tourism\(^3\) directly contributed over 14% of GDP, about 13% of total employment. Adding indirect effects, these figures are estimated at just over 40% and 36.5% respectively\(^4\).

---

\(^3\)Refers to all activities of travelers on trips outside of their usual daily life - for leisure, business or other purposes with duration of less than one year.

5.2 Overview of the Yachting Industry

Yachting tourism is now an important segment of the Fiji economy and is an area with potential for significant growth. Aside from the disruption caused by Tropical Cyclones Evan and Winston in 2013 and 2016 respectively, yachting tourism has shown strong growth over the years in terms of yacht and superyacht numbers, passenger and crew numbers, and importantly, contribution to the economy.

During 2018 to the end of November, an estimated 721 yachts visited Fiji, made up of 54 superyachts and 667 yachts. The visiting yachts brought 1,963 crew and an additional 2,510 guests to the country. The average superyacht remained in Fiji for 82 days, while the average yacht stayed 137 days.

---

Yachting
Economic Contribution to the Fijian Economy

Yachting makes a substantial contribution to Fiji’s economy:

- **Total economic contribution**: FJD 60.6 million per year
- **Direct economic contribution of yachts**: FJD 21.6 million per year
- **Forecast economic value over 30 years (PV)**: FJD 909 million

4,473 people arrived on yachts

- **$34.9M total expenditure**
- **$7,808 average spend per person**
- **$156M direct value over 30 years**

### Yachts

<table>
<thead>
<tr>
<th>Year</th>
<th>No. of Yachts</th>
<th>No. of Superyachts</th>
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<tbody>
<tr>
<td>FY2010</td>
<td>668</td>
<td>32</td>
</tr>
<tr>
<td>FY2011</td>
<td>591</td>
<td>37</td>
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<td>54</td>
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<tr>
<td>FY2016</td>
<td>610</td>
<td>36</td>
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<td>FY2017</td>
<td>554</td>
<td>65</td>
</tr>
<tr>
<td>FY2018</td>
<td>667</td>
<td>54</td>
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</table>
Most visiting yachts come from New Zealand, Australia, Europe or the United States. Yachts typically follow the trade winds and avoid cyclone-prone regions during cyclone season. Yachts visiting Fiji are usually following one of three migration patterns:

- Yachts migrating across the Pacific
- Yachts cruising from New Zealand
- Yachts cruising from Australia

The majority of yachts base themselves at one of the main yachting centres (Denarau, Vuda, Savusavu and Suva) and cruise out various areas, returning regularly to base for fuel, provisioning and guest transfers.

Superyachts on the other hand follow diverse routes, are less dependent on weather patterns and are largely driven by the wishes of owners or charterers. When in Fiji, most are based out of Port Denarau Marina.

**Economic Contribution**

Yachting makes a substantial contribution to Fiji’s economy. According to AMSTEC (2018), it is estimated that in 2018:

- There were 721 visiting yachts consisting of 54 superyachts and 667 yachts (under 24m)
- The visiting yachts brought 1,963 crew and an additional 2,510 guests (most of whom would have flown in and out while in Fiji).
- The average superyacht remained in Fiji for 82 days while the average yacht stayed 137 days.
- The average superyacht spent around FJD167,000 whilst in Fiji, giving an overall superyacht direct spend of FJD9.036 million.
- Each yacht spent FJD31,000 whilst in Fiji, with an overall direct spend of FJD20.1 million.
- This $34.9m in foreign exchange flowed directly to Fiji businesses and communities for fuel, maintenance, dockage, food provisioning, restaurants, bars as well as cultural visits and a range of other tourism activities.
- A further $39.0m was generated in the economy in indirect and induced outputs due to the “multiplier” effect.
- While most of the spending was focused on the main yachting centres (Denarau, Vuda and Savusavu), impacts would also have been spread across the remoter parts of Fiji visited by yachts. These are communities that do not usually benefit from general tourism impacts.

![Direct Spending (All Yachts)](image)

<table>
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<tr>
<th>Sm Spent</th>
<th>25.8</th>
<th>24.6</th>
<th>25.8</th>
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*AMSTEC Pty Ltd (2018) - Economic Impact of International Yachting in Fiji – 30 November 2018.*
Additional flow-on effects of yachting tourism not captured by the statistics include upskilling of labour needed to service the industry (and the resultant improvement in incomes) and long-term investment by industry players such as PDML. Furthermore, while most of the expenditure was focused on the main yachting centres, impacts would also have been spread across more remote parts of Fiji that were visited by yachts.

Sustainability of the Industry
Thanks to concerted and carefully targeted marketing efforts internationally, and substantial investment in marina and related infrastructure and services by industry players in Fiji, led by PDML, Fiji is now considered a world-class destination for yachts, including the highly lucrative superyacht segment.

Enabling legislation and an industry-friendly regulatory environment put in place by Government has supported industry growth.

This is also helped by several inherent advantages that Fiji enjoys:

- Strategic location as a regional hub for the Pacific. Fiji is an important refueling and provisioning location for yachts cruising the Pacific.
- A reputation for safety and security.
- A location offering over 300 islands to explore
- A location with a reputation for beauty, friendly people and a warm, sunny climate.
- A well-developed tourism industry offering adventure, sports and other attractions to sailors and guests.
- Good international flight connections, allowing guests to travel to and from yachting destinations.
- A popular and internationally recognised yachting destination with world-class marina facilities.

Overall, it is anticipated that the current steady growth in the industry will be sustained into the future. This is also expected to receive a boost from the Americas Cup to be hosted in Auckland in 2021. Over 140 superyachts are scheduled to travel to Auckland for the Americas Cup. Historically most superyachts visiting New Zealand will include Fiji on their itinerary.

SWOT Analysis
A SWOT Analysis of Fiji as a destination for (i) yachts and (ii) superyachts prepared by AMSTEC is reproduced below:

\(^7^\text{AMSTEC Pty Ltd (2018) - Economic Impact of International Yachting in Fiji – 30 November 2018}\)
### SWOT Analysis - Yachts (under 24m)

**STRENGTHS**
- Availability of excellent, popular and diverse cruising locations with good attractions
- Fiji located at crossroads of yacht migration routes – a meeting point of the established oceanic routes
- Good international air connections for crew changeover and guest access
- Reasonable costs for provisioning and yacht services
- Fiji’s good cyclone resilience encourages year-round stays
- Good marina and service infrastructure with skilled labour force

**WEAKNESSES**
- Long cyclone seasons with very low levels of yachting activity
- Protracted arrival clearance formalities for foreign flagged yachts
- Lack of formal training and accreditation of workers for yacht tourism sector – some experiences of poor quality work
- Protracted maritime infrastructure investment procedures
- Lack of high profile peak body representing yachting
- Limited Govt support to investments for yachting tourism
- Un-utilised potential of some yacht cruising areas
- Poor quality navigation charts

**OPPORTUNITIES**
- Raise perception of Fiji as a full-season or multi-season destination
- Improve the understanding of the Fiji ‘yachting product’ to attract longer stays
- Capitalise on private sector and Government willingness to support and invest in new yachting infrastructure
- Raise Government awareness & support for the positive impacts of yachting
- Lau as international port of entry for clearances
- Investigate the potential for more bareboat yacht charter – getting a yacht to Fiji is a major investment in time and money

**THREATS**
- Increasing competition in yacht tourism from other Pacific Is markets
- Price Sensitivity to increases in fees and taxes
- Availability of suitably skilled / qualified workforce
- Strengthening FJD against other main currencies
- Increasing taxes against visiting yachts
- Bureaucratic and statutory service obstacles
- Pollution at the coastal areas and degradation of marine eco-systems
- Personal and property security for people on yachts
- Illicit substances smuggling image portrayed by media

### SWOT Analysis – Superyachts (24m and above)

**STRENGTHS**
- Fiji’s current status as a regional superyacht centre with high quality marina facilities
- Availability of accessible, extensive and diverse cruising areas
- Well established (and vocal) superyacht support service industry
- Fiji’s ultra high-end tourism brand image
- Price Competitive for provisioning, fuel and services
- Good international connections for crew changeover and guest travel
- Currently very good security situation
- Ability to charter vessels while in Fiji

**WEAKNESSES**
- Long cyclone seasons with virtually no superyacht activity
- Protracted arrival clearance formalities for foreign flagged superyachts
- Lack of formal training and accreditation of workers in yacht tourism and industry sector – some experiences of poor quality work
- Onerous demands of the Fiji superyacht charter permit process
- Protracted maritime infrastructure investment procedures
- Poor Govt understanding of the needs of superyachts
- Suva only place catering for superyacht servicing and breakdowns

**OPPORTUNITIES**
- Reinforce Fiji’s status as the primary superyacht destination in the southwest tropical Pacific
- Capitalise on private sector and Government willingness to support and invest in new yachting infrastructure
- Lobby for tourism policy supporting niche tourism markets such as superyacht visits
- Simplify and streamline superyacht charter permit process
- Promote Fiji to the superyacht charter destination clearing houses and brokers

**THREATS**
- Too little capacity for superyacht dockage and services
- Increasing competition in yacht tourism from other Pacific Is markets
- Availability of skilled / qualified workforce
- Strengthening FJD against other main currencies
- Increasing taxes and more complex processes for superyachts
- Bureaucratic and statutory service obstacles
- Increasing fuel and power prices
- Pollution at the coastal areas and degradation of marine eco-systems
- Illicit substances (smuggling) image portrayed by media
5.3 Competitive Environment

Competitors to PDML

PDML’s competitors in Fiji include:

The Pearl Resort Marina
Located on the south coast of Viti Levu, about 45 minutes from Suva, the marina is part of the 5-star Pearl Resort. The marina has 12 berths for vessels up to 4m draft and provides yachts with water and power, as well as access to the resort’s facilities. The marina is also within walking distance to the Pacific Harbour commercial centre, which offers a supermarket, bottle-shop, post office, bank, doctor’s clinic, dive shop and a small selection of clothing and souvenir outlets, bars and restaurants.

