



FUELING JAMAICA

# ANNUAL REPORT 2022





## TABLE OF CONTENT

Chairman Statement .....	1
Notice of AGM .....	3
Directors Report .....	6
CEO Statement .....	8
Board of Directors and Management Team .....	9
Corporate Governance .....	15
Management Discussion .....	20
Listing and Photo Highlights .....	24
Corporate Social Responsibility .....	30
Corporate Data .....	34
Shareholding listing .....	38
Notes (blank page) .....	39
Proxy Form .....	41
Audited Financials .....	44



**Dr. André Foote**  
Chairman of the Board of Directors  
Regency Petroleum Co. Limited

### Chairman's Statement

I would like to congratulate founder and CEO Andrew Williams along with the executive team of Regency Petroleum Co. Limited (RPL) on another successful year of developments that culminated in an initial public offering (IPO) on the Junior Market of the Jamaica Stock Exchange. This feat is quite notable considering that Regency completed its fourth year of operations in 2022 which was overshadowed largely by the COVID-19 pandemic during that period. The listing was accompanied by the strengthening of the company's governance framework through several qualified professionals who joined the board and served in other roles such as mentor and company secretary.

RPL is the vision of a brave man who set out on a journey to make a mark in Jamaica which is still in progress. The brand has continued to penetrate new markets on the Southern belt of the island and has become a staple in the Cornwall county. RPL grew its volumes in its liquified petroleum gasoline (LPG) and motor vehicle segments as the country rebounded with the removal of the final restrictions that limited commerce.

As chairman of RPL, I extend my appreciation to everyone who has contributed to the growth of RPL over these last four years. RPL will be making significant strides in the new financial year which will be achieved through determination, courage, and faith. We welcome customers, shareholders and other stakeholders to continue with us on our journey for greater opportunities in the coming years and beyond.

**Dr. André Foote**  
Chairman



# Notice of AGM



# Notice

NOTICE IS HEREBY GIVEN THAT THE 1ST ANNUAL GENERAL MEETING of the Company will be held on **MONDAY THE 11TH DAY OF SEPTEMBER 2023 AT 3:30 P.M. AT TERRA NOVA ALL SUITE HOTEL, 17 WATERLOO ROAD, KINGSTON, ST ANDREW** and electronically via an online platform which can be accessed via our website at [www.rplgas.com](http://www.rplgas.com) to consider and, if thought fit, pass the following Resolutions:

## ORDINARY BUSINESS

1. To Receive the Audited Accounts

### Resolution No. 1

"THAT the Audited Accounts and the Reports of the Directors and Auditors for the year ended December 31, 2022, be and are hereby adopted."

2. To elect Directors.

### Resolution No. 2:

"That the election of directors be made en-bloc."

### 3. Resolution No. 3:

a) Article 102 of the Company's Amended Articles of Incorporation provides that at the first Annual General Meeting of the Company all the directors (except the Managing Director) shall retire from office. The directors retiring under this Article are Directors Edgar Bennett, Andrew Cocking, Andre Foote, Radcliff Knibbs and Andrew Williams who being eligible offer themselves for re-election.

"THAT Directors Edgar Bennett, Andrew Cocking, Andre Foote, Radcliff Knibbs and Andrew Williams being all the directors of the Company who retire by rotation and are eligible for re-election be and are hereby re-elected as Directors of the Company en-bloc".

4. To fix the remuneration of the Directors.

### Resolution No. 4:

THAT the amount included in the Audited Accounts of the Company for the year ended December 31, 2022 as remuneration for their services as Directors be and is hereby approved.

5. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

### Resolution No. 5:

THAT McKenley & Associates, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.

## SPECIAL RESOLUTION

6. To change the name of the Company

THAT the name of the Company be and is hereby changed from REGENCY PETROLEUM CO. LIMITED to REGENCY PETROLEUM COMPANY LIMITED with the consent of the Registrar of Companies.

DATED THIS **2nd** day of **June** 2023

### BY ORDER OF THE BOARD

**Janice A.M Grant Taffe**

*Corporate Secretary*

**REGISTERED OFFICE: 93 Great George Street, Savanna la Mar, Westmoreland**

*A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A Proxy need not be a member of the Company.*

*If you are unable to attend, we enclose a Form of Proxy for your convenience. This should be completed and deposited with the Secretary at the Registered Office of the Company, at 93 Great George Street, Savanna-la-Mar, Westmoreland, not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamps and cancelled by the person signing the Proxy.*



# Directors' Report

The Directors are pleased to submit their Report and the Audited Financial Statements for the year ended December 31, 2022. The Financial Statements reflect the consolidated results of Regency Petroleum Co. Limited.

<b>OPERATING RESULTS:</b>	<b>2022 \$</b>	<b>2021 \$</b>
Profit before tax	72,836,017	77,116,257
Taxation	(16,508,484)	(18,168,477)
<b>Net Profit</b>	<b>56,327,533</b>	<b>58,947,780</b>
Shareholder's Equity at open:	72,355,694	13,407,914
Share Capital at open:	8,000	8,000
Shares issued	260,144,400	-
Share Capital at end:	260,152,400	8,000
Retained earnings at open:	72,347,694	13,399,914
<b>Net profit</b>	<b>56,327,533</b>	<b>58,947,780</b>
Retained earnings at close:	128,675,227	72,347,694
Shareholder's Equity at close:	388,827,627	72,355,694

## Dividends

No dividends were declared during the year ending December 31, 2022.

## Directors

Article 102 of the Company's Amended Articles of Incorporation provides that at the first Annual General Meeting of the Company (except the Managing Director) shall retire from office. The Directors retiring under this Article are Directors Edgar Bennett, Andrew Cocking, André Foote, Radcliff Knibbs and Andrew Williams, who being eligible offer themselves for re-election.

## Auditors

The retiring Auditors, McKenley & Associates, Chartered Accountants, having agreed to continue in office as Auditors will do so in accordance with the provisions of Section 154 of the Companies Act. A resolution authorizing the Directors to fix the remuneration of the Auditors will be presented at the Annual General Meeting.

**André Foote**  
Chairman

# CEO's Statement



On behalf of the Board of Directors, I present to you the performance and activities of Regency Petroleum Co. Limited or "RPL" in 2022.

**Dear Shareholders,**

2022 was a phenomenal year for RPL as we made several advancements to scale our business further despite the hurdles which were present locally. We purchased several new LPG cylinders and began work on the development of two new service stations in Westmoreland. This was facilitated by financing from GK Investments Limited and other parties which allowed RPL to make several moves needed to propel it forward in the current economic environment.

Although we grew our top line 12% to \$681.14 million, our bottom line slightly contracted to \$56.33 million which is a credible feat in an environment which was plagued with elevated inflation and rising interest rates. We continue to maintain our focus on growing our volumes and the RPL brand to new parts of the island which is set to fully manifest in 2023 and beyond.

Our initial public offering (IPO) was a superb success as we attracted 6,970 new shareholders to the business with the offer oversubscribed by more than 327% after being open for one day. RPL became the 101st company to list on the JSE and become one of the select companies to have the privilege to become listed in Jamaica. Apart from the IPO bringing in \$287.16 million in equity, it also eliminated our debt as GK, and our other partners converted their debt into ordinary shares of the company. I'm thankful to the investors who vested confidence in me, my family for their support and our faith in God our creator for leading me to such a momentous occasion.

