



Viva Leisure Group

Interim Financial Statements for the Half-Year Ended 31 December 2020

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DIRECTORS' REPORT

The Directors of Viva Leisure Limited (Viva Leisure) present their Report together with the financial statements of the Consolidated Entity, being Viva Leisure Limited (the Company) and its controlled entities (Viva Leisure Group or the Group) for the half-year ended 31 December 2020.

Directors

The following persons were Directors of Viva Leisure during or since the end of the financial half-year:

- Harry Konstantinou
- Bruce Glanville
- Rhys Holleran (appointed 30 September 2020)
- Mark McConnell (retired 6 November 2020)
- Susan Forrester (retired 31December 2020)

Review of Operations and Financial Results

The Group recorded a loss of \$3,302,676 (2020: profit of \$1,176,678).

During the half-year ended 31 December 2020, the following events took place:

- Credit terms were agreed with the Commonwealth Bank of Australia in relation to a \$35.35m five-year senior secured facility, comprising a \$25m Market Rate Loan facility (currently drawn to \$7.62m) to assist in financing future acquisitions, a bank guarantee facility and a direct debit facility
- Completed two separate acquisitions comprising:
 - The assets of FitHQ, a health club based in Campbelltown NSW
 - 100% of the issued capital of Australian Fitness Management Pty Limited, the master franchisor for the Plus Fitness group of health clubs
- Completed a fully underwritten \$30m equity raising by way of an institutional placement of approximately 10.34m ordinary shares at \$2.90

The impact of AASB 16 on the result to 31 December is shown in the table below.

Purfit and Large (cm)	HY 2021	AASB16	HY 2021	HY 2020	AASB16	HY 2020
Profit and Loss (\$m)	Statutory	Impact	(pre AASB16)		Impact	(pre AASB16)
Revenue	35.95	0.00	35.95	22.99	0.00	22.99
EBITDA	14.23	(8.65)	5.58	10.34	(4.73)	5.61
Depreciation and Amortisation	12.91	(9.07)	3.84	5.90	(4.36)	1.54
EBIT	1.32	0.42	1.74	4.44	(0.37)	4.07
Finance Costs	5.82	(5.22)	0.60	2.97	(2.70)	0.27
Profit Before Tax	(4.50)	5.64	1.14	1.47	2.33	3.80
Income Tax Expense	(1.20)	1.69	0.49	0.29	0.70	0.99
Net Profit After Tax	(3.30)	3.95	0.65	1.18	1.63	2.81
Earnings per share (basic - cents)	(4.52)	5.40	0.88	2.19	3.04	5.23

COVID-19 Impacts

As was reported as part of the 2020 Annual Report, all of Viva Leisure Limited's clubs were closed at Midday 23rd March 2020 in accordance with the Commonwealth Government directive.

The Company took immediate steps to mitigate exposure to ongoing costs, seek alternative revenue opportunities and to preserve cash:

- Wage costs reduced significantly by the stand down of significant numbers of staff during this period of closure, supported by the JobKeeper incentive
- Removed significant controllable costs from the business



- Senior CBA loan facility and existing finance lease payment obligations were deferred for six months
- Rent negotiations commenced using the Mandatory Code of Conduct as a backdrop
- Delayed all un-committed capital works on rollouts
- Activated 'at home' work-out and work-in options via apps for members at a reduced rate to provide some certainty of service, income for the business and retain contact with members

From 1 July 2020, substantial trading restrictions continued with different conditions applying across the states:

ACT:

- From 19 June to 9 August, Viva was required to staff its clubs at all times they were open. As it was impractical
 to open on a 24 hours basis, opening hours were shortened, and staff costs increased significantly reflecting
 the additional staff hours required
- Until 2 December, clubs were only allowed a maximum of 25 members per site unsupervised

QLD:

• From 2 July to present clubs are only allowed a maximum of 25 members per site unsupervised. The result of this is extended staffing hours at clubs which have demand for more than 25 members at a time.