The Copra Shed Marina
Built in the 19th century and renovated in recent years, the marina is located in Savusavu on Vanua Levu. The marina has 20 berths including stern-to-wharf berths for vessels up to 85 feet and a floating dock berth facility for vessels of the same size. A further 19 moorings are available for vessels of varying sizes. Water & electricity are available at the berths.

The marina is home to the Savusavu Yacht Club and a small range of shops and restaurants, and is located next door to the Savusavu CBD. Fuel, border control clearance and repair and maintenance services such as sail repair, refrigeration and electrical works can be arranged through the marina.

Vuda Marina
Located at Vuda Point, midway between Nadi International Airport and Lautoka city, Vuda Marina has 78 berths which can accommodate vessels up to 70 feet and has a minimum depth of 2.5m in the channel at zero low tide and a minimum depth of 3m within the basin. It is a berth and repair marina equipped with a 63-ton WISE travelift, boat ramp, a hardstand area and up to 40 “cyclone pits” for monohulls that choose to sit out the cyclone season.

Marina facilities include a restaurant, café, bar, yacht chandlery, general store, ATM, laundry and fuel station. The chandlery provides for various boating needs including stainless steel rigging, yacht paints, repair materials, hardware items, sail repair kits and all-weather clothing. The Marina also has a register of professional yacht and marine repair & maintenance companies and is a designated port of entry. A variety of accommodation options are also available.

Vuda Marina has consent in place to expand its facilities and earth works have begun. As well as additional on-shore facilities, Vuda Marina plans to increase the sizes of berths to accommodate superyachts.

Royal Suva Yacht Club
Founded in the 1930s in the capital city of Suva, and within walking distance of the CBD and main industrial zone, the RSYC offers over 70 berths for yachts.

The RSYC slipway has two cradles for smaller vessels up to 20 tons and a crane with 4-ton capacity. The Boatshed & Marine Centre provides showers and toilets and houses a yacht shop and a dive center. A loading & fueling dock accommodates fueling, loading and off-loading. The marina also offers a trailer park / hardstand area as well as a bar and restaurant.

Musket Cove Marina
Situated on Malolo Lailai Island in the Mamanuca Group off Nadi, the marina is attached to the Musket Cove Island Resort, one of Fiji’s oldest resort establishments.

Docking facilities in the marina are in a dredged basin and the marina has a dinghy dock and a small number of berths available on the club pontoon. The marina offers 27 berths and 27 moorings in total, and is able to accommodate vessels up to 85 feet. Limited repair facilities are available.
**Waitui Marina**
The Waitui Marina is located in Savusavu on Vanua Levu, within walking distance of the CBD. The marina has 27 moorings able to accommodate vessels up to 50 feet. Services include fueling, storage and laundry.

**Other**
Additional marina facilities are being planned at various locations in Fiji and these include:
- Fantasy Island Marina
- Naisoso Marina
- Denarau South Marina
- Nawi Island Marina
- A marina development at the Lautoka Wharf

**The PDML Advantage**
As the largest, most developed and most prestigious marina in Fiji, Port Denarau Marina holds a very strong competitive position. Other marinas or berthing facilities are generally much smaller or designed for commercial trade ships and cruise liners.

The Marina offers world class facilities and enjoys a strong international branding and reputation, as evidenced by the multiple international awards garnered. It also offers the most comprehensive range of yacht-related services in Fiji, and in particular, is the only marina in Fiji offering the full suite of services required by superyachts.
Other factors in the Marina’s favour include:

- Designation as a Port of Entry, allowing customs and immigration clearance for international visitors. 24-hour in house security is supported by a permanently-manned Fiji Police post on site.
- Location on Denarau Island, the leading tourist centre in Fiji and the “gateway” to the key tourism areas of the Mamanuca and Yasawa Groups guarantees heavy foot and yacht traffic through the Marina.
- Additional growth planned for Denarau Island including 120 golf condos, three large hotels and a large golf course future development site.
- Proximity to the Port Denarau Commercial Centre, a highly developed and high-end centre specifically designed for tourism.
- Extensive space for the long-term expansion of the Marina and related services.
- The only superyacht marina in Fiji.
- The base for operations of the three main superyacht agents: Asia Pacific Superyachts, Yacht Partners Fiji and Seal Superyachts.
- Proximity to Nadi International Airport and the Nadi City CBD for travel connections, shopping and other services.
- Location in Nadi with its high sunshine factor and relatively low rainfall.

In view of the long-term growth of tourism, and in particular the yachting tourism segment, in Fiji, as well as Port Denarau Marina’s position as the industry leader, the Marina’s long-term business potential is strong.

The planned long-term expansion PDML’s facilities and services will ensure PDML remains at the forefront of the industry in Fiji and the region.

The Americas Cup in 2021, to be held in Auckland, is also expected to provide strong flow-on benefits to PDML given the projected influx of superyachts into Fiji in the years leading up to and following the event, and the fact that visiting superyachts will generally base themselves out of Port Denarau Marina whilst in Fiji.
6 Financial Information
6.1 Historical Performance

Historical accounts for the financial periods 1 August 2015 – 31 January 2019 are provided below.

Replication of historical primary financial statements audited by Ernst & Young for the financial years 2016 – 2018, and for the six months to 31 January 2019 are provided below. The basis of preparation of these primary financial statements are contained within the full audited financial statements of the Company which are publicly available and should be read in conjunction with these full financial statements. Unmodified audit opinions were provided in relation to these financial statements.

The presentation of these primary statements below differs from the presentation format utilised in the audited financial statements, however the recognition and measurement principles are consistent, as well as profit for the period and total equity figures.

### Statement of Comprehensive Income

<table>
<thead>
<tr>
<th></th>
<th>Audited 2016 12 months to 31 July 2016</th>
<th>Audited 2017 12 months to 31 July 2017</th>
<th>Audited 2018 12 months to 31 July 2018</th>
<th>Audited 2019 6 months to 31 January 2019</th>
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</thead>
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<td>7,478,761</td>
<td>8,528,603</td>
<td>4,010,515</td>
</tr>
<tr>
<td>Other Income</td>
<td>193,998</td>
<td>14,375</td>
<td>499,748</td>
<td>29,059</td>
</tr>
<tr>
<td>Total Revenue</td>
<td>7,341,594</td>
<td>7,493,136</td>
<td>9,028,351</td>
<td>4,040,174</td>
</tr>
<tr>
<td>Sales and Marketing</td>
<td>(44,250)</td>
<td>(41,486)</td>
<td>(48,367)</td>
<td>(49,235)</td>
</tr>
<tr>
<td>Depreciation</td>
<td>(1,242,734)</td>
<td>(1,168,134)</td>
<td>(1,556,402)</td>
<td>(724,425)</td>
</tr>
<tr>
<td>Operating Costs</td>
<td>(3,214,524)</td>
<td>(2,475,934)</td>
<td>(2,494,251)</td>
<td>(1,384,791)</td>
</tr>
<tr>
<td>Employee emoluments &amp; Benefits</td>
<td>(894,913)</td>
<td>(799,703)</td>
<td>(707,171)</td>
<td>(299,837)</td>
</tr>
<tr>
<td>Operating profit after income tax</td>
<td>1,945,173</td>
<td>3,007,879</td>
<td>4,222,160</td>
<td>1,581,885</td>
</tr>
<tr>
<td>Finance costs</td>
<td>(686,857)</td>
<td>(656,870)</td>
<td>(568,166)</td>
<td>(187,383)</td>
</tr>
<tr>
<td>Profit before income tax</td>
<td>1,258,316</td>
<td>2,351,009</td>
<td>3,653,994</td>
<td>1,394,502</td>
</tr>
<tr>
<td>Income Tax expense</td>
<td>(268,201)</td>
<td>(488,509)</td>
<td>(754,212)</td>
<td>(282,116)</td>
</tr>
<tr>
<td>Net Profit after Tax</td>
<td>990,115</td>
<td>1,862,500</td>
<td>2,899,782</td>
<td>1,112,385</td>
</tr>
</tbody>
</table>

### Comments

Revenue increased by $1.05m in FY2018 primarily as a result of an increase in super yachts berthing in the marina and utilizing boat yard services compared to the previous year.

PDML’s other income is comprised of unrealized foreign exchange gains and gains on sale of assets. In FY2018 an unrealized foreign exchange gain of $0.5m arose from the revaluation of the New Zealand currency denominated related party loan, whilst in FY2019 (audited 6 months to 31 January 2019) a gain on sale of assets of $0.03m was recognised.

FY2018 depreciation increased by 33.2% compared to the previous financial year due to the revaluation of land and buildings of $17.3m undertaken in April 2017.
## Statement of Financial Position