RPL will not stop its pursuit of greatness and will be deploying the capital received from the IPO into completing our two new service stations and growing our LPG presence. There are several new initiatives that are being explored in 2023, but we will inform shareholders and the public once these opportunities are consummated. I look forward to meeting each and every shareholder at our first annual general meeting later this year and stand ready to deliver value for our customers, shareholders and stakeholders in this blessed land we call Jamaica.

**Andrew Williams**

Founder and Chief Executive Officer

# Board of Directors & Management Team



**Dr. André Foote**  
Independent Non-Executive  
Chairman

Dr. Foote was the chairman of the Universal Access Fund Company Limited from 2009 to 2011. He was the deputy chairman of National Land Agency from 2016 to 2020. He is presently the chairman of the Footprints Hotel in Negril.

Dr. Foote has been a practicing dentist for over 25 years. He was a director of Medical Associates Hospital between 2010 and 2012.

He completed a doctorate in dental surgery at Howard University in 1987. He later earned a Master of Business Administration from Nova Southeastern University.



**Andrew Williams**  
Chief Executive Officer

Mr. Williams is the founder of Regency Petroleum Co. Limited. He has been involved in the sale and distribution of petroleum products since 2009.

Mr. Williams is a consultant and part-owner of Batteries And Accessories a four-decade old family-owned business involved in trading auto parts and tyres. An entrepreneur at heart, Mr. Williams was a co-founder and former managing director of Master Lube Limited a company involved in the distribution of mineral based lubricants.

Mr. Williams recently resigned as a director of Master Lube Limited. Mr. Williams is also a director of AI Construction Company Limited and a partner in Central Supplies and Construction trading as Central Gases. Mr. Williams completed a Bachelor of Science in Accounting from the University of West Indies. He is also a Justice of the Peace in the parish of Westmoreland.



## Radcliff Knibbs

Independent Non-Executive Director

Mr. Knibbs is the Chairman of Paramount Trading (Jamaica) Limited, a chemical company listed on the Junior Market of the Jamaica Stock Exchange.

Mr. Knibbs is the Managing Director of CMK Bakery Ltd., a Juici Beef Limited franchisee. He is also the managing director of CMK Properties Limited, a property development company.

He received a Bachelor of Science in Pure and Applied Chemistry from the University of the West Indies in 1983. Mr. Knibbs went on to complete an Executive Masters in Business Administration from Florida International University in 2002



## Edgar Bennett

Independent Non-Executive Director

Mr. Bennett is a qualified accountant and a Fellow of the Association of Chartered Certified Accountants. He holds a Bachelors of Science in Accounting and Economics from the University of the West Indies. He went on to obtain a Master of Science in Forensic Audit and Accounting from the University of South Wales as a Chevening Scholar.

Mr. Bennett began his professional career in 2000 with PricewaterHouseCoopers in Kingston as an external auditor. He transitioned to internal auditing becoming the Senior Group Internal Auditor with J. Wray & Nephew Limited. After completing his Master Degree in the United Kingdom, Mr. Bennett returned to Jamaica and joined Sagicor Group as head of the Financial Controls and Quality Assurance Unit for Banking and Investments.

He is currently the Audit Project Leader at the Office of the Auditor General in the Cayman Islands.



## Andrew Cocking

Independent Non-Executive Director

Mr Cocking holds a BSc in Civil Engineering from Howard University and a MSc in Management and is currently director of JMMB Group Limited (JMMB Group).

He has 37 years of experience in banking, with over 33 years at the senior management level.

Prior to his directorship at JMMB Group, Mr. Cocking was the Deputy Group President of Capital & Credit Financial Group ("CCFG"). He was responsible for the strategic development of international business.

He also spearheaded the negotiations for the merger of CCFG and JMMB Group. He has served on many boards in both the public and private sectors, including Cable & Wireless (Jamaica) Limited and HEART Trust NTA Mr. Cocking holds a BSc. in Civil Engineering from Howard University and a MSc. in Management and Public Policy from Carnegie Mellon University.



## Janice Grant Taffe

Company Secretary

Mrs. Taffe is an Attorney-at-Law with over thirty (30) years of experience with the Sagicor Group of Companies, working in various executive roles and up to her retirement in July 2021, held the position of Senior Vice President, General Counsel and Corporate Secretary.

She is a member of the Jamaican Bar Association and has served as a member of its Continuing Legal Education Committee. She holds a Bachelor of Laws Degree (Upper 2nd Class Hons) (1980) from the University of the West Indies and a Legal Education Certificate (1982) from the Norman Manley Law School. She holds a Certificate in Foreign Investment Negotiations from the International Law Institute (1986) and has pursued several Corporate Governance courses (PSOJ, JSE & FSC) and recently completed the Advanced Corporate Governance Course (UWI, Mona, May 2021).

Among her significant accomplishments as a corporate governance professional, she assisted with the introduction of the Corporate Governance Index for listed companies and collaborated in the delivery of Annual Reports by electronic means.





**Jerry Grant**  
Financial Controller

Mr. Grant has over thirty-five years of experience in the accounting profession spanning various industries, including agriculture, tourism and property development. He is proficient in the use of spreadsheet applications, Word programs and various types of accounting software.

Mr. Grant has extensive experience in financial statements preparation, business advisory services, cash flow projections, and tax related matters.

Jerry Grant is the Managing Partner of Grant's Accounting Services, located in Montego Bay, Jamaica. He earned a Master of Business Administration (MBA) in Finance from the University of Technology, Jamaica (UTECH).



**Lancelot Anderson**  
Accounting Consultant

Lancelot Anderson is an accountant with over forty years experience in the financial sector in the areas of Accounting and Risk Management and Compliance. He has held several senior positions in financial institutions including National Commercial Bank and GraceKennedy Financial Group. He has also served on various boards most recently NCB Employee Corporative Credit Union (NCBECCU).

Mr. Anderson is a Fellow in the Institute of Chartered Accountants of Jamaica (ICAJ) and holds a BSc in Management Studies and a MSc in Accounting from the University of the West Indies.



**Dilton Pike**  
Fire Protection, Training and Safety

Mr. Pike has been involved in fire safety and prevention for over 22 years. First as a firefighter between 1998 and 2005 and then as instructor and fire prevention officer for the Parish of St. Elizabeth.

Mr. Pike is a Justice of the Peace for St. Elizabeth.

# Corporate Governance Report



Regency Petroleum Co. Limited (RPL, 'the Company') is committed to high standards of governance. The Company's Board of Directors has collective responsibility for directing the Company's affairs and ensuring that the corporate strategies and goals are pursued for the benefit of all stakeholders.

The Board is guided by the Company's Corporate Governance Policy which is based on the Private Sector of Jamaica's (PSOJ's) Code, and the rules of the Jamaica Stock Exchange Junior Market and is the mandate by which the Board operates.

The Company has a Board approved Corporate Governance Policy which is available on the Company's website : [www.rplgas.com](http://www.rplgas.com). Shareholders who have queries can direct them to the Investor Relations Officer by email : [info@rplgas.com](mailto:info@rplgas.com).

## BOARD COMPOSITION

The Board of Directors is comprised of board members with expertise spanning diverse businesses and who are qualified, objective and committed to the effective discharge of their duties. The names of the directors and their qualifications are set out in the Directors' Profile section of this Report.