NSW:

- From 13 June to 22 October, Viva was required to employ COVID Marshals at all opening times, a maximum of 1 member per 4 sqm at all times was applied, and group classes were restricted to 20 members
- From 23 October to present, there is a maximum cap on members of 1 member per 4 square metres during staffed hours, and 1 member per 8 square metres during unstaffed hours. In Greater Sydney, class sizes are still restricted to 20 members

VIC:

- All facilities closed until October (regional Victoria) and November (Greater Melbourne). Once opened, clubs
 were subject to ongoing restrictions of mandatory COVID Marshals at all opening times and member numbers
 restricted to 10 or 20 depending on location, until 6 December.
- From 7 December to present, there is still a maximum cap on members of 1 member per 4 square metres during staffed hours, and 1 member per 8 square metres during unstaffed hours

During this period, the Group suffered a significant reduction in the rate of new members joining and an increase of voluntary suspension by existing members. The effect of these restrictions led to lower revenues over the period of July to December. In addition, the requirement to staff each club with COVID Marshals for a period, and the considerable increase in cleaning costs, and wages costs referred to above, and higher than normal use of cleaning products, impacted the financial result.

The Group ceased to be entitled to government support, principally, but not limited to Jobkeeper program ending on 30 September.

In addition, the Australian Fitness Management business suffered a reduction in Franchise Fees (clubs closed by reason of government direction) and lower than normal territory rollouts due to uncertainty across the sector.

Over the period to 31 December, the Viva Group opened 16 new clubs and experienced much lower than normal member take-up for these locations, while in many cases carrying full wages and rent costs, depressing our revenues and increasing the Group's overall cost base.

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the group operates.

Revenues and profits were significantly impacted during the affected period and where appropriate this has been addressed in the specific notes, estimates and judgements in the Financial Statements. There continues uncertainty with respect to future events or circumstances which may impact trading and consequential financial results of the consolidated entity.



Earnings per Share

	31 DEC 2020	31 DEC 2019
Basic earnings per share (cents)	(4.52)	2.19
Basic earnings per share (cents) (excluding impacts of AASB16)	0.88	5.23
Diluted earnings per share (cents)	(4.32)	2.08
Diluted earnings per share (cents) (excluding impacts of AASB16)	0.84	4.96

This directors' report is signed in accordance with a resolution of the Board of Directors:

Director Harry Konstantinou

Dated this 24th day of FEBRUARY 2021.



AUDITORS INDEPENDENCE DECLARATION



VIVA LEISURE LIMITED AND CONSOLIDATED ENTITIES ABN 76 607 079 792

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF VIVA LEISURE LIMITED

SYDNEY

Level 40 2 Park Street Sydney NSW 2000 Australia

Ph: (612) 9263 2600 Fx: (612) 9263 2800

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Viva Leisure Limited. As the lead audit partner for the review of the financial report of Viva Leisure Limited for the half-year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

Hall Chadwick (NSW)

Hall Chadwick Level 40, 2 Park Street Sydney NSW 2000

Lumas

Sandeep Kumar

Partner

Date: 24 February 2021

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

		31 DEC 2020	31 DEC 2019
	Note	\$	\$
Revenue	2	35,366,574	22,384,579
Other income		582,447	601,182
Rental expense		(63,395)	(59,241)
Employee benefits expense		(10,817,730)	(6,770,546)
Bank Charges		(526,384)	(295,947)
Advertising and marketing costs		(893,901)	(609,361)
Utilities and cleaning		(3,116,265)	(1,590,507)
Licences and subscriptions		(880,036)	(393,348)
Insurances		(163,133)	(109,537)
Repairs and maintenance		(493,933)	(344,662)
Professional fees		(104,740)	(39,863)
Depreciation and amortisation expense	2	(12,909,718)	(5,903,796)
Finance costs	2	(5,825,033)	(2,970,367)
Costs of acquisitions, debt facility and capital raise	2	(238,175)	(273,993)
Other expenses		(4,422,555)	(2,157,663)
(Loss) / Profit before income tax		(4,505,977)	1,466,930
Tax benefit / (expense)		1,203,302	(290,252)
(Loss) / Profit for the half-year		(3,302,675)	1,176,678
Total other comprehensive income for the half-year		-	-
Total comprehensive income for the half-year		(3,302,675)	1,176,678

The accompanying notes form part of these financial statements.