<table>
<thead>
<tr>
<th></th>
<th>Audited 2016</th>
<th>Audited 2017</th>
<th>Audited 2018</th>
<th>Audited 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>As at 31 July</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>790,812</td>
<td>421,222</td>
<td>1,591,742</td>
<td>2,381,045</td>
</tr>
<tr>
<td>Trade receivables</td>
<td>729,456</td>
<td>1,004,919</td>
<td>878,940</td>
<td>739,001</td>
</tr>
<tr>
<td>Inventories</td>
<td>83,319</td>
<td>81,395</td>
<td>67,698</td>
<td>71,968</td>
</tr>
<tr>
<td>Prepayments and others</td>
<td>483,832</td>
<td>423,112</td>
<td>407,794</td>
<td>170,458</td>
</tr>
<tr>
<td>Income tax receivable</td>
<td>-</td>
<td>389,397</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Non current asset held for resale</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4,109,406</td>
</tr>
<tr>
<td><strong>Total Current Assets</strong></td>
<td>2,087,419</td>
<td>2,320,045</td>
<td>2,946,174</td>
<td>7,471,878</td>
</tr>
<tr>
<td><strong>Non-Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Prepayments and others</td>
<td>186,935</td>
<td>476,209</td>
<td>365,492</td>
<td>367,920</td>
</tr>
<tr>
<td>Deferred tax asset</td>
<td>96,316</td>
<td>42,246</td>
<td>6,140</td>
<td>41,671</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>17,111,602</td>
<td>16,203,064</td>
<td>32,698,678</td>
<td>31,217,864</td>
</tr>
<tr>
<td><strong>Total Non-Current Assets</strong></td>
<td>17,394,853</td>
<td>16,721,519</td>
<td>33,070,310</td>
<td>31,627,455</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td>19,482,272</td>
<td>19,041,564</td>
<td>36,016,484</td>
<td>39,099,333</td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>923,198</td>
<td>947,432</td>
<td>1,044,851</td>
<td>970,160</td>
</tr>
<tr>
<td>Interest bearing borrowings</td>
<td>1,019,486</td>
<td>667,857</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Income tax payable</td>
<td>433,302</td>
<td>-</td>
<td>367,251</td>
<td>264,942</td>
</tr>
<tr>
<td>Provisions</td>
<td>141,036</td>
<td>-</td>
<td>500,000</td>
<td>500,000</td>
</tr>
<tr>
<td>Payable to related party</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>4,109,406</td>
</tr>
<tr>
<td>Employee benefit liabilities</td>
<td>15,259</td>
<td>29,735</td>
<td>29,001</td>
<td>41,328</td>
</tr>
<tr>
<td><strong>Total Current Liabilities</strong></td>
<td>2,532,281</td>
<td>1,645,024</td>
<td>1,941,103</td>
<td>5,885,836</td>
</tr>
<tr>
<td><strong>Non-Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest-bearing borrowings</td>
<td>2,046,363</td>
<td>1,301,964</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Payable to related party</td>
<td>10,356,266</td>
<td>9,394,799</td>
<td>7,670,969</td>
<td>3,057,527</td>
</tr>
<tr>
<td>Deferred tax liability</td>
<td>207,486</td>
<td>497,401</td>
<td>3,927,538</td>
<td>3,729,937</td>
</tr>
<tr>
<td><strong>Total Non-Current Liabilities</strong></td>
<td>12,610,115</td>
<td>11,194,164</td>
<td>11,598,507</td>
<td>6,787,464</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>15,142,396</td>
<td>12,839,188</td>
<td>13,539,610</td>
<td>12,673,300</td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td>4,339,876</td>
<td>6,202,376</td>
<td>22,476,874</td>
<td>26,426,033</td>
</tr>
</tbody>
</table>

### Shareholder’s Equity

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Capital</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>1,000,000</td>
</tr>
<tr>
<td>Asset Revaluation Reserve</td>
<td>-</td>
<td>-</td>
<td>13,874,716</td>
<td>16,711,490</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>3,339,876</td>
<td>5,202,376</td>
<td>7,602,158</td>
<td>8,714,543</td>
</tr>
<tr>
<td><strong>Total Shareholders Equity</strong></td>
<td>4,339,876</td>
<td>6,202,376</td>
<td>22,476,874</td>
<td>26,426,033</td>
</tr>
</tbody>
</table>

### Comments

In April 2017, Jones Lang LaSalle (JLL) undertook a valuation of land and buildings and the Company revalued these assets by $17.3m of which $3.5m was recognised as a deferred tax liability and the net effect of $13.9m was recognised in equity as an Asset Revaluation Reserve.

Similarly, a residential property was independently valued in November 2018 by Pacific Valuation Limited and was revalued by $2.8m to $4.2m and contributed to the increase in the Asset Revaluation Reserve to $16.7m in the FY2019.
Consolidated Statement of Cashflows

<table>
<thead>
<tr>
<th>Year end 31 July</th>
<th>Audited 2016</th>
<th>Audited 2017</th>
<th>Audited 2018</th>
<th>Audited 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>12 months to 31 July 2016</td>
<td>12 months to 31 July 2017</td>
<td>12 months to 31 July 2018</td>
<td>6 months to 31 January 19</td>
<td></td>
</tr>
</tbody>
</table>

**Cashflow from Operating Activities**

- **Net Profit After Tax**
  - 2016: 990,115
  - 2017: 1,862,500
  - 2018: 2,899,782
  - 2019: 1,112,386

**Adjustment from non-cash transactions**

- **Depreciation**
  - 2016: 1,242,734
  - 2017: 1,168,134
  - 2018: 1,556,402
  - 2019: 724,425

- **(Decrease)/increase in provision for annual leave**
  - 2016: (19,797)
  - 2017: 14,476
  - 2018: (734)
  - 2019: 12,327

- **Increase/Decrease in deferred tax assets**
  - 2016: (96,316)
  - 2017: 54,070
  - 2018: 36,106
  - 2019: (35,531)

- **(Decrease)/increase in deferred income tax liability**
  - 2016: (162,776)
  - 2017: 289,915
  - 2018: 3,430,137
  - 2019: (197,601)

- **Change in asset revaluation reserve**
  - 2016: -
  - 2017: (3,415,565)
  - 2018: -
  - 2019: -

- **Unrealised exchange loss/(gain)**
  - 2016: 431,417
  - 2017: 176,589
  - 2018: (499,748)
  - 2019: -

- **(Gain)/loss on sale of property, plant and equipment**
  - 2016: (193,998)
  - 2017: (14,375)
  - 2018: 280,296
  - 2019: (29,659)

- **Amortisation of deferred cost**
  - 2016: 110,726
  - 2017: 110,726
  - 2018: 110,726
  - 2019: 55,360

**Changes in operating assets and liabilities**

- **Decrease/(increase) in trade and other receivables**
  - 2016: 578,977
  - 2017: (275,463)
  - 2018: 125,979
  - 2019: 139,939

- **Increase in trade payables**
  - 2016: (170,612)
  - 2017: 24,234
  - 2018: 97,419
  - 2019: (74,691)

- **Decrease/(increase) in inventory**
  - 2016: (30,368)
  - 2017: 1,924
  - 2018: 13,697
  - 2019: (4,270)

- **(Decrease)/increase in provisions**
  - 2016: (781,493)
  - 2017: (480,316)
  - 2018: 15,309
  - 2019: 179,548

- **(Decrease)/increase in tax paid**
  - 2016: 94,334
  - 2017: (389,397)
  - 2018: 389,397
  - 2019: -

- **Decrease/(increase) in income tax receivable**
  - 2016: 433,302
  - 2017: (433,302)
  - 2018: 367,251
  - 2019: (102,309)

**Net cash from Operating Activities**

- 2016: 2,426,245
- 2017: 2,109,715
- 2018: 5,406,454
- 2019: 1,779,924

**Cashflow from Investing Activities**

- **Proceeds from disposal of property, plant and equipment**
  - 2016: 848,529
  - 2017: 295,066
  - 2018: 100,105
  - 2019: 29,659

- **Acquisition of property, plant and equipment**
  - 2016: (1,611,791)
  - 2017: (716,876)
  - 2018: (1,142,136)
  - 2019: (516,243)

**Net cash (used in) Investing Activities**

- 2016: (763,262)
- 2017: (421,810)
- 2018: (1,042,031)
- 2019: (486,584)

**Cashflow from Financing Activities**

- **Net repayment of borrowings**
  - 2016: (1,135,219)
  - 2017: (1,096,028)
  - 2018: (1,969,821)
  - 2019: -

- **Net repayment of related party borrowings**
  - 2016: (381,021)
  - 2017: (961,467)
  - 2018: (1,224,082)
  - 2019: (504,036)

- **Dividends**
  - 2016: -
  - 2017: -
  - 2018: -
  - 2019: -

**Net cash (used in) Financing Activities**

- 2016: (1,516,240)
- 2017: (2,057,495)
- 2018: (3,193,903)
- 2019: (504,036)

**Net increase/(decrease) in cash and cash equivalents held**

- 2016: 146,743
- 2017: (369,590)
- 2018: 1,170,520
- 2019: 789,303

**Net cash at the beginning of the year**

- 2016: 644,069
- 2017: 790,812
- 2018: 421,222
- 2019: 1,591,742

**Cash at the end of year**

- 2016: 790,812
- 2017: 421,222
- 2018: 1,591,742
- 2019: 2,381,045
6.2 Financial Projections

Financial projections for the financial years 2019 – 2021 and associated hypothetical assumptions are provided below. These projections were prepared by PDML only for the purpose of this prospectus, and were independently reviewed by Independent Accountants, KPMG, and should be read in conjunction with the Independent Accountant’s Report in Section 7.

The basis of preparation of the financial projections are in accordance with the recognition and measurement principles of the International Financial Reporting Standard for Small and Medium-sized Entities (IFRS for SMEs).

**Statement of Forecast Comprehensive Income**

<table>
<thead>
<tr>
<th>Year end 31 July</th>
<th>Projection 2019*</th>
<th>Projection 2020</th>
<th>Projection 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>12 months to 31 July 2019</td>
<td>12 months to 31 July 2020</td>
<td>12 months to 31 July 2021</td>
<td></td>
</tr>
<tr>
<td><strong>Revenue</strong></td>
<td>7,678,026</td>
<td>8,326,008</td>
<td>8,699,863</td>
</tr>
<tr>
<td><strong>Other Income</strong></td>
<td>2,878,369</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td>10,556,394</td>
<td>8,326,008</td>
<td>8,699,863</td>
</tr>
<tr>
<td><strong>Sales and Marketing</strong></td>
<td>(65,958)</td>
<td>(99,997)</td>
<td>(102,997)</td>
</tr>
<tr>
<td><strong>Depreciation</strong></td>
<td>(1,580,599)</td>
<td>(1,690,833)</td>
<td>(1,736,862)</td>
</tr>
<tr>
<td><strong>Operating Costs</strong></td>
<td>(2,912,650)</td>
<td>(2,263,587)</td>
<td>(2,335,126)</td>
</tr>
<tr>
<td><strong>Employee emoluments &amp; Benefits</strong></td>
<td>(570,942)</td>
<td>(580,026)</td>
<td>(629,735)</td>
</tr>
<tr>
<td><strong>Operating profit after income tax</strong></td>
<td>5,426,245</td>
<td>3,691,565</td>
<td>3,895,142</td>
</tr>
<tr>
<td><strong>Finance costs</strong></td>
<td>(275,824)</td>
<td>(143,876)</td>
<td>(60,286)</td>
</tr>
<tr>
<td><strong>Profit before income tax</strong></td>
<td>5,150,421</td>
<td>3,547,688</td>
<td>3,834,856</td>
</tr>
<tr>
<td><strong>Income Tax expense</strong></td>
<td>(144,304)</td>
<td>20,231</td>
<td>(383,486)</td>
</tr>
<tr>
<td><strong>Net Profit After Tax</strong></td>
<td>5,006,117</td>
<td>3,567,920</td>
<td>3,451,371</td>
</tr>
</tbody>
</table>