The Board meets at least quarterly to ensure effective oversight, strategic governance, and a thorough approach to analysis in directing the Company to realize its vision and handle its various obligations as Directors. The Board's core competencies are as follows:

KNOWLEDGE & EXPERIENCE	AndrĚ Foote	Edgar Bennett	Andrew Cocking	Radcliff Knibbs	Andrew Williams
Business Management experience at the leadership level	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Financial Accounting expertise	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Corporate Finance expertise		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Information Technology expertise				<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Retail distribution or Marketing expertise				<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Corporate Governance	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Human Resource Expertise					<input checked="" type="checkbox"/>
Risk Management		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
Legal Expertise					

As at December 31, 2022, the Company's financial year, the Board is comprised of five (5) directors, four of whom are Independent Non-Executive directors. This is in keeping with the company's corporate governance policy which provides that the number of independent non-executive directors should be no less than one third of the members of the Board. In addition to the four (4) independent directors, the Company has a Mentor Director who is Independent and non-Executive. The Chief Executive Officer sits as a non-independent Director.

**The following are the four (4) independent members of the Board:**

- **Dr. Andre Foote – Chairman**
- **Mr. Edgar Bennett**
- **Mr Andrew Cocking**
- **Mr. Radcliff Knibbs**

**Mr. Hugh Graham – Mentor Director.**

**Directors' Independence:**

The Company adopted the definition of an Independent Director as one who meets the following criteria:

- has not been an employee of the company or group within the last three years;
- has not nor has had within the last three years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;
- has not received or does not receive additional remuneration from the company apart from a director's compensation, participates in the company's share option or a performance related pay scheme;
- has no close family ties with any of the company's advisers, directors or senior employees;
- does not hold any cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- does not represent a significant shareholder.

The criteria of independence ensure that directors holding office are free of any conflicts of interest, position, association or relationship that might

influence or reasonably be perceived to influence, in a material way, his or her capacity to bring an unbiased judgment to bear on issues before the Board and to act in the best interest of the entity and its stakeholders generally.

**Conflicts of Interest**

The Company is guided by the provisions of its Articles of Association in dealing with directors' interest to avoid any exploitation of property, information or opportunity, whether or not the Company could take advantage of it. Further to this, the Company will be implementing an Insider Trading Policy to help its directors and officers comply with insider trading laws and establish guidelines for dealings in the Company's securities. The Corporate Governance Policy also recognizes the need for the implementation of Whistleblowing guidelines which will allow for employees to make anonymous complaints to an independent resource. Management has been charged with the responsibility for its implementation.

**Board Evaluation**

One of the key pillars of a successful corporate governance framework is the assessment of the performance of the Board as a whole. The Board is committed to the review of its performance and to making any adjustments necessary that may arise from the surveys. The Collective Board Survey and Directors' Peer Review is not yet due and will be done in the course of the performance year 2023.

**Board Training**

Directors' training is considered to be a key component of the Board's performance and a training module will be developed and rolled out for the upcoming year in the areas of Corporate Governance, Risk Management, and Anti-Moneylaundering.

**Directors' Meeting Attendance:**

For the year under review, the Board met two (2) times, as outlined in the Attendance Report below.

The meetings were held in hybrid or in person and allowed for continuous review of the Company's performance against agreed targets and the Company's overall governance. Discussions were robust and provided management with guidance in achieving its deliverables.

**Re-election and Appointment of Directors**

In accordance with the Company's Amended Articles of Association, all the directors (except the Managing Director) retire by rotation and are eligible for re-election at the first Annual General Meeting. Board members can co-opt a new director to fill an existing vacancy or as an additional Director. No additional directors were appointed. The directors who will retire at the Annual General Meeting are Directors Edgar Bennett, Andrew Cocking, Andre Foote, Radcliff Knibbs and Andrew Williams. The Directors have all indicated their willingness to continue in office and have offered themselves for re-election.

**Board Committees**

As at December 31, 2022, the Board has established three (3) Board Committees to provide support to the discharge of the directors' duties and responsibilities.

The Committees are the Audit Committee, the Remuneration Committee and the Environmental and Risk Committee.

**Audit Committee**

The Committee has a Board approved Audit Committee Charter which sets out the duties and responsibilities of the Committee. A copy of the Charter is available on the Company's website.

The Audit Charter provides that the Committee shall be comprised of three (3) Non-Executive Independent Members of the Board. Executive Management Team attends meetings as deemed necessary. The Audit Committee reports to the Board Meetings and provides assurance in the areas of financial reporting, compliance with legal regulatory requirements, internal controls, risk management, internal and external audits, and corporate governance.

The Committee held one (1) meeting during the period and reviewed the Company's unaudited quarterly financials and recommended their approval to the Board of Directors. The members of the Audit Committee are as follows:

**Audit Committee Members**

- Edgar Bennett – Independent Chairman
- Andrew Cocking – Independent Member
- Radcliff Knibbs – Independent Member
- The CEO who is a director attends on behalf of Executive Management as an invitee.



## REMUNERATION COMMITTEE

The members of the Remuneration Committee are all Independent non-Executive directors and were appointed during the review period. These are:

**Andrew Cocking - Independent Chairman**  
**Dr. André Foote - Independent Member**  
**Edgar Bennett - Independent Member**

## ENVIRONMENTAL RISK COMMITTEE

The members of the Environmental Risk Committee were appointed in November 2022 and comprise the following members:

**Andrew Williams - Non-Independent Chairman**  
**Andrew Cocking - Independent Member**  
**Edgar Bennett - Independent Member**

The Board is committed to completing its governance framework by constituting a Corporate Governance and Nomination Committee and formalizing the Environmental and Risk and Remuneration Committees in 2023.

Overall, the Directors' attendance and participation at Board and Committee meetings continue to be robust. The attendance of directors at the Company's Board, and Audit Committee meetings for the year January to December 2022 is as follows:

Name of Directors	AGM	Board	Audit
Edgar Bennett	1/1	2/2	1/1
Andrew Cocking	1/1	2/2	1/1
Andre Foote	1/1	2/2	Non-member
Radcliff Knibbs	1/1	2/2	1/1
Andrew Williams	1/1	2/2	1/1*

\*Attended as an invitee

The Environmental Risk and Remuneration Committees did not meet in 2022.

## DIRECTORS' EMOLUMENTS

The Directors' emoluments are disclosed in the Company's audited financial statements. Executive directors do not receive fees for attending Board or Committee meetings. Non-executive directors are paid a fixed charge for meetings attended.

## Stakeholder Engagement

The Company was listed on the Junior Market of the Jamaica Stock Exchange on December 15, 2022 and therefore this is its first Annual General meeting since listing. The Company as part of its stakeholder engagement, will hold investor briefings to update investors and shareholders on the Company's operations and future plans.

The release of its quarterly unaudited financial statements was done in the first quarter of 2023.



# Management Discussion & Analysis

The Management Discussion & Analysis (MDA) is to be read in conjunction with the audited financial statements for the period ending December 31, 2022. The financial information of Regency Petroleum Co. Limited ("RPL") is presented below in Jamaican Dollars (JMD) which is the functional currency of the company. These financials conform with International Financial Reporting Standards (IFRS) as prescribed by the International Accounting Standards Board (IASB).