EARNINGS PER SHARE	31 DEC 2020	31 DEC 2019
Basic earnings per share (cents)	(4.52)	2.19
Diluted earnings per share (cents)	(4.32)	2.08



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

NOTE	31 DEC 2020	30 JUNE 2020
	\$	\$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	35,275,742	30,103,095
Trade and other receivables	2,406,986	2,652,313
Inventory	874,901	-
Other current assets	3,762,160	2,972,356
TOTAL CURRENT ASSETS	42,319,789	35,727,764
NON-CURRENT ASSETS		
Property, plant and equipment	39,915,479	28,646,732
Right of use assets	180,819,327	176,881,777
Intangible assets	39,284,572	20,529,715
Deferred tax assets	61,130,782	57,726,670
TOTAL NON-CURRENT ASSETS	321,150,160	283,784,894
TOTAL ASSETS	363,469,949	319,512,658
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	7,616,669	5,096,543
Borrowings	1,520,000	1,272,500
Lease liabilities - equipment	4,445,088	2,829,812
Lease liabilities – rental properties	14,995,328	11,999,851
Contract liabilities	4,084,351	863,350
Current tax liabilities	1,564,880	704,386
Provisions	2,019,744	1,655,033
TOTAL CURRENT LIABILITIES	36,246,060	24,421,475
NON-CURRENT LIABILITIES		
Borrowings	6,104,000	6,716,000
Lease liabilities - equipment	13,353,533	11,691,199
Lease liabilities – rental properties	159,297,525	156,106,231
Provisions	5,352,416	4,476,841
Deferred tax liabilities	53,761,911	52,784,151
TOTAL NON-CURRENT LIABILITIES	237,869,385	231,774,422
TOTAL LIABILITIES	274,115,445	256,195,897
NET ASSETS	89,354,504	63,316,761
EQUITY		
Issued capital	116,538,248	87,375,694
Reserves	(21,547,521)	(21,725,385)
Retained earnings	(5,636,223)	(2,333,548)
TOTAL EQUITY	89,354,504	63,316,761
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The accompanying notes form part of these financial statements.



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	Share Capital	Reserves	Retained Earnings	Total
	\$	\$	\$	\$
For the half-year ended 31 December 2020				
Balance at 1 July 2020	87,375,694	(21,725,385)	(2,333,548)	63,316,761
Issue of share capital, net of transaction costs and tax	29,162,554	-	-	29,162,554
Exercise of share options	134,000	-		134,000
Share option premium reserve	-	43.864	-	43,864
Transactions with owners	29,296,554	43,864	-	29,340,418
Loss for the period	-		(3,302,675)	(3,302,675)
Total comprehensive profit for the year attributable to members of the entity	-	-	(3,302,675)	(3,302,675)
Total transactions with owners and other transfers	29,296,554	43,864	(3,302,675)	26,037,743
Balance at 31 December 2020	116,672,248	(21,681,521)	(5,636,223)	89,354,504
			B. C. C.	T (1)
	Share Capital	Reserves	Retained Earnings	Total
	\$	\$	\$	\$
For the half-year ended 31 December 2019	· ·	<u> </u>		
,				
Balance at 1 July 2019	43,715,691	(21,430,110)	3,476,478	25,762,059
Cumulative adjustment upon adoption of new accounting standard – AASB 16	-	-	421,354	421,354
Balance at 1 July 2019 restated	43,715,691	(21,430,110)	3,897,832	26,183,413
Issue of share capital, net of transaction costs and tax	19,405,000	-	-	19,405,000
Common control reserve arising from group restructure	-	(315,559)	-	(315,559)
Share option premium reserve	-	20,284	-	20,284
Transactions with owners				
	19,405,000	(295,275)	-	19,109,725
Profit for the period	19,405,000	(295,275)	1,176,678	1,176,678
	19,405,000	(295,275)	1,176,678 1,176,678	
Profit for the period Total comprehensive profit for the year attributable to	19,405,000	(295,275) - - (295,275)		1,176,678



CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2020

	31 Dec 2020	31 Dec 2019
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	43,380,501	25,372,046
Payments to suppliers and employees	(25,443,724)	(12,619,451)
Interest received	51,999	125,858
Interest paid	(5,825,033)	(2,951,753)
Income tax paid	-	(794,773)
Net cash provided by operating activities	12,163,743	9,131,927
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(13,391,776)	(6,984,144)
Proceeds from sale of property, plant and equipment	(13,331,770)	116,441
Purchase of intangibles	(332,930)	(210,982)
Payments for business combinations, net of cash acquired	(17,428,307)	(3,866,074)
Net cash (used in) investing activities	(31,153,013)	(10,944,759)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	30,134,000	20,000,000
Direct costs of issue of shares	(1,200,000)	(850,000)
Proceeds from borrowings	(1,200,000)	1,300,000
Repayment of borrowings	(364,500)	-
Repayment of lease principal	(4,407,583)	(5,925,516)
Net cash provided by / (used in) financing activities	24,161,917	14,524,484
Net increase in cash held	5,172,647	12,711,652
Cash at beginning of financial period	30,103,095	14,385,895
Cash at end of financial period	35,275,742	27,097,547

The accompanying notes form part of these financial statements.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Note 1 Summary of Significant Accounting Policies

a. Nature of Operations

Viva Leisure Limited and its Subsidiaries' (Viva Leisure Group or the Group) principal activities are health club services. No significant change in the nature of these activities occurred during the half-year ended 31 December 2020.

b. General Information and Basis of Preparation

The interim consolidated financial statements (the interim financial statements) of the Group are for the six months ended 31 December 2020 and are presented in Australian Dollars (\$AUD), which is the functional currency of the Parent Company. These general purpose interim financial statements have been prepared in accordance with the requirements of the Corporations Act 2001 and AASB 134 Interim Financial Reporting. They do not include all of the information required in annual financial statements in accordance with Australian Accounting Standards and should be read in conjunction with the consolidated financial statements and ASX announcements of the Group for the year ended 30 June 2020.

c. Accounting Policies

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements, except for those described below.

d. Revenue

Following the acquisition of Australian Fitness Management, the following additional revenue recognition policies are now applicable for the group

The group enters into franchise territory licence agreements, whereby franchisees pay an upfront five year territory licence fee, and ongoing monthly franchise fees. The licence fee consideration is received in advance of providing the services attaching to the licence, which is generally over a five year period, and is recognised as a contract liability. The monthly franchise fees are recorded as revenue as they are derived. The transaction price is determined with reference to the contract price as stated in the franchise agreement.

The group provides equipment to franchisees as part of establishing the territories. The equipment is invoiced in advance of the supply and is recognised as a contract liability until the point in time the franchise commences operation. On commencement of the franchises operation the revenue is recognised. The transaction price is determined by the amount invoiced to the franchise.

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument.

All revenue is stated net of the amount of goods and services tax.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Note 2 Profit for the Period

		31 Dec 2020	31 Dec 2019
		\$	\$
(;)	Davasus		
(i)	Revenue	24 792 695	22 204 570
	Revenue from contracts with customers	31,783,685	22,384,579
	Revenue from franchise operations	3,582,889	
		35,366,574	22,384,579
(ii)	Interest expense from borrowings at amortised cost		
	External entities	162,555	18,614
	Interest expenses for lease liabilities	5,662,478	2,951,753
		5,825,033	2,970,367
(iii)	Depreciation and amortisation		
	Depreciation expense	2,315,520	396,403
	Amortisation expense	184,208	295,160
	Depreciation of right of use assets	10,409,990	5,212,233
		12,909,718	5,903,796
(iv)	Legal and other professional costs related to the capital raise,		
	debt facility and acquisitions recognised as an expense in the consolidated statement of profit or loss and other comprehensive income	238,175	273,993



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2019

Note 3 Business Combinations

During the period the Group acquired 100% of the share capital of Australian Fitness Management Pty Limited.