* Incorporates actual figures for the first six months of the financial year ending 31 July, 2019
## Statement of Forecast Financial Position

<table>
<thead>
<tr>
<th>As at 31 July</th>
<th>Projection 2019*</th>
<th>Projection 2020</th>
<th>Projection 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>As at 31 July 2019</td>
<td>As at 31 July 2020</td>
<td>As at 31 July 2021</td>
</tr>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>966,158</td>
<td>623,030</td>
<td>1,050,167</td>
</tr>
<tr>
<td>Trade receivables</td>
<td>847,989</td>
<td>919,554</td>
<td>960,844</td>
</tr>
<tr>
<td>Inventories</td>
<td>74,547</td>
<td>48,203</td>
<td>49,895</td>
</tr>
<tr>
<td>Prepayments and others</td>
<td>465,956</td>
<td>498,733</td>
<td>496,327</td>
</tr>
<tr>
<td><strong>Current Assets</strong></td>
<td>2,354,649</td>
<td>2,089,519</td>
<td>2,557,232</td>
</tr>
<tr>
<td><strong>Non-Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Prepayments and others</td>
<td>254,766</td>
<td>144,040</td>
<td>33,314</td>
</tr>
<tr>
<td>Deferred tax asset</td>
<td>41,671</td>
<td>41,671</td>
<td>41,671</td>
</tr>
<tr>
<td>Property, plant and equipment</td>
<td>31,192,708</td>
<td>30,730,756</td>
<td>30,124,297</td>
</tr>
<tr>
<td><strong>Non-Current Assets</strong></td>
<td>31,489,145</td>
<td>30,916,467</td>
<td>30,199,282</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td>33,843,794</td>
<td>33,005,986</td>
<td>32,756,514</td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>910,141</td>
<td>754,772</td>
<td>786,630</td>
</tr>
<tr>
<td>Interest bearing borrowings</td>
<td>510,006</td>
<td>506,596</td>
<td>-</td>
</tr>
<tr>
<td>Provisions</td>
<td>500,000</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Payable to related party</td>
<td>2,527,763</td>
<td>1,428,163</td>
<td>272,880</td>
</tr>
<tr>
<td>Employee benefit liabilities</td>
<td>41,328</td>
<td>41,328</td>
<td>41,328</td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td>4,489,238</td>
<td>2,730,859</td>
<td>1,100,839</td>
</tr>
<tr>
<td><strong>Non-Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest-bearing borrowings</td>
<td>506,596</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Deferred tax liability</td>
<td>1,864,969</td>
<td>1,864,969</td>
<td>1,864,969</td>
</tr>
<tr>
<td><strong>Non-Current Liabilities</strong></td>
<td>2,371,565</td>
<td>1,864,969</td>
<td>1,864,969</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>6,860,803</td>
<td>4,595,828</td>
<td>2,965,807</td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td>26,982,991</td>
<td>28,410,159</td>
<td>29,790,707</td>
</tr>
<tr>
<td><strong>Shareholder’s Equity</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Share Capital</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>1,000,000</td>
</tr>
<tr>
<td>Asset Revaluation Reserve</td>
<td>13,874,716</td>
<td>13,874,716</td>
<td>13,874,716</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>12,108,275</td>
<td>13,535,443</td>
<td>14,915,991</td>
</tr>
<tr>
<td><strong>Total Shareholders Equity</strong></td>
<td>26,982,991</td>
<td>28,410,159</td>
<td>29,790,707</td>
</tr>
</tbody>
</table>

* Incorporates actual figures for the first six months of the financial year ending 31 July, 2019
# Statement of Forecast Cashflows

<table>
<thead>
<tr>
<th>As at 31 July</th>
<th>Projection 2019*</th>
<th>Projection 2020</th>
<th>Projection 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>12 months to 31 July 2019</td>
<td>12 months to 31 July 2020</td>
<td>12 months to 31 July 2021</td>
</tr>
<tr>
<td><strong>Cashflow from Operating Activities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Profit After Tax</strong></td>
<td>5,006,117</td>
<td>3,567,920</td>
<td>3,451,371</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Adjustment from non-cash transactions</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Depreciation</strong></td>
<td>1,580,599</td>
<td>1,690,833</td>
<td>1,736,862</td>
</tr>
<tr>
<td><strong>(Decrease)/increase in provision for annual leave</strong></td>
<td>12,327</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Increase/Decrease in deferred tax assets</strong></td>
<td>(35,531)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>(Decrease)/increase in deferred income tax liability</strong></td>
<td>(2,062,570)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Interest + tax shield</strong></td>
<td>16,602</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Unrealised exchange loss/(gain)</strong></td>
<td>165,327</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>(Gain)/loss on sale of property, plant and equipment</strong></td>
<td>(2,866,433)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Amortisation of deferred cost</strong></td>
<td>110,726</td>
<td>110,726</td>
<td>110,726</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Changes in operating assets and liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Decrease/(increase) in trade and other receivables</strong></td>
<td>(27,211)</td>
<td>(104,342)</td>
<td>(38,884)</td>
</tr>
<tr>
<td><strong>Increase in trade payables</strong></td>
<td>(134,710)</td>
<td>(155,369)</td>
<td>31,859</td>
</tr>
<tr>
<td><strong>Decrease/(increase) in inventory</strong></td>
<td>(6,849)</td>
<td>26,344</td>
<td>(1,692)</td>
</tr>
<tr>
<td><strong>(Decrease)/increase in provisions</strong></td>
<td>0</td>
<td>(500,000)</td>
<td>0</td>
</tr>
<tr>
<td><strong>Decrease/(increase) in income tax receivable</strong></td>
<td>(367,251)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Net cash from Operating Activities</strong></td>
<td>1,391,145</td>
<td>4,636,112</td>
<td>5,290,240</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Cashflow from Investing Activities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Proceeds from disposal of property, plant and equipment</strong></td>
<td>29,659</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Acquisition of property, plant and equipment</strong></td>
<td>(1,347,261)</td>
<td>(1,228,882)</td>
<td>(1,130,402)</td>
</tr>
<tr>
<td><strong>Net cash (used) in Investing Activities</strong></td>
<td>(1,317,602)</td>
<td>(1,228,882)</td>
<td>(1,130,402)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Cashflow from Financing Activities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net repayment of borrowings</strong></td>
<td>1,000,000</td>
<td>(510,006)</td>
<td>(506,596)</td>
</tr>
<tr>
<td><strong>Net repayment of related party borrowings</strong></td>
<td>(1,199,127)</td>
<td>(1,099,600)</td>
<td>(1,155,283)</td>
</tr>
<tr>
<td><strong>Dividends</strong></td>
<td>(500,000)</td>
<td>(2,140,752)</td>
<td>(2,070,822)</td>
</tr>
<tr>
<td><strong>Net cash (used in) Financing Activities</strong></td>
<td>(699,127)</td>
<td>(3,750,358)</td>
<td>(3,732,701)</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net increase/(decrease) in cash and cash equivalents held</strong></td>
<td>(625,584)</td>
<td>(343,128)</td>
<td>427,137</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net cash at the beginning of the year</strong></td>
<td>1,591,742</td>
<td>966,158</td>
<td>623,030</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Cash at the end of year</strong></td>
<td>966,158</td>
<td>623,030</td>
<td>1,050,167</td>
</tr>
</tbody>
</table>

* Incorporates actual figures for the first six months of the financial year ending 31 July, 2019
6.3 Key Assumptions

PDML’s projections are based on the following key assumptions:

- Operating revenue growth will be at 8% in FY2019, thereafter reducing progressively to 4% by FY2021.
- There will be no growth in Other Income annually.
- Additional revenue / profits from new projects including the Apartment Project and the Marina Expansion / Hotel Project have not been factored into the projections.
- SG&A expenses will grow in line with revenue growth.
- PDML will spend around $1.1m – 1.2m annually on CAPEX, based on its specific development plans.
- The related party loan to SGL, reduced after the transfer of the residential property, will continue to be repaid at a rate of $100,000 per month. The associated interest rate will remain at the current 4.95%.
- Although the related party loan is technically on call, no accelerated repayments will be demanded by the lender.
- There will be inflation of 3% per annum.
- No new capital will be raised.
- There will be no additional revaluation of assets.
- There will be no significant asset sales.
- The dividend payout ratio will be 60% annually. While a dividend reinvestment scheme will be considered by the Company, none has been assumed.
- There will be no major damage from natural disasters including cyclones and flooding.
- The listing of PDML on the SPX will occur by the end of Q3 of FY2019, with the tax rate reducing to 10% accordingly.
- There will be no material change to current relevant legislation and regulations which affect PDML’s operations including the passenger levy rates that PDML may charge.

Note that PDML’s projections for FY2019 (year ending 31 July, 2019) incorporate actual figures for the first six months of FY2019.
Independent Accountant’s Report on the Examination of Prospective Financial Information

We have been engaged by Port Denarau Marina Limited (“Port Denarau Marina” or “the Company”) to report on the projected Statements of Financial Position as at 31 July 2019, 31 July 2020 and 31 July 2021 and the projected Statements of Comprehensive Income and Cash Flows for the years ending on those dates (together, “Prospective Financial Information”) for inclusion in the Port Denarau Marina Limited Prospectus dated on or about 3 June 2019 and relating to the compliance listing of 16,000,000 fully paid ordinary shares in Port Denarau Marina Limited.

The nature of this report is such that it can only be issued by a chartered accountant with a current Certificate of Public Practice (CPP) issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259). Steve Nutley of KPMG holds the appropriate CPP. We also confirm that neither KPMG, Steve Nutley, nor any other current KPMG Partner is the Auditor of Port Denarau Marina Limited or involved in the preparation of the Company’s current financial accounts.