RPL is a petroleum marketing company licensed to distribute bulk petroleum products. The company's sales involve liquified petroleum gasoline (LPG)/ cooking gas and transportation fuels.

#### **Dear Shareholders,**

2022 was a historic year in many respects for Regency Petroleum Co. Limited and the world on a whole. The COVID-19 restrictions started to gradually be removed in the first quarter which meant that commerce began to return to normal as people could freely travel again. This was a benefit for RPL as the company introduced diesel which opened the business up to a new segment of customers.

However, the Russia-Ukraine conflict pushed oil prices up above \$100 USD per barrel which was accompanied by an increase across the board in Jamaica as Petrojam Limited marked up its prices. This event also fueled inflation which peaked at 11.8% in April and remained above 9.0% for the remainder of 2022.

While this meant higher costs for the haulage of fuel, it also meant that the company would see higher revenues from higher volumes sold. The LPG segment experienced a 100% year-over-year improvement in revenues as the company purchased \$43.90 million of additional cylinders and saw increased demand for our product. The growth in transportation fuel volumes contributed to the company's revenue growing by 12% to \$681.14 million. Although gross profit increased 19% to \$112.87 million, our gross margins improved from 15.58% to 16.57% which reflected the company effectively managing prices while growing business.

Based on our plans to take the business to the next level, we signed GK Capital Management Limited to be our lead advisor and broker for an initial public offering (IPO) on April 8. This saw the company making certain changes under the guidance of GK Capital to prepare for the listing. This included Chief Executive Officer (CEO) Andrew Williams resigning his directorship from his related family business, forming a largely independent board, adopting a conflict of interest and disclosure policy and the CEO entering an executive services contract to align his interests with that of shareholders.

We signed a 10-year lease agreement for our LPG storage facility in Crawford, St. Elizabeth on August 1 and entered into a loan agreement with GK Investments Limited for \$121 million to execute critical investments for the development of our Paradise Pen service station which we purchased in the second quarter. The company also entered negotiations to operate a leased service station in Negril, Westmoreland.

While the company incurred higher expenses related to the increased business activity and planned IPO, we saw an increase in loyalty credits and had an operating profit of \$83.17 million, a 5% improvement. While there was a bad debt provision of \$2.34 million, we have reached an agreement with one of the customers in Q2 2023 for the repayment of owed funds and any current deliveries to be made by payment of cash and not credit. However, RPL's profit before taxation decreased 6% to \$72.84 million as finance costs spiked related to the increased debt on the books. This saw the company's net profit marginally inching down from \$58.95 million to \$56.33 million.

Due to the influx of new capital from the IPO, RPL's total assets tripled from \$142.76 million to \$435.88 million with the bulk of the growth coming on our property, plant and equipment which totaled \$259.19 million at the end of the year. This included work-in-progress related to our two new service stations and investments made in other equipment for the LPG business. The cash balance swelled to \$94.67 million as the company prepared to make its required investments.

Due to the influx of new capital from the IPO, RPL's total assets tripled from \$142.76 million to \$435.88 million with the bulk of the growth coming on our property, plant and equipment which totaled \$259.19 million at the end of the year. This included work-in-progress related to our two new service stations and investments made in other equipment for the LPG business. The cash balance swelled to \$94.67 million as the company prepared to make its required investments.

Total liabilities shrunk 38% to \$43.05 million as the company became debt free and only had current liabilities on its books. Equity jumped from \$72.36 million to \$388.83 million, which represents a 437% rise as our IPO brought in new capital. From the \$287.16 million raised from the issuance of new shares, \$27.01 million was attributed to transaction costs.

#### **Outlook**

RPL's two new service stations which were projected for a completion date of January 2023 were pushed back to the end of the second quarter due to delays in receiving critical components. While this pushed back the company's internal earnings projections, we are still set to benefit in the second half of the year from the two stations coming into service and bringing in additional revenue from new fuel offerings to the general public.

We have also begun discussions with different parties about operating service stations under lease arrangements. It would be manifested in a 20-year lease in the Kingston 10 area. When the project is complete, RPL will have its first service station in Kingston and fourth overall to date. There are other opportunities which exist for RPL to further grow its service station footprint, but the company remains diligent about directing capital to the most attractive opportunities while not diverting our attention to too many projects. This principle also applies to other ideas we have regarding the fuel and energy industry.

We are currently awaiting the delivery of a fuel tank trailer and plan to purchase additional LPG cylinders later in the year as we seek to increase

our market presence and give the company additional capacity to meet higher volumes. Our LPG growth plans will include a greater focus on the southern half of the country which is currently benefiting from greater commercial activity and improved road infrastructure across multiple parishes.

During the first quarter, RPL donated \$750,000 to the Jamaica Social Stock Exchange (JSSE) during their telethon as we give back to our country through different social initiatives.

While growth in the economy can be impacted by a variety of external factors, RPL is adamant on expanding and diversifying the business as we aim to make it a household name among the Jamaican people. High interest rates slow loan growth in the local economy which means that we also have to look at various partnership and acquisition strategies to tackle opportunities that may present themselves to us. GK Capital Management as financial advisor will assist us in examining the best route that can be taken to achieve the company's near and long term.

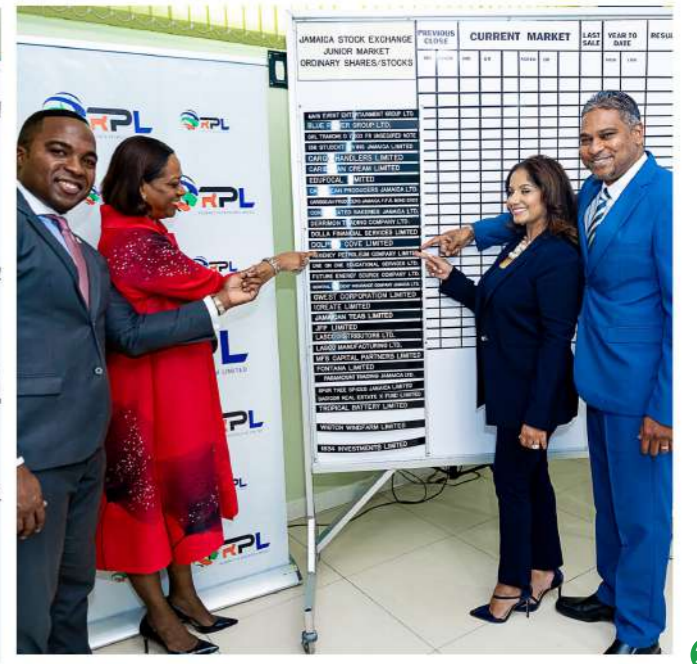
Jamaica's Debt-to-GDP ratio dipped below 80% at the end of March 2023, Fitch adjusted its rating for Jamaica to positive, unemployment moved to 6.0% and the country's GDP grew by an estimated 5.2% in 2022. Apart from net international reserves being around US\$4 billion, Jamaica is seeing several record months of improved air traffic and highway traffic on the East-West highway which all bode well for our outlook in 2023.

We look forward to hosting our first annual general meeting later this year and providing an update on the company's initiatives at that point in time. We currently host quarterly earnings calls with Learn Grow Invest Limited to keep our shareholders and the public abreast of our developments. We welcome questions on our performance and future plans which we're excited to execute going forward as we build shareholder value and provide products to the public at a reasonable price and value.