	\$
Purchase consideration	
Amount settled in cash	18,266,408
Assets and liabilities acquired at fair value	
Property, plant and equipment	151,181
Other net identifiable assets /(liabilities) acquired	(377,564)
Goodwill	18,492,791
	18,266,408
Revenue and profit contribution from the date of acquisition until 31 December 2020	
Revenue	3,582,983
Profit before depreciation, amortisation, interest and tax	914,383
Revenue and profit contribution if consolidated from 1 July until 31 December 2020	
Revenue	5,079,382
Profit before depreciation, amortisation, interest and tax	1,025,251

Acquisition-related costs amounting to \$94,121 have been recognised as an expense in the consolidated statement of profit or loss and other comprehensive income.

The goodwill arising from these business combinations is not expected to be deductible for tax purposes.

Note 4 Segment reporting

The Company has determined that the Group operates one business segment, being health club services which represents the main service provided by the group. There are no other distinguishable components of the Group that are subject to risks and returns that are different from the main business segment, relating either to the nature, production, class, distribution or regulatory environment of the main service. In addition, the Company has determined that the Group operates in one geographic segment.

Note 5 Contingent Liabilities and Contingent Assets

Under the Share Sale Agreement relating to the acquisition of Australian Fitness Management Pty Limited, the Group will be required to make an additional payment to the vendors of up to \$2 million if certain hurdles are achieved. The Group has made no provision for this in its accounts as at 31 December.

Note 6 Events After the Reporting Period

The following event occurred after the reporting period:

 On 3 February 2021, the Group completed an acquisition of six health clubs in the Melbourne suburban metro area for consideration of \$6.143m

Note 7 Fair Value Measurement

Financial assets and financial liabilities measured at fair value in the statement of financial position are measured at amortised cost.



VIVA LEISURE GROUP DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Viva Leisure Limited, the directors of the company declare that:

- 1. The financial statements and notes, as set out on pages 6 to 13, are in accordance with the Corporations Act 2001, including:
 - a. complying with Accounting Standard AASB 134: Interim Financial Reporting; and
 - b. giving a true and fair view of the consolidated entity's financial position as at 31 December 2020 and of its performance for the half-year ended on that date.
- 2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Director Harry Konstantinou

Dated this 24th day of FEBRUARY 2021.



INDEPENDENT AUDITOR'S REVIEW REPORT

HALL CHADWICK (NSW)

SYDNEY

2 Park Street Sydney NSW 2000

Ph: (612) 9263 2600 Fx: (612) 9263 2800

VIVA LEISURE LIMITED AND ITS CONTROLLED ENTITIES ABN 76 607 079 792

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VIVA LEISURE LIMITED

Report on the Half-year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Viva Leisure Limited, which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes to the financial statements including a summary of significant accounting policies, other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Viva Leisure Limited does not comply with the *Corporations Act 2001*, including:

- giving a true and fair view of Viva Leisure Limited's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities section of our report. We are independent of the Company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001 has been provided to the directors of the Company.

Directors' Responsibility for the Half-Year Financial Report

The directors of Viva Leisure Limited are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the Company's financial position as at 31 December 2020 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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HALL CHADWICK (NSW)

VIVA LEISURE LIMITED AND ITS CONTROLLED ENTITIES ABN 76 607 079 792

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF VIVA LEISURE LIMITED

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Hall Chadwick (NSW)

Hall Chadwick (NSW) Level 40, 2 Park Street Sydney NSW 2000

Sandeep Kumar

Partner

Dated: 24 February 2021

Humar