Scope

The directors have requested KPMG to review the Prospective Financial Information of Port Denarau Marina Limited as described in Section 6 of the Prospectus. The directors’ hypothetical assumptions underlying the Prospective Financial Information are described in Section 6.3 of the Prospectus.
Prospective financial information relates to events and actions that have not yet occurred and may not occur. Whilst evidence may be available to support the assumptions on which prospective financial information is based, such evidence is generally future oriented and accordingly, the Company’s actual results may vary from the directors’ financial projections, and such variations may be material.

The stated basis of preparation used in the preparation of the Prospective Financial Information is the recognition and measurement principles contained in the International Financial Reporting Standard for Small to Medium-sized Entities (IFRS for SMEs) and the Company’s adopted accounting policies.

**Directors’ Responsibility**

The directors of Port Denarau Marina Limited are responsible for the preparation of the Prospective Financial Information, including the assumptions. This includes responsibility for such internal control as the directors determine is necessary to enable the preparation of the Prospective Financial Information that is free from material misstatement, whether due to fraud or error.

**Our Responsibility**

Our responsibility is to express limited assurance conclusions on the basis of preparation of the Prospective Financial Information based on our review. We have conducted our engagement in accordance with the International Standard on Assurance Engagements ISAE 3400 *The Examination of Prospective Financial Information*.

Our limited assurance procedures consisted of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

**Conclusions**

**Prospective Financial Information**

Based on our limited assurance engagement, which is not a reasonable assurance engagement, nothing has come to our attention which causes us to believe that in all material respects, the Prospective Financial Information:

- is not prepared on the basis of the directors’ hypothetical assumptions described in Section 6.3 of the Prospectus; and
- is not presented fairly in accordance with the stated basis of preparation, being the recognition and measurement principles contained in the International Financial Reporting Standard for Small to Medium-sized Entities (IFRS for SMEs) and the Company’s adopted accounting policies.
The Prospective Financial Information has been prepared by management and adopted by the directors in order to provide prospective investors with a guide to the potential financial performance of Port Denarau Marina Limited for the years ending 31 July 2019, 31 July 2020 and 31 July 2021. There is a considerable degree of subjective judgement involved in preparing the Prospective Financial Information since it relates to events and transactions that have not yet occurred and may not occur. Actual results are likely to be different from the Prospective Financial Information, and the variation may be material.

The projections have been prepared by the directors using a set of assumptions that include hypothetical assumptions about future events and management actions that are not necessarily expected to occur and are also subject to uncertainties and contingencies, which are often outside the control of Port Denarau Marina Limited. Evidence may be available to support the directors’ hypothetical assumptions on which the Prospective Financial Information is based, however such evidence is generally future-oriented and therefore speculative in nature. Consequently, readers are cautioned that these projections may not be appropriate for purposes other than that described in this report. The limited assurance conclusion expressed in this report has been formed on the above basis.

We have assumed, and relied on representations from certain members of management of Port Denarau Marina Limited, that all material information concerning the prospects of Port Denarau Marina Limited has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

**Restrictions on Use**

Without modifying our conclusions, we draw attention to Section 6.2 of the Prospectus, which describes the purpose of the Prospective Financial Information, being for the inclusion in the Prospectus. As a result, the Prospective Financial Information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report, or on the Prospective Financial Information to which it relates, for any purpose other than that for which it was prepared.

**Consent**

KPMG has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

**Declaration of Interest**

KPMG does not have any interest in the outcome of this proposed listing other than the provision of this Independent Accountant’s Report for which normal professional fees will be received.
KPMG does not have any other existing relationship with Port Denarau Marina Limited other than as Independent Accountant to which this report relates.

Yours faithfully

[Signature]

Steve Nutley
Partner
KPMG
8 Related Party Transactions

Key terms of agreements entered into by PDML with related parties are highlighted below.

Copies of any agreements are available for inspection by shareholders at the Company’s registered office at a cost of $0.10 per page printout.

8.1 Loan from Skeggs Group Limited

PDML has a loan facility from SGL. The facility was originally provided under a Deed of Acknowledgement of Debt signed between PDML and SGL and dated 30 July, 2012.

The funds were borrowed over time to meet PDML’s working capital and expansion projects. Under the Deed, the loan is payable on demand and is subject to an interest rate of 4.95% per annum. At the date of this Prospectus, the principal owing was approximately $2.78m.

8.2 Sale of Property to Pensell Properties Limited

In preparation for listing, PDML transferred a residential property asset located on Lot 26, Mariner’s Reach, Denarau Island, to Pensell Properties Limited, a company owned by Skeggs Group Limited. The property was independently valued on 28 November, 2018 by Pacific Valuation Limited at $4.13m VEP.

The property was transferred at valuation. In exchange for the transfer, the Loan from Skeggs Group Limited was reduced by $4.20m VEP which included applicable stamp duty.

8.3 Lease to Rhum-Ba Pte Limited

PDML leases the Yacht Club facility to Rhum-Ba Pte Limited (RBPL). Director, Nigel Skeggs, is a joint shareholder of RBPL.

The lease agreement has a term of 25 years and the monthly lease rental of $32,000 + VAT is set at commercial rates.

9 Dividend Policy

9.1 Dividend Pay-Out Ratio

Subject to the Company’s cashflows, capital requirements and business plans, the directors intend to distribute up to 60% of net profit after tax by way of dividends, with the remainder to be reinvested in the Company. No dividend shall be paid otherwise than out of profits.

10 Corporate Governance

10.1 Corporate Governance Code

PDML is committed to developing and maintaining corporate governance policies that are consistent with industry best-practice. To this end, the Company supports the Reserve Bank of Fiji’s Corporate Governance Code for the Capital Markets. The Code’s principles, and how these are implemented within PDML, are detailed below.
Principle 1 - Establish Clear Responsibilities for Board Oversight
The Company’s Corporate Governance Policy clearly defines the role of the Board. The Board has overall responsibility for the Company, including approving and overseeing the implementation of its business objectives, risk strategy, financial soundness, corporate governance and corporate values.

The Board is also guided by the Board Charter which includes, amongst other things:

- a commitment to ensure compliance of the Company’s legal and regulatory obligations to respective stakeholders;
- the roles, functions, obligations, rights, responsibilities and powers of the Board;
- the policies, practices and procedures the Board must follow in carrying out its duties, functions and responsibilities; and
- a commitment to review, ratify, monitor and implement systems of risk management and internal control, as well as corporate governance.

Principle 2 - Constitute an Effective Board
- Candidates for directorship may be nominated by shareholders in a general meeting or appointed by the Board on a temporary basis. Directors appointed by the Board may only hold the position until the next Annual General Meeting.
- The Board Charter sets the guidelines that directors should meet. In particular: Directors should have a clear understanding of their role in corporate governance and be able to exercise sound and objective judgement about the affairs of PDML. The Board should possess, both as individuals and collectively, 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.
- The Board Charter also requires that the Company must have policies and practices for the selection, approval, renewal and succession of directors. New directors must also be provided sufficient time to familiarise themselves with PDML’s business and risk profile, risk management, governance practices and internal controls. In practice, this includes the provision of an information pack containing all relevant documents upon appointment and briefings by senior management.
- The Board reviews and reassesses the adequacy of the Board Charter regularly.

Principle 3 - Appointment of General Manager
- The Corporate Governance Policy clearly defines the roles and responsibilities of the General Manager (GM). The GM’s contract of employment also details the duties, functions and responsibilities of the position.
- The Board is responsible for selecting the GM and having in place an appropriate succession plan. The Board also provides oversight of the GM, in particular: monitoring to ensure the GM’s actions are consistent with the strategy and policies approved by the Board; setting formal performance standards consistent with the long-term objectives, strategy and financial soundness of the Company, and monitoring performance against these standards; and ensuring that the GM’s knowledge and expertise remain appropriate given the nature of the business and the institution’s risk profile.
- The Board ensures that the Company’s organisational structure facilitates effective decision making and good governance.

Principle 4 - Appointment of Board and Company Secretary
- The Shareholders are responsible for selecting the Board
- The Board is responsible for appointing a competent Company Secretary who is the administrative link between the Board and management. The Company Secretary also monitors statutory requirements and board policies and procedures, and ensure that they are followed in a timely manner.
Principle 5 - Timely and Balanced Disclosure

- The Company has a policy of informing shareholders promptly of any events that might significantly affect the value of the Company. This is a requirement under the SPX Listing Rules, which PDML is required to follow as a listed company.
- In addition, annual reports are provided to shareholders and annual general meetings are held annually to provide shareholders the opportunity to have their queries answered and be updated on the Company’s performance and plans.
- The Company also welcomes contact with shareholders at any time should they have pressing concerns or queries.

Principle 6 - Promote Ethical and Responsible Decision-Making

- The Corporate Governance Policy is designed to promote sound corporate governance practices within PDML. The Policy promotes principles of transparency, accountability, responsibility and relevant disclosure. It also emphasises the separate responsibilities of directors and Senior Management and has been written considering all relevant legislative and regulatory requirements.
- Other policies and procedures have been put in place to cascade the core corporate governance principles contained in the Policy down to all aspects of the Company’s operations.

Principle 7 - Register of Interests

- The Corporate Governance Policy sets out principles governing conflicts of interest of employees. In particular, employees are required to declare any position or interest outside PDML that could lead to a conflict of interest, as well as communicate any potential conflicts of interest to the GM for proper management of the conflict.
- Similarly, the Board Charter sets out principles governing conflicts of interest for directors. 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.

Principle 8 - Respect Rights of Shareholders

- All shareholder queries may be directed to the Company Secretary who is responsible for replying to / addressing them.
- Aside from attendance at the AGM, shareholders are able to submit written questions for the AGM via the Company Secretary.
- PDML also has a website which is regularly updated with significant events that may be of interest to shareholders.

Principle 9 - Accountability and Audit

- The Company has an external auditor to serve as an independent evaluator of the Company’s financial reporting.
- The Board is tasked with overseeing the external audit function.

Principle 10 - Recognise and Manage Risk

The Company will develop a risk management framework of policies and procedures. Details are provided in Section 11 of this document.

10.2 Articles of Association

The Company’s Articles of Association (Articles) is a key document that governs how PDML is run. The key terms of the Articles, with particular emphasis on governance-related matters, are detailed below.

