



**SECURITIES ACT (DENARAU VILLAS LIMITED AND OTHERS)  
EXEMPTION NOTICE 1997**

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PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

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NOTICE

**1. Title and commencement**—(1) This notice may be cited as the Securities Act (Denarau Villas Limited and Others) Exemption Notice 1997.

(2) This notice comes into force on the day after the date of its notification in the *Gazette*.

**2. Interpretation**—(1) In this notice, unless the context otherwise requires,—

“The Act” means the Securities Act 1978:

“Company” means—

(a) Denarau Villas Limited:

(b) Tabua Investments Limited:

“Joint venturers” means the persons promoting the proposed development as an unincorporated joint venture:

“Proposed development” means the development to be undertaken by the company on the native land that is—

(a) Situated in the District of Nadi, in the Island of Viti Levu, Fiji; and

(b) Described as being Lot 1 on Deposited Plan 4946; and

(c) Subject to a registered native lease:

“The Regulations” means the Securities Regulations 1983:

“Specified security” means—

(a) An equity security issued in connection with the proposed development:

(b) A participatory security that comprises a registered sublease in respect of a villa to which the proposed development relates:

(c) A participatory security that confers upon the owner of a villa rights to use the facilities to which the proposed development relates designated by the joint venturers for use by all owners of villas:

(d) A participatory security that confers upon the owner of a villa rights to participate in money held by the company or a trustee in respect of rental received from all of the villas:

“Villa” means a villa that is to be constructed as part of the proposed development.

(2) Any term or expression that is not defined in this notice, but that is defined in the Act or the Regulations, has the meaning given to it by the Act or the Regulations.

**3. Denarau Villas Limited and others exempted from compliance with sections 37 (2) and 37A (1) (e) of the Securities Act 1978—**

(1) Each company, the joint venturers, and every person acting on behalf of any or all of them are exempted from compliance with the provisions of sections 37 (2) and 37A (1) (e) of the Act in respect of any offer by the company of specified securities.

(2) That exemption is subject to the conditions that—

(a) It is a term of the contract entered into between a subscriber of specified securities and the offeror of specified securities that upon allotment of the specified securities the subscriber will receive a registrable memorandum of transfer of sublease and sublease in respect of the subscriber’s villa; and

(b) Each subscription for specified securities and any interest on that subscription are held in trust in 1 or more trust accounts until—

(i) The subscriber of those securities receives a registrable memorandum of transfer of sublease and sublease in respect of the subscriber’s villa; and

(ii) The satisfaction of any other condition relating to the receipt by the offeror of the purchase price for the specified securities contained in the registered prospectus relating to the offer of the specified securities; and

(c) The amount specified in the registered prospectus as the minimum amount that must be raised by the issue of the specified securities is subscribed for by the date that is 8 months after the specified date of the first registered prospectus relating to the offer of specified securities and is due to be paid to, and received by, the company not later than the date of allotment of the securities; and

(d) The trust accounts referred to in paragraph (b) are audited at least annually and are maintained by—

(i) A Solicitor of the High Court of New Zealand; or

(ii) A Solicitor of the Supreme Court of Queensland; or

(iii) A Solicitor of the High Court of Fiji; or

(iv) A Trustee Corporation or a person approved by the Commission to act as a trustee under section 48 of the Act; and

(e) No allotment of specified securities is made if the date of the allotment would be more than 24 months after the specified date of the first registered prospectus relating to the offer of the specified securities; and

(f) The company is required, during the period from the date of subscription to the date of allotment of the specified securities, to inform subscribers of the securities in writing, of any circumstances that materially affect the subscribers or their securities; and



## EXPLANATORY NOTE

*This note is not part of the notice, but is intended to indicate its general effect.*

This notice, which comes into force on the day after the date of its notification in the *Gazette*, exempts Denarau Villas Limited and others, subject to conditions, from compliance with sections 37 (2) and 37A (1) (e) of the Securities Act 1978 and clause 1 (4) of the First Schedule, and clause 1 (4) of the Third Schedule, of the Securities Regulations 1983, in the case of offers of equity and participatory securities relating to the proposed development at Nadi, Fiji.

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Issued under the authority of the Acts and Regulations Publication Act 1989.  
Date of notification in *Gazette*: 3 July 1997.  
This notice is administered in the Securities Commission.