# Listing & Photo Highlights

Regency Petroleum Co. Limited was listed on the Jamaica Stock Exchange on December 15, 2022. The photos reflect a spectacular day in the company's history and the celebration between RPL, the JSE & all the parties that came together to make this moment happen.









# Corporate Social Responsibility

**Teachers' Day**  
Crawford Primary School

**Annual Customer  
Appreciation Day**  
December 2022



# Annual Customer Appreciation Day

December 2022





## Board of Directors

**Dr. Andre Foote**  
*Independent Non-Executive Chairman*

**Andrew Williams**  
*Chief Executive Office*

**Radcliffe Knibbs**  
*Independent Non-Executive Director*

**Edgar Bennett**  
*Independent Non-Executive Director*

**Andrew Cocking**  
*Independent Non-Executive Director*

## Senior Managers

**Jerry Grant**  
*Financial Controller*

**Dilton Pike**  
*Fire Protection, Training and Safety*

**Lance Anderson**  
*Accounting Consultant*



## Registrar

Jamaica Central Securities Depository Limited  
40 Harbour Street, Kingston

## Bankers



### Sagicor Bank Jamaica Limited

56 Great George Street, Savanna La-Mar, Westmoreland

### Bank of Nova Scotia Jamaica Limited

19 Great George Street, Savanna-La-Mar, Westmoreland

## Auditors



McKenley & Associates Chartered Accountants, Unit 11, Seymour Park, 2  
Seymour Avenue, Seymour Park Complex

Kingston 6

<http://www.wmckenley.com/about-us>

## Lawyers



Patterson Mair Hamilton

Temple Court

85 Hope Road, Kingston 6



## Company Secretary

**Janice Grant Taffe**  
*Attorney-at-Law*



## Registered Address

93 Great George Street, Savanna-La-Mar, Westmoreland, Jamaica.

Telephone: (876) 724-8128

Website: [www.rplgas.com](http://www.rplgas.com)

Email: [info@rplgas.com](mailto:info@rplgas.com)



## Corporate Governance

Audit Committee

Remuneration Committee

Environmental Risk Committee



# Top 10 Shareholder Listing

as at December 31 2022

#	Name	# of Shares	% of Issued Shares
1	Andrew Williams	1,148,629,416	80%
2	GK Investments Limited	98,350,000	6.84%
3	Glen Sabul	24,650,000	1.71%
4	Donique Gayle	14,161,000	0.98%
5	Tashua Brown-Williams	10,000,000	0.69%
6	Tatiana Answer	5,000,000	0.34%
7	Jacqueline Anderson	3,000,000	0.20%
8	QWI Investments Limited	2,641,925	0.18%
9	Dane Gilbert	2,560,000	0.17%
10	Jerry Grant	2,468,820	0.17%
		<b>1,311,461,161</b>	<b>91.34%</b>
<b>TOTAL ISSUED SHARES</b>		<b>1,435,786,770</b>	

**Directors and Connected Parties Shareholdings Report**  
as at December 31, 2022

Board Member Account ID	*Primary Holder Joint Holder	Position on Board	Relationship	Volume	%
<b>DR. ANDRE FOOTE</b>	Dr. Andre Foote	Director	Self	2,000,000	0.13930
			Director's Holdings	2,000,000	0.13930
			Connected Party Holdings	-	0.00000
			Combined Holdings	2,000,000	0.13930
<b>RADCLIFF KNIBBS</b>	Radcliff Knibbs	Director	Self	1,100,000	0.07661
			Director's Holdings	1,100,000	0.07661
			Connected Party Holdings	-	0.00000
			Combined Holdings	1,100,000	0.07661
<b>ANDREW COCKING</b>	Andrew Cocking	Director	Self	500,000	0.03482
			Director's Holdings	500,000	0.03482
			Connected Party Holdings	-	0.00000
			Combined Holdings	500,000	0.03482
<b>EDGAR BENNETT</b>	Edgar Bennett	Director	Self	-	0.00000
			Director's Holdings	-	0.00000
			Connected Party Holdings	-	0.00000
			Combined Holdings	-	0.00000
<b>JANICE GRANT-TAFFE</b>	Janice Grant-Taffe *Joseph Taffe	Company Secretary	Self	-	0.00000
			Connected	500,000	0.03482
			Director's Holdings	-	0.00000
			Connected Party Holdings	500,000	0.03482
			Combined Holdings	500,000	0.03482

<b>Issued Shares</b>	1,435,786,770	
<b>Combined Director's Holdings</b>	3,600,000	0.25073
<b>Combined Connected Party Holdings</b>	500,000	0.03482
<b>Combined Holdings</b>	4,100,000	0.28556

# Notes

---



---



---



---



---

**Senior Managers and Connected Parties Shareholdings Report**  
as at December 31, 2022

Board Member Account ID	*Primary Holder Joint Holder	Position on Board	Relationship	Volume	%
<b>JERRY GRANT</b>	*Jerry Grant Karen Grant	Manager	Self	2,417,791	0.42794
			Connected		
	*Jerry Grant Rachel Grant	Manager	Self Connected	38,670	0.00684
	*Jerry Grant Kaila Grant	Manager	Self Connected	12,359	0.00219
			Senior Managers Holdings Connected Party Holdings Combined Holdings	2,468,820 - 2,468,820	0.43697 0.00000 0.43697
<b>LANCELOT ANDERSON</b>	Lancelot Anderson	Manager	Self	-	0.00000 0.53098
	*Jacqueline Anderson Jillian Anderson		Connected	3,000,000	
			Senior Managers Holdings Connected Party Holdings Combined Holdings	3,000,000 - 3,000,000	0.00000 0.53098 0.53098

<b>Issued Shares</b>	564,990,000	
<b>Combined Senior Managers Holdings</b>	2,468,820	0.43697
<b>Combined Connected Party Holdings</b>	3,000,000	0.53098
<b>Combined Holdings</b>	5,468,820	0.96795

# Notes

---



---



---



---



---



# Proxy Form



## Form of Proxy

I .....  
of .....being

a member of Regency Petroleum Co. Limited hereby appoint .....of  
or failing him .....of ..... as  
my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on  
Monday September 11, 2023 at 3:30 p.m at the Terra Nova All Suite Hotel, 17 Waterloo Road, Kingston 10,  
St Andrew and electronically and at any adjournment thereof.

The Proxy will vote on the undermentioned resolutions as indicated:

Resolutions	For	Against
1. To receive the Audited Accounts and Report of the Directors for the year ended December 31, 2022		
2. To elect Directors. "That the election of directors be made en-bloc."		
3. To elect Directors Edgar Bennett, Andrew Cocking, Andre Foote, Radcliff Knibbs and Andrew Williams en bloc.		
4. To fix the remuneration of Directors		
5. To appoint and authorize the Directors to fix the remuneration of the Auditors		
6. Special Resolution: To change the name of the Company		

**NOTE:** If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.

As witness my hand this.....day of .....2023

...../.....

Note: if the shareholder is a corporation the form should be signed under its corporate seal.