Share Capital
Currenty, the share capital is divided into a single class of shares.
All shares have equal rights including with respect to dividends, voting, participation in new issues of shares and in winding up.

Subject to the Articles, the directors may issue, allot or dispose of the shares to persons on terms determined by the directors and at the price determined by the directors.

The Company may, subject to the Companies Act 2015, by resolution:
• increase its share capital by creating new shares of the amount specified in the resolution
• consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares
• subdivide its shares or any of them into shares of a smaller amount than its existing shares but so that, in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each share of a smaller amount is the same as it was in the case of the share from which the share of the smaller amount is derived and
• cancel shares that, at the date of the resolution, no person has taken or agreed to take or that have been forfeited, and reduce the amount of its share capital by the amount of the shares cancelled or forfeited.

Voting
At any general meeting, a resolution put to the vote of the meeting shall be decided either on a show of hands or on a poll.
• On a show of hands, each member present in person and each other person present as a proxy or representative has one vote
• On a poll, each Member present in person has one vote for each fully paid share held by that Member, or pro-rata for partly paid shares. Each other person present as a proxy or representative has one vote for each fully paid share held by the member that person represents, or pro-rata for partly paid shares.

Appointment and Retirement of Directors
Unless otherwise determined by a General Meeting, the number of directors shall not be less than five and no more than seven. The Company in General Meeting may from time to time increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.

No corporation is eligible to be appointed as a director and directors shall not be required to hold any share qualification.

One third (or nearest number to a third) of directors, being the longest serving directors at that point, retire at each annual general meeting of the Company and all retiring directors are eligible to offer themselves for re-election.

No person shall be eligible for election to the office of director at any annual general meeting unless a Member intending to propose that person has delivered to the registered office of the Company a notice in writing, duly signed by the nominee and consenting to the nomination eleven clear days before the annual general meeting.

The Members may remove a director from office or appoint a director by way of an ordinary resolution.

The directors may appoint a person either to fill a casual vacancy or as an addition to the Board of Directors. Any director so appointed shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.
**Directors’ Remuneration**

The remuneration of the directors is determined by the Company and reviewed in its general meetings.

Every director shall also be entitled to be paid out of the funds of the Company all reasonable travelling, hotel and other expenses incurred in attending meetings of the Company or of directors or any committees thereof or while engaged on the business of the Company, and, if any of the directors shall be called upon to perform extra service or exercise any special professional requirements for any purpose of the Company or to make special exertions in going from usual residence or abroad or otherwise for any purposes of the Company, shall be paid all his travelling outlays and such additional sum by way of remuneration, as shall be fixed by the directors.

Fees payable to non-executive directors shall be a fixed sum and shall be determined by a general meeting of the Company.

Salaries payable to executive directors may include a commission on or percentage of profits or turnover.

**11 Risk Management**

**11.1 Overview**

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. To this end, PDML is developing a Risk Management Framework which aims to:

i. recognise the loss-inflicting capacity of risk events;

ii. develop an “awareness and control” culture across PDML;

iii. develop techniques to assess the impact of risks;

iv. anticipate and respond to changing social, environmental and legislative requirements;

v. establish clear roles, responsibilities and reporting lines within PDML for risk management; and

vi. provide opportunities for shared learning on risk management across PDML

Under this framework, the Board of Directors will be responsible for ensuring that appropriate policies are in place to mitigate or control risks while the General Manager and management will be responsible for the development, implementation and maintenance of risk policies.

**11.2 Key Risk Areas**

The following are the main risk areas identified for PDML and existing mitigating factors that have been put in place.

**Business Risk**

Business risk is the risk of not achieving PDML’s business objectives and hence not generating an appropriate return for PDML investors. Business risk is influenced by numerous factors, including sales volume, pricing, input costs, competition, government regulations and the economy.

A key element of business risk is pricing control as the passenger levy rate, commercial berthing rate and boat yard haulage and hardstand rates for commercial boats are regulated by the Fijian Competition & Consumer Commission under the Commerce (Control of Prices for Marina Management
Services for Passengers on Commercial Ships and Cargo Transportation) Order 2018. Inconsistency and unanticipated changes in pricing regulation are a source of uncertainty, and therefore risk, with regard to PDML’s business.

Competition from other marinas is an important factor, particularly with several other marinas in the pipeline.

The strength of the Fiji dollar may also affect PDML’s business in terms of import costs for inputs, raw materials and services as well as competitiveness of PDML’s product vis a vis competing international locations.

Mitigating Factors
Business risk is regularly assessed and monitored by the Board of Directors as detailed below.

• Business Plan – This details the Company’s philosophies, target markets, activities, initiatives, and plans on how to achieve its business objectives.
• Financial Plan – This converts the Business Plan into a Financial Plan or Budget.
• Capital Expenditure Plan – This plan assesses and outlines the capital expenditure / investment required for implementing the business and financial plans. As PDML’s business is heavily asset-based, appropriate capex is critical to achieving its business objectives.

In addition, management maintains a close working relationship with the relevant regulatory authorities to ensure significant changes in pricing regulation are anticipated and fed into planning, and that the regulatory system remains fair and consistent.

Furthermore, PDML is focused on maintaining its international reputation and world-class facilities through careful marketing internationally and an investment programme designed to ensure the Marina remains a modern, world-class destination and that its business continues to be profitable. These measures will help maintain PDML’s pricing power and ability to weather any competition or adverse events.

Operational Risk
Operational risks are uncertain future events relating to operations, that may prevent the Company from achieving its business objectives. These may be grouped into:

• Process Risk - Relating to losses from the execution and maintenance of transactions, and the various aspects of running a business, including products and services.
• People Risk – Relating to employee error, employee misdeeds or employment disputes.
• System Risk – Relating to piracy, theft, failure, breakdown or other disruption in technology, data or information.
• External Risk – Relating to damage to physical assets including from changes in the regulatory environment, failure of suppliers or outsourced operations, fire or natural disaster, terrorism, vandalism and theft (some of which are separately dealt with in other subsections below).

Mitigating Factors
Operational risk is regularly assessed and monitored by the Board of Directors and includes:

• Governance – Clear structure and roles and responsibilities of risk management. This involves senior management / departmental heads providing a layer of assurance, which is further overseen by the Board.
• When controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial crisis. PDML cannot expect to eliminate all operational risk, but by appropriate controls, monitoring and responding to potential risks, PDML is able to manage risk. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes.
Insurance – PDML maintains the following insurance cover:
- Marine hull insurance
- Material damage / business interruption insurance
- Political violence insurance
- Travel insurance
- Marine operators liability
- Ship repairers liability
- Pollution liability
- Products liability

Political Risk
Political upheaval or uncertainty is a significant deterrent to tourism including yachting tourism and Fiji has suffered several military coups in the past.

Mitigating Factors
Thankfully, Fiji tourism has shown the ability to recover quickly from political upheaval and uncertainty and Nadi tourism has proven robust over the years. Every government in power has been very supportive of the key industry of tourism and coupled with concerted marketing efforts internationally (as demonstrated by the industry post-coup), the yachting tourism segment is well-placed to navigate any political disturbances.

PDML also maintains political violence insurance (see “Operational Risk” above).

Natural Disasters
Fiji is prone to tropical cyclones and with climate change, the evidence suggests that cyclones in the region are stronger on average than in past years. The recent Tropical Cyclone Winston in 2016 which caused disruption to tourism and PDML’s business is a case in point. In addition, the coastal location of the Marina brings the threat of tsunamis.

Although the Marina was undamaged by TC Winston, significant damage to jetties was caused by TC Evan in 2013.

Mitigating Factors
Specific measures to mitigate risk include the following:
- All buildings and structures are constructed to strict building codes and cyclone standards
- A comprehensive programme of regular inspection, assessment and maintenance is followed to ensure all buildings and structures continue to meet relevant codes and standards
- After TC Evan, PDML undertook a major overhaul of its jetties. This included changes to jetty design, the extensive use of hardwoods, replacement of timber piles with steel piles and reinforcement of structures.
- In-water assets are insured for all perils other than damage from cyclones. PDML also maintains insurance cover for its land-based assets (see “Operational Risk” above).

Environmental Impact / Pollution
The Marina operates fueling stations and waste management facilities, and the vessels that operate through the Marina carry waste, fuel and other chemicals, all of which expose PDML to the risk of environmental pollution including the impact on marine ecosystems and sea life.

Mitigating Factors
Specific measures to mitigate risk include the following:
- All facilities are maintained to strict standards and a comprehensive programme of regular inspection, assessment and maintenance is followed to ensure all facilities maintain standards and are operated safely and efficiently.
- PDML’s also maintains pollution liability insurance (see “Operational Risk” above).
Fire and Accidents
Marine vessels contain flammable materials and machinery, and coupled with fueling operations, present a potential fire hazard.

In addition, the presence of heavy machinery and high foot traffic in a marine environment exposes PDML to the liability risk of accident and personal injury.

Mitigating Factors
Specific measures to mitigate risk include the following:
• A comprehensive programme of regular inspection, assessment and maintenance of all structures and facilities reduces the risk of accidents and personal injury.
• Fire detection equipment is installed, and ready access to firefighting equipment is provided, throughout PDML’s facilities, and staff are trained in the use of the latter.
• PDML’s business maintains public liability, fire and other insurance as appropriate (see “Operational Risk” above).

Additional Information About the Company
The information contained herein is for compliance purposes.

(i) Share option
The Company has not granted or intends to grant to any person or corporation an option to subscribe for shares in the Company.

(ii) Class of shares
The Company currently has a single class of ordinary shares.

(iii) Shares issued other than in cash
There are no shares or debentures of the Company which, within two years preceding the date of this statement, have been issued, or agreed to be issued, as fully or partly paid up otherwise than in cash.

(iv) Shareholding Interests of Directors and Senior Management in PDML

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>No. of Shares Held Directly</th>
<th>No. of Shares Held Indirectly</th>
</tr>
</thead>
<tbody>
<tr>
<td>David George Skeggs</td>
<td>Director</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Nigel James Skeggs</td>
<td>Director</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Bryan John Skeggs</td>
<td>Director</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Cynthia Rasch</td>
<td>General Manager</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Note that David and Bryan Skeggs are shareholders of SGL which is the sole shareholder of PDML.

(v) Shareholding Interests of Directors in other Fiji public companies
PDML Directors’ and Senior Management’s shareholdings in public companies the past two years are detailed below:
(vi) **Documents available for inspection**
Copies of the following documents are available for inspection by shareholders during normal office hours (9am to 5pm) at the registered office of the Company:

**Company Details**
- Certificate of Incorporation;
- Articles of Association of the Company;
- Reserve Bank of Fiji (RBF) approval;
- Company structure;
- Shareholders list;
- Business licence;
- Corporate governance policies;
- Details of directors and key management personnel;
- Directors register of interest forms and the ‘Fit and Proper’ form required under the Capital Markets Policy Statement No 6.;
- Other material contracts.

**Financial details**
- Audited financial statements of the Company for the past three financial years;
- Projected financial statements for the three years ending 31st July 2019, 2020 and 2021.

(vii) **Independent accountants**
KPMG have acted as independent accountants. They have given and have not, before the delivery of a copy of this Prospectus for registration, withdrawn their written consents for the inclusion of their name as independent accountants of the Company in the form and context in which it is included.

(viii) **Solicitors**
The Company’s solicitor is Munro Leys Law who have given and have not, before the delivery of a copy of this Prospectus for registration, withdrawn their written consents for the inclusion of their name as solicitors of the Company in the form and context in which it is included. To the maximum extent permitted by law, Munro Leys disclaims all liabilities in respect of, makes no representations and takes no responsibility for, any statement in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named.

(ix) **Pending litigation**
There is no current material litigation or arbitration, including those pending or threatened, nor any facts likely to give rise to any proceedings which may materially affect the business/financial position of the Company.

(x) **Material acquisitions and expansion**
There have not been any material acquisitions and or expansions by the Company since the last balance date, which have not been detailed elsewhere in this Prospectus.

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Public Company(s) in which a Shareholder</th>
</tr>
</thead>
<tbody>
<tr>
<td>David George Skeggs</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Nigel James Skeggs</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Bryan John Skeggs</td>
<td>Director</td>
<td>-</td>
</tr>
<tr>
<td>Cynthia Rasch</td>
<td>General Manager</td>
<td>-</td>
</tr>
</tbody>
</table>
(xi) Key director details

<table>
<thead>
<tr>
<th>Name</th>
<th>Age (Years)</th>
<th>Residential Address</th>
<th>Date of Initial Appointment</th>
<th>Expiry of Current Appointment</th>
</tr>
</thead>
<tbody>
<tr>
<td>David George Skeggs</td>
<td>56</td>
<td>32 Butel Road, RD 1, Queenstown 9371, New Zealand.</td>
<td>06 November, 1998</td>
<td>2019 AGM</td>
</tr>
<tr>
<td>Nigel James Skeggs</td>
<td>41</td>
<td>1 Paradise Point, Denarau Island, Fiji</td>
<td>29 August, 2008</td>
<td>2020 AGM</td>
</tr>
<tr>
<td>Bryan John Skeggs</td>
<td>65</td>
<td>18 Bisley Avenue, Tahunanui, Nelson, New Zealand</td>
<td>01 June, 2016</td>
<td>2021 AGM</td>
</tr>
</tbody>
</table>

(xii) Governing Law
This Prospectus and the contracts that arise from the acceptance of applications under this Prospectus are governed by the laws applicable in Fiji and each applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Fiji.

(xiii) Other information
Aside from selling fees payable to the Investment Advisor as detailed in this document, the remuneration of the consultants or experts listed in the Corporate Directory is not dependent on the success or otherwise of the Offer.

There is no other information that the Company believes to be necessary or material enough and important that needs to be disclosed in this Prospectus that a prospective investor needs to pay attention to.

*Directors retire by rotation under the Articles of Association, and may offer themselves for re-election.*
Guide to Investors

The following questions and answers are provided as a guide and should not be taken as providing securities recommendations or investment advice. PDML strongly recommends that you seek detailed advice from your investment adviser prior to making any investment decision concerning PDML shares.

(i) **What does owning shares mean?**
Owning a share means you become a shareholder or part-owner of the Company.

(ii) **What are my rights or entitlements as a shareholder?**
Your rights as a shareholder include:

- the right to participate in the profits of the Company through dividends if and when dividends are declared;
- the right to any issuance of bonus shares (if issued) to capitalise retained earnings for re-investment back into the Company;
- the right to attend and where applicable to vote, at shareholders’ meetings; and
- the entitlement to the proceeds on a pro-rata basis rising out of the winding up of the Company once all creditors are satisfied.

(iii) **How can I buy or dispose shares?**
The Company intends to achieve a stock exchange listing, which will allow shareholders to buy and sell shares freely.

In addition, PDML’s share registry will be maintained by the South Pacific Stock Exchange’s Central Share Registry (CSRL). CSRL will handle the recording of any changes in shareholding, the issue and replacement of share certificates, if applicable, processing of dividend payments, maintenance of shareholder records and related matters.

(iv) **How do I gain financially from owning shares?**
There are two financial benefits which may arise from the ownership of shares namely:

- Income return in the form of dividends paid on the shares; and
- Growth return in the form of capital growth if the share price rises.

The Board will determine whether or not dividends are paid during or after each financial year based on various conditions. The amount of dividends may vary from year to year or might not even be paid in any particular year. The share price is dependent on many factors and may fluctuate up or down. In general, shares should not be considered as a short term investment.

(v) **What are some other benefits of investing in shares quoted on the SPX?**
As at the date of this Prospectus, the taxation laws of Fiji stipulate that dividends paid by companies listed on the SPX are exempt from income tax. In addition, a capital gain made on disposal of shares quoted on the SPX is exempt from capital gains tax.

This summary is based on the tax laws in Fiji in force at the time of issue of this Prospectus, which may change. This summary does not take into account the tax law of countries other than Fiji. This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. Given that the precise implications of ownership or disposal of Shares will depend upon each investor’s specific circumstances, investors should obtain independent advice on the taxation implications of holding or disposing of shares, taking into account their specific circumstances (including whether they are tax resident in Fiji).

(vi) **How is a dividend declared and paid?**
The Board determines how much out of the Company’s profits is required for reinvestment in the Company and how much can be reasonably paid out to the shareholders in the form of dividends.
A final decision is then made on how much dividends to declare, accounting for various criteria and conditions. There is a set time period in which dividends once declared must be paid out to shareholders. Dividend payments will be processed by the South Pacific Stock Exchange’s Central Share Registry (CSRL).

(vii) **What affects the value and price of shares?**

The price of Shares quoted on the SPX may rise or fall and the shares may trade below or above the Offer Price due to various factors including:

- the financial performance of the Company;
- the dividend policy of the Company;
- profit outlook assessments for the Company;
- the financial position of the Company;
- the risk factors relevant to the Company; and
- the tax status of PDML dividends and trading in PDML shares.

There is no assurance that the price of the Shares will increase following quotation on the SPX, or that the Shares will be actively traded, even if PDML’s earnings meet or exceed forecasts. Other factors which may negatively affect investor sentiment and influence PDML’s share price specifically or the stock market generally include acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man made or natural events.

**Further Notice to Investors**

Investors are advised that no person other than the Company is authorised to give any information or to make any representation that is not contained in this Prospectus and such information not contained herein shall not be relied upon as having being authorised by the aforementioned parties.

The information contained in this Prospectus shall not under any circumstances imply that it is correct as of any date subsequent to the date hereof or constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs, conditions and prospects of the Company of the shares since the date of this Prospectus.

Should there be any material change that occurs and which are required to be disclosed by law or the RBF, the Company if so required will issue and lodge an amendment to this Prospectus or provide a reasonable supplementary document or replacement document and take immediate steps to comply with the said requirements.

Investors should take notice of such announcements and documents upon their release. The release of such documents and announcements shall be deemed to be valid notice of such changes. All investors should be aware that they may be required to bear the risk of an investment in the shares for an indefinite period of time.

No representation or undertaking is made by either the Company, its Sponsor/Offer Manager or their respective affiliates, directors, officers, employees, agents, representatives or advisors to any investor in the shares regarding the legality of an investment by such investor under appropriate legal, investment or similar laws.

The Prospectus is solely issued for the purpose of the Offer and all investors in the shares should not construe the contents contained herein or its appendices as legal, business financial or tax advice. All investors are encouraged to consult their own professional advisers on the legal, tax, business, financial and other aspects relating to an investment in the shares of the Company.
The distribution of this Prospectus and the Offer, purchase, sale or transfer of the shares may be restricted by law in certain jurisdictions and accordingly all investors must at their own expense make themselves knowledgeable of such restrictions and without the liability to the Company or the Sponsor/Offer Manager.

The Prospectus does not constitute an offer of, or an offering to purchase, any shares in any jurisdiction in which such offer or offering would be unlawful and any person in possession of this Prospectus shall not circulate to any other person, reproduce or otherwise distribute this Prospectus or any information contained herein for any purpose other than intended for by the Company or its Sponsor/Offer Manager.

The Prospectus contains information that relates to future projections and/or statements. Whilst due care has been exercised in deriving such judgements or projections, actual results or performances in relation to such assumptions might actually differ and therefore, all investors are advised to exercise caution when relying on such assumptions and/or projections. It is advised that all investors should, at their own expense, perform their own due diligence on these projections and assumptions prior to making any decision to purchase shares. The assumptions have been drawn up based on current existing market conditions, existing regulatory and tax environment and laws, current trend in foreign currency fluctuations and other conditions deemed necessary by the Company.

As a result of the risks and uncertainties that may cause these future projections to differ from the actual performance or achievements whether materially or otherwise, it is strongly advisable that no undue reliance is placed on such statements.
Statement by the Directors

After due enquiry, the directors confirm that in their opinion, during the period between the date of the last audited financial statements for the half year ended 31 January, 2019 of the Company and the date of the Prospectus, there have arisen no circumstances, except as disclosed elsewhere in this Prospectus, that would materially adversely affect:

(a) the trading or profitability of the Company; or
(b) the value of its assets; or
(c) the Company having sufficient working capital, including bank facilities, to last at least 12 months and to pay its liabilities due within the next 12 months.