# Audited Financials



	<u>Page</u>
<b>Independent Auditor's Report to the Members</b>	
<b>Financial Statements</b>	
Statement of Comprehensive Income	1
Statement of Financial Position	2
Statement of Cash Flows	3
Statement of Changes in Equity	4
Notes to the Financial Statements	5 - 31

To the Members of  
 Regency Petroleum Company Limited

**Independent Auditor's Report**

Report on the Audit of the Financial Statements

**Our Opinion**

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

**What we have audited:**

The Company's financial statements comprise:

- The statement of financial position as at 31 December 2022
- The statement of comprehensive income for the year then ended
- The statement of cash flows for the year then ended
- The statement of changes in equity for the year then ended
- The notes to the financial statements, which include a summary of significant accounting policies

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under these standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Independence**

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

**Audit scope**

As part of designing our audit, we determined materiality and assessed the risks of material misstatements in the financial statements. In particular, we considered where management made subjective judgments; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud or error.



To the Members of  
Regency Petroleum Company Limited

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. Key audit matters are selected from the matters communicated with the Audit Committee members (those charged with Governance) but are not intended to represent all matters that were discussed with them. These matters are addressed in the context of our audit of the financial statements as a whole and informing our opinion thereon. We do not provide a separate opinion on these matters. During our work, we encountered no key audit matter that required disclosure.

### Responsibilities of Management and the Board of Directors for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view in accordance with IFRS and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



### Auditor's Responsibility for the Audit of the Financial Statements (continued)

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.
- We are not responsible for the direction, supervision, and performance of the Company. We remain solely responsible for our audit opinion.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### Other Information

Management is responsible for the other information. The other information comprises the Annual Report inclusive of the Director's, Chairman of the Board and the Chief Executive Officer Reports but does not include the financial statements and the Auditor's Report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appear to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



### Report on Other Legal and Regulatory Requirements

As required by the Jamaican Companies Act, we have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for our audit.

In our opinion, proper accounting records have been kept, so far as appears from our examination of those records, and the accompanying financial statements are in agreement therewith and give the information required by the Jamaican Companies Act, in the manner so required.

The engagement partner on the audit resulting in this independent auditor's report is Wilfred McKenley.

*McKenley & Associates*  
 Chartered Accountants  
 Kingston Jamaica  
 27 February 2023

### Regency Petroleum Company Limited Statement of Comprehensive Income Year ended 31 December 2022

	Note	2022	2021
		\$	\$
<b>Operating revenue</b>	18 (h)	681,143,499	606,619,719
Less direct expenses	3	(568,269,342)	(512,108,165)
<b>Gross profit</b>		112,874,157	94,511,554
<b>Other operating income</b>			
Loyalty credits		4,736,650	3,935,962
Interest & other income		111,485	-
		117,722,292	98,447,516
<b>Less operating expenses:</b>			
Administrative	4	(34,423,608)	(18,711,045)
Selling & distribution	4	(128,441)	(288,403)
		(34,552,049)	(18,999,448)
<b>Profit before finance costs</b>		83,170,243	79,448,068
Finance costs	5	(10,334,226)	(2,331,811)
<b>Profit before taxation</b>		72,836,017	77,116,257
Taxation	6	(16,508,484)	(18,168,477)
<b>Profit being total comprehensive income for the year</b>		56,327,533	58,947,780
		\$	\$
<b>Earnings per share</b>	7	0.049	0.051

**Regency Petroleum Company Limited**  
**Statement of Financial Position**  
**31 December 2022**

	Note	2022 \$	2021 \$
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	259,191,495	85,192,526
Right of use asset	8	6,951,359	-
<b>Current assets</b>			
Inventories	9	4,108,305	22,937,544
Receivables	10	35,893,686	13,724,006
Due from related parties	11	30,461,384	14,571,384
Director's current account	12	602,167	4,977,433
Cash and cash equivalents	13	94,669,703	1,358,859
		165,735,245	57,569,226
<b>Current liabilities</b>			
Payables	14	19,504,388	20,600,908
Taxation payable	6	16,508,484	20,905,157
Current portion-lease liability		437,738	-
		36,450,610	41,506,065
		129,284,635	16,063,161
<b>Net current assets</b>		395,427,489	101,255,687
<b>Total assets less current liabilities</b>			
<b>Equity</b>			
Issued capital	16	260,152,400	8,000
Retained earnings		128,675,227	72,347,694
		388,827,627	72,355,694
<b>Non-current liabilities:</b>			
Lease liability	8	6,599,862	-
Long term borrowings	15	-	26,960,000
Directors' loans	17	-	1,939,993
<b>Total equity and non-current liabilities</b>		395,427,489	101,255,687

Approved for issue by the Board of Directors on 27 February 2023 and signed on its behalf by:





Andrew Williams – Chief Executive Officer      Dr. Andre Foote – Chairman

**Regency Petroleum Company Limited**  
**Statement of Cash Flows**  
**Year ended 31 December 2022**

	Note	2022 \$	2021 \$
<b>Cash flows from operating activities</b>			
Net profit		56,327,533	58,947,780
<b>Adjustment for:</b>			
Depreciation	8	14,987,985	9,544,715
Depreciation- right of use	8	302,233	-
Operating cash flows before movements in working capital		71,617,751	68,492,495
<b>Changes in operating assets and liabilities:</b>			
Inventories		18,829,239	(20,689,482)
Receivables		(22,169,680)	(11,213,168)
Payables		(1,096,520)	14,703,304
Related party balances		(15,890,000)	(11,111,949)
Taxation		(4,396,673)	18,168,477
Director's current account		4,375,266	(4,668,438)
		(20,348,368)	(14,811,256)
Net cash flow provided by operating activities		51,269,383	53,681,239
<b>Cash flows from investing activities:</b>			
Purchase of property, plant & equipment	8	(188,986,955)	(43,346,826)
Finance lease-rights of use	8	(7,253,592)	-
Net cash flow used by investing activities		(196,240,547)	(43,346,826)
<b>Cash flows from financing activities</b>			
Directors' loan repaid	17	(1,939,993)	(10,000,000)
Issue of shares, net of transaction costs	16	260,144,400	-
Finance lease	8	7,253,592	-
Finance lease-repaid		(215,992)	-
Long term loans repaid	15	(26,960,000)	-
Net cash flow provided by/(used in) financing activities		238,282,007	(10,000,000)
Net increase in cash and cash equivalents		93,310,844	334,413
Cash resources at the beginning of the year		1,358,859	1,024,446
<b>Cash resources at the end of year</b>	13	94,669,703	1,358,859

**Regency Petroleum Company Limited**  
**Statement of Changes in Equity**  
**Year ended 31 December 2022**

	<b>No. of Shares</b>	<b>Share Capital</b>	<b>Retained Earnings/ (Deficit)</b>	<b>Total</b>
		<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balances: 31 December 2019</b>	8,000	8,000	(246,845)	(238,845)
Profit for the year	-	-	13,646,759	13,646,759
<b>Balances: 31 December 2020</b>	8,000	8,000	13,399,914	13,407,914
Profit for the year	-	-	58,947,780	58,947,780
<b>Balances: 31 December 2021</b>	8,000	8,000	72,347,694	72,355,694
Profit for the year	-	-	56,327,533	56,327,533
Shares converted during the year	1,148,613,416	-	-	-
Shares issued during the year	287,165,354	260,144,400	-	260,144,400
<b>Balances: 31 December 2022</b>	1,435,786,770	260,152,400	128,675,227	388,827,627

**Regency Petroleum Company Limited**  
**Notes to the Financial Statements**  
**31 December 2022**

**1. IDENTIFICATION AND PRINCIPAL ACTIVITIES**

Regency Petroleum Company Limited (the Company) is a private company limited by shares, incorporated on May 30, 2018 and domiciled in Jamaica. The registered office of the Company is located at 93 Great George Street, Savanna-La-Mar, and Westmoreland. The Company commenced trading 1 January 2019. The principal activity of the Company consists of selling liquefied petroleum gases and 90 Octane gasolines.