After making due enquiry, the directors and management named in Section 4 of this document, meet the requirements under the Reserve Bank of Fiji’s Capital Markets Supervision Policy Statement No. 6 “Fit and Proper Requirements for Licensed Intermediaries and Issuers”. The directors and management having been gauged accordingly, are clear of submissions of any kind under bankruptcy or insolvency laws current or prior to their engagement with the Company. It has also been found that the directors and management have neither been convicted nor subject to any criminal proceedings, order, judgement or ruling of any court of competent jurisdiction or the RBF to have acted partially or fully in misconduct of any kind.

The directors have viewed and approved this Prospectus. They collectively and individually accept full responsibility for the accuracy of the information therein. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading. The directors undertake that they will advise the RBF of any material change with regard to the information contained in this Prospectus after the date hereof at any time prior to the Offer Closing Date.

This Prospectus is dated on the ………8th……. day of ………July……. 2019 and is signed and authorised by all the directors of Port Denarau Marina Limited.

Mr. David George Skeggs          Mr. Nigel James Skeggs  Mr. Bryan John Skeggs
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: Port Denarau, Denarau Island, Fiji
Phone: 675 0600
Fax: 675 0063
Email: nigel@denaraumarina.com

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

Independent Accountants: KPMG
BSP Suva Central
Renwick Road
Suva

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

Investment Advisor & Offer Manager: Kontiki Capital Limited
Level 2, Plaza 1, FNPF Boulevard
33 Ellery Street
Suva

Capital Markets Regulator: Reserve Bank of Fiji
Tower 4, RBF Building
Pratt Street
Suva

Securities Exchange: South Pacific Stock Exchange
Level 2, Plaza 1, FNPF Boulevard
33 Ellery Street
Suva

Share Registry: Central Share Registry Limited
Level 2, Plaza 1, FNPF Boulevard
33 Ellery Street
Suva
Please read the instructions below carefully before completing the Forms on the following pages.

**GENERAL**

1. Please complete the PDML Application Form and Client Information (CI) Form below. The CI Form is required by the South Pacific Stock Exchange’s Central Share Registry, which will hold all records for PDML shareholders.

2. Also provide the documentation listed below with the completed forms:
   - Valid Photo ID:
   - Confirmation of Citizenship (foreign investors are to provide a certified copy of Passport(s))

3. Your completed PDML Application Form, CI Form and payment for shares should be received by the Offer Manager no later than 5pm on **Tuesday, 6 August, 2019**.

4. The Offer Period may be extended or closed (after the Offer is open) at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

5. Forms should be hand-delivered, mailed or emailed to:
   Kontiki Capital Ltd
   Level 2, Plaza 1, FNPF Boulevard
   33 Ellery Street
   GPO Box 17904
   Suva
   Email: broking@kontiki.com.fj

6. Payment should be made as follows:
   a. If paying by personal or bank cheque, please make out to **Kontiki Portfolio Services Ltd – PDML Share Subscription Account** and deliver or mail to the above address.
   b. If paying by direct deposit, please make payment to the account below:
      - **Bank Name**: Bank of the South Pacific
      - **Bank Address**: BSP Damodar City Branch
      - **Swift Code**: BOSPFJFJ
      - **BSB Number**: 069-033
      - **Acc. Name**: Kontiki Portfolio Services Limited
      - **Acc. Number**: 9914404
NOTICE TO APPLICANTS

By completing an Application Form to apply for Shares, you are providing personal information to PDML through CSRL, which is contracted by PDML to manage registry services for PDML shareholders. PDML and CSRL on behalf of PDML, may collect, hold and use that personal information in order to process your application, effect legal transfer of shares, service your needs as a shareholder, provide facilities and services that you request and carry out appropriate administration. If you do not provide the information requested in the Application Form, PDML and CSRL may not be able to process or accept your application.

Your personal information may also be used from time to time to inform you about other products and services, which PDML and/or CSRL consider may be of interest to you. Your personal information may also be provided to the Company’s agents and service providers on the basis that they deal with such information in accordance with applicable laws.

The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are: the Share Registry for ongoing administration of the Shareholder register; printers and other companies for the purpose of preparation and distribution of statements and for handling mail; and legal, accounting, audit and other contractors, consultants or other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

If an Applicant becomes a Shareholder, the Companies Act 2015 requires PDML to include information about the Shareholder (including Shares held) in its shareholders register. If you do not provide all the information requested, your Application Form may not be able to be processed. The information contained in the shareholders register may remain there even if that person ceases to be a shareholder. Information contained in the shareholders register is also used to facilitate dividend payments and corporate communications (including information on financial results and annual reports and other information that the Company may wish to communicate to its shareholders) and for compliance by PDML with legal and regulatory requirements.

By submitting an application with monies, you declare that

1. You understand that SGL reserves to itself the sole right as to whether to accept or reject any application for shares. The acceptance of applications, quantity and the allocation is at the discretion of SGL.

2. You have received a copy of the Prospectus and agree that all information, details made in this application are complete and correct and bound by all the terms and conditions of the sale of the shares set out in the Prospectus.

3. You agree to be bound by the Articles of Association of PDML.

4. You authorise SGL and the Share Registry to complete and execute any documents, if necessary, to transfer the shares to you.

5. You represent and warrant that:

   (a) You are over the age of 18 and not under any legal disability. Where any information is provided about another person, that person’s consent has been obtained to provide that information to PDML.

   (b) The laws of Fiji and/or any other place do not prohibit you from being given the Prospectus or making an application or acquiring shares in PDML.

6. Neither PDML nor any person or entity guarantees any particular rate of return on the shares, nor do they guarantee the repayment of capital.

7. If the Offer does not proceed, all application monies will be returned without interest. If the number of shares allocated is fewer than the number applied for, surplus monies will be refunded following the closing of the Offer. Interest will not be paid on the monies refunded.

By returning submitting the application form together with a cheque or a cash payment for the amount payable in respect of the shares, you have accepted the terms and conditions of this Offer including the representations and warranties set out above. Failing to sign the form will not prevent a contract to purchase shares being formed.
**Port Denarau Marina Limited**

**Application Form**

<table>
<thead>
<tr>
<th>Investor Name:</th>
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<table>
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<tr>
<th>Shares Applied for:</th>
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<table>
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<tr>
<th>Payment:</th>
<th>$</th>
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<tbody>
<tr>
<td>$1.31 x No of shares applied for above</td>
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<table>
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<tr>
<th>Payment Method (Tick one)</th>
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</thead>
<tbody>
<tr>
<td>1. Personal / bank cheque</td>
<td></td>
</tr>
<tr>
<td>2. Direct Deposit</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Your Broker (Tick one if applicable)</th>
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<tbody>
<tr>
<td>1. Kontiki Stockbroking</td>
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<tr>
<td>2. FijiStock Brokers</td>
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<tr>
<td>3. FHL Securities</td>
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<table>
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<tr>
<th>Investor Category (Tick one)</th>
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<tbody>
<tr>
<td>1. Employee of Port Denarau Marina Ltd</td>
<td></td>
</tr>
<tr>
<td>2. Tenant of Port Denarau Marina Ltd</td>
<td></td>
</tr>
<tr>
<td>3. Other</td>
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</tr>
</tbody>
</table>

**Declaration:**

I have read the Prospectus and agree to be bound by the provisions of the Prospectus upon acceptance of my application

_________________________________________  _______________________________
Signature       Date
Client Information Form

Section A: Details of Investor (If Natural Person(s))

Type:  
- Individual  
- Joint/ Family  
- Trustee

Full Name(s): 
Date of Birth:  
Citizenship: 
Gender:  
- Male  
- Female  
Residency: 
Tax Identification Number (If Fiji Citizen): 
Shareholder Identification Number (SIN) - if existing:

Section B: Details of Investor (If Company, Institution, Group, Trust, Others)

Type:  
- Institution/ Company  
- Group/ Club  
- Co-operative  
- Mataqali  
- Province  
- Tikina  
- Yavusa  
- Trust

Nature of Business: 
Registered Name: 
Date of Incorporation:  
Place of Registration: 
Authorised Officers/Trustees: 
Tax Identification Number (If Fiji Registered): 
Shareholder Identification Number (SIN) - if existing:

Section C: Contact Details

Residential Address
Street: 
Suburb: 
Town/City: 
Country: 
Geographical Location:  
- Central/Eastern  
- Northern  
- Western

Postal Address: 
Phone Contact:  
- Mobile:  
- Home/Work: 
Email Address:  
or failing this
Section D: Additional Information

DIVIDEND MODE *(Please indicate only one mode below with relevant details)*

- [ ] Direct Deposit
  - Bank:
  - Account Name:
  - Account Number:

- [ ] Telegraphic Transfer
  - Bank:
  - Account Name:
  - Account Number:
  - Bank Address:
  - BSB:
  - SWIFT BIC:

- [ ] Bank Draft
- [ ] Not-Negotiable Cheque in FJD - dispatch to the postal address given
- [ ] Re-Invest (if option available)

*Note: Dividends will be remitted in Fijian Dollars. Please contact CSRL should you wish to receive dividends in foreign currency*

DESPATCH OF SHAREHOLDER NOTICES AND ANNUAL REPORT *(Please indicate only one mode below)*

- [ ] Via Mail - despatch to the postal address given
- [ ] Via Email - despatch to the email address given
- [ ] Counter Collect from Stockbroker

DESPATCH OF STATEMENT OF SHAREHOLDING *(Please indicate only one mode below)*

- [ ] Via Mail - despatch to the postal address given
- [ ] Via Email - despatch to the email address given
- [ ] Counter Collect from Share Registry
- [ ] I will access directly from Online Shareholder Portal

SHAREHOLDER ONLINE PORTAL

- [ ] Register me for the Online Shareholder Portal and provide first time log-in details via email address given

*Note: The shareholder Online Portal is an online platform that allows security to register their profile and keep track of their investments. The use of the portal is subject to your agreement on the terms and conditions of use which can be accessed via the CSRL website: [www.CSRL.com.fj](http://www.CSRL.com.fj)*
Welcome Aboard

www.denaraumarina.com