By special resolution, in preparation for the Company going public, the shareholders passed the necessary resolutions to effect the following:

- (i) amendment of Articles of Association
- (ii) re-registration as a public entity as a preparatory step to offer ordinary shares to the public by means of an Initial Public Offering (IPO)
- (iii) appointment of additional directors to the Board.

Effective 15 December 2022, the Company was listed on the Junior Market of the Jamaica Stock Exchange (JS) and under that regime is subject to 100 % tax remission for the next five (5) years as long as the Company remains listed.

The financial statements are expressed in Jamaican dollars.

**2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

**(a) Statement of Compliance**

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described herein. These policies have been consistently applied for all the years presented, unless otherwise stated.

**Going concern**

The preparation of financial statements in accordance with IFRS assumes that the Company will continue in operation for the foreseeable future. This means, in part, that the statements of profit or loss and comprehensive income and the statement of financial position are prepared on the assumption that there is no intention or necessity to liquidate or curtail operations. This is commonly referred to as the going concern basis. Management believes that the preparation of the financial statements on the going concern basis is appropriate.

**Basis of presentation**

The financial statements have been prepared on the historical cost basis, except for financial instruments that are reported at fair value, through profit or loss.

## 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (CONTINUED)

### (a) Statement of Compliance (continued)

#### Judgments and estimates

The preparation of the financial statements in accordance with IFRS requires Management to make judgments and estimates that affect:

- The application of accounting policies;
- The reported amounts of assets and liabilities;
- Disclosures of contingent assets and liabilities; and
- The reported amounts of revenue and expenses during the reporting periods.

Actual results may differ from estimates made in the financial statements.

Judgments are made in the selection and assessment of the Company's accounting policies. Estimates are used mainly in determining the measurement of recognized transactions and balances. Estimates are based on historical experience, and other factors, including expectations of future events, believed to be reasonable under the circumstances. Judgments and estimates are interrelated. The Management's judgments and estimates are continually re-evaluated to ensure they remain appropriate. Revision to accounting estimates is recognized in the period in which the estimates are revised and in the future periods affected. The use of estimates is an essential part of the preparation of financial statements and does not undermine their reliability.

The following are the accounting policies that are subject to judgments and estimates that the Management believes could have the most significant impact on the amounts recognized in the financial statements.

#### Financial assets

Judgment – financial assets are classified and subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of (i) the company's business model for managing the financial assets and (ii) the contractual cashflow characteristic of the financial assets. Judgment is required in determining the business model and its objective.

#### Revenue from contract with customers

Judgment - is required in (i) identifying performance obligations and determining the timing of the satisfaction of the performance obligations and (ii) the transaction price and the amount allocated to the performance obligations.

Estimation – if the consideration promised in a contract includes a variable amount, the company is required to estimate the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to the customer.

## 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (CONTINUED)

### (a) Statement of Compliance (continued)

#### Judgments and estimates (continued)

#### Impairment of assets

Judgment has been used, at each reporting date, in determining whether there has been an indication of impairment in the carrying amounts of the Company's tangible assets, which would require impairment testing to determine whether there is any indication that those assets have suffered impairment losses.

Where the carrying amount of an asset exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

#### Inventories

Estimation – Inventories are carried at the lower of cost and net realizable value. The estimation of net realizable value is based on the most reliable evidence available, at the time the estimates are made, of the amount the inventories are expected to realize. Additionally, estimation is required for inventory provision due to shrinkage, slow-moving, and obsolescence.

#### Income and other taxes

Judgment – Income and other taxes are subject to Government policies. In calculating current and recoverable income and other taxes, Management uses judgment when interpreting the tax rules and in determining the tax position. There are some transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business.

Estimation – Income and other taxes are subject to Government policies, and estimates are required in determining the provision. Management recognizes liabilities for possible tax issues based on estimates of whether additional taxes may be due.

#### Receivables

Estimation – Management's estimate of allowance on accounts receivable is based on analysis of the aged receivables and historical experience with delinquency and default. Default rates and the allowance amount are regularly reviewed against the actual outcomes to ensure that they remain appropriate.

#### Others

Estimation – Other estimates include determining the useful lives of PPE for depreciation; in accounting for and measuring payables and accruals and in measuring fair values of financial instruments.

3. COST OF SALES

	<u>2022</u>	<u>2021</u>
	\$	\$
Opening inventories	3,615,081	2,248,062
Purchases	558,958,911	505,498,780
Trucking	9,577,155	7,821,904
Handling charges	226,500	154,500
Closing inventories	(4,108,305)	(3,615,081)
	<u>568,269,342</u>	<u>512,108,165</u>

4. EXPENSES BY NATURE

	<u>2022</u>	<u>2021</u>
	\$	\$
<b>Selling &amp; distribution:</b>		
Commission	128,441	288,403
	<u>128,441</u>	<u>288,403</u>
<b>Administrative:</b>		
Depreciation	14,987,985	9,544,715
Depreciation- right of use assets	302,233	-
Audit and accounting fees	3,355,000	1,945,000
Repairs and maintenance	1,516,712	445,300
Motor vehicle expenses	649,132	-
Staff costs	1,414,578	989,076
Telephone	34,677	32,308
Advertising & promotion	1,404,070	581,587
Office supplies and stationery expense	187,711	606,828
Electricity	717,208	423,164
Insurance	377,253	114,423
Interest & penalties	2,459,334	92,803
License, permits and other fees	43,000	59,050
Directors' fees	310,000	-
Security	-	11,500
Rental	420,000	720,000
Contracted administrative workers	3,213,000	2,940,000
Bad debt expense	2,341,081	-
Other expenses	690,634	205,291
	<u>34,423,608</u>	<u>18,711,045</u>

5. FINANCE COSTS

	<u>2022</u>	<u>2021</u>
	\$	\$
<b>Finance costs -</b>		
Interest expense	4,241,988	1,666,000
Lease liability	184,007	-
Commitment fees	4,760,970	-
Bank charges	1,147,261	665,811
	<u>10,334,226</u>	<u>2,331,811</u>

6. TAXATION

(a) Taxation is based on profit for the year adjusted for taxation purposes and comprises income tax at 25%:

	<u>2022</u>	<u>2021</u>
	\$	\$
Current tax expense	16,508,484	18,168,477
Deferred income taxes	-	-
	<u>16,508,484</u>	<u>18,168,477</u>

(b) The tax on the Company's profit differs from the theoretical amount that would arise using the applicable tax rate of 25% as follows:

	<u>2022</u>	<u>2021</u>
	\$	\$
Profit before taxation	72,836,017	77,116,257
Tax calculation @ 25%	18,209,004	19,279,064
<i>Adjustment for difference in treatment of:</i>		
Depreciation and capital allowances	(1,196,676)	(758,788)
Remission of income tax	(774,028)	-
Net effect of other charges for tax purposes	270,184	(351,799)
Tax charged for the year	<u>16,508,484</u>	<u>18,168,477</u>

(c) Remission of income tax:

By notice dated 13<sup>th</sup> August 2009, the Minister of Finance and the Public Service issued and gazetted the Income Tax (Jamaica Stock Exchange Junior Market) (Remission) Notice, 2009. The Notice effectively granted a remission of income tax to eligible companies that were admitted to the Junior Market of the Jamaica Stock Exchange (JMSE) if certain conditions were achieved after the date of initial admission.

Effective 15 December 2022, the Company's shares were listed on the Junior Market of the JSE. Consequently, the Company is entitled to a remission of income taxes for ten years in the proportion set out below;

Years 1 to 5 (16 December 2022 – 15 December 2027) – 100%

Years 6-10: (16 December 2027 - 31 December 2032) – 50%

Provided the following conditions are met:

- (i) The Company remains listed for at least 15 years and is not suspended from the JSE for any breach of its rules.
- (ii) The Subscribed Participating Voting Share Capital of the Company does not exceed J\$500 million
- (iii) The Company has at least 50 Participating Voting Shareholders

The financial statements have been prepared on the basis that the Company will have the full benefit of the tax remissions.

8. PROPERTY, PLANT, AND EQUIPMENT

		2022							
		Work-in-Progress	Motor Vehicle	Flaring Plant & Site Office	Storage Tanks	Gas Cylinders	Furniture, Fixtures & Equipment	Total	Rights of use Asset
At cost:		\$	\$	\$	\$	\$	\$	\$	\$
1 January 2022		4,169,163		26,898,426	10,599,532	60,473,471	2,775,500	104,916,092	-
Additions		131,180,524	4,000,000	1,150,000	8,684,115	43,901,647	70,668	188,986,954	7,253,592
31 December 2022		135,349,687	4,000,000	28,048,426	19,283,647	104,375,118	2,846,168	293,903,046	7,253,592
Depreciation:									
1 January 2022		-	-	8,001,528	1,475,829	9,697,109	549,100	19,723,566	-
Charge for the year		-	400,000	2,804,843	1,061,014	10,437,512	284,617	14,987,986	302,233
31 December 2022		-	400,000	10,806,371	2,536,843	20,134,621	833,717	34,711,552	302,233
Net book value									
31 December 2022		135,349,687	3,600,000	17,242,055	16,746,804	84,240,497	2,012,451	259,191,495	6,951,359

7. EARNINGS PER SHARE

Basic earnings per ordinary stock (EPS) unit are computed by dividing the net profit for the year attributable to shareholders by the weighted average number of ordinary stock units of 1,162,003,868 (2021 – 1,148,629,416) ordinary shares in issue for the year. The Company was listed on the Junior Market of the Jamaica Stock Exchange, effective, 15 December 2022, and thus the total shares of 1,435,786,770 at 31 December 2022 was only in effect for 17 days, of the year ended 31 December 2022.

The increase in the number of shares during the year represents shares issued through an Initial Public Offering of 287,165,354 stock units on November 24, 2022. (See share capital note 16).

	2022	2021
	\$	\$
Net profit attributable to shareholders	56,327,533	58,947,780
Weighted average number of ordinary shares in issue	1,162,003,868	*1,148,629,416
Basic earnings per share	0.049	0.051

\* for comparative purposes, shares in issue for 2021 were adjusted to account for the conversion of the shares.



Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

## 9. INVENTORIES

	<u>2022</u>	<u>2021</u>
	\$	\$
Liquid Petroleum Gas (LPG)	389,158	1,062,840
Gasoline - 90 Octane	3,719,147	2,552,241
Goods in Transit	-	19,322,463
	<u>4,108,305</u>	<u>22,937,544</u>

## 10. RECEIVABLES

	<u>2022</u>	<u>2021</u>
	\$	\$
Trade receivables	18,888,307	13,724,006
Less: provision for bad debt	(1,844,621)	-
	<u>17,043,686</u>	<u>13,724,006</u>
Deposit on motor vehicle & lease	18,850,000	-
	<u>35,893,686</u>	<u>13,724,006</u>

## 11. RELATED PARTY BALANCES

	<u>2022</u>	<u>2021</u>
	\$	\$
Central Supplies & Construction	30,461,384	14,571,384
	<u>30,461,384</u>	<u>14,571,374</u>

## 12. DIRECTORS' CURRENT ACCOUNT

	<u>2022</u>	<u>2021</u>
	\$	\$
Director's current account	602,167	4,977,433
	<u>602,167</u>	<u>4,977,433</u>

Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

## 8. PROPERTY, PLANT, AND EQUIPMENT (continued)

	<u>2021</u>					
	Work-in- Progress	Filing Plant & Site Office	Storage Tanks	Gas Cylinders	Furniture, Fixtures & Equipment	Total
	\$	\$	\$	\$	\$	\$
At cost:						
1 January 2021	3,107,000	26,898,426	10,599,532	18,248,808	2,715,500	61,569,266
Additions	1,062,163	-	-	42,224,663	60,000	43,346,826
31 December 2021	4,169,163	26,898,426	10,599,532	60,473,471	2,775,500	104,916,092
Depreciation:						
1 January 2021	-	5,311,686	945,853	3,649,762	271,550	10,178,851
Charge for the year	-	2,689,842	529,976	6,047,347	277,550	9,544,715
31 December 2021	-	8,001,528	1,475,829	9,697,109	549,100	19,723,566
Net book value						
31 December 2021	4,169,163	18,896,898	9,123,703	50,776,362	2,226,400	85,192,526

Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

## 13. CASH AND CASH EQUIVALENTS

	<u>2022</u>	<u>2021</u>
	\$	\$
Cash	805,945	1,089,460
Cash equivalents - JA\$ bank accounts	93,863,758	269,399
	<u>94,669,703</u>	<u>1,358,859</u>

## 14. PAYABLES

	<u>2022</u>	<u>2021</u>
	\$	\$
Payables	17,586,768	12,692,576
Statutory payroll taxes	17,620	11,750
Other payables and accruals	1,900,000	7,896,582
	<u>19,504,388</u>	<u>20,600,908</u>

## 15. LONG-TERM BORROWINGS

	<u>2022</u>	<u>2021</u>
	\$	\$
(i) Hubert Williams	-	13,000,000
(ii) Robert Williams	-	5,630,000
(iii) Donald Gayle	-	8,330,000
	<u>-</u>	<u>26,960,000</u>

The loans to relatives and associates were repaid during the year.

Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

## 16. SHARE CAPITAL

	<u>2022</u>	<u>2021</u>
	\$	\$
<u>Authorized:</u>	Unlimited	10,000
Unlimited (2021 - 10,000) ordinary shares of no-par		
<u>Issued and fully paid:</u>	1,435,786,770	8,000
	<u>\$</u>	<u>\$</u>
At the beginning of the year	8,000	8,000
Issue of new shares in IPO @\$1	287,157,354	-
Less: transaction costs	(27,012,954)	-
At end of the year	<u>260,152,400</u>	<u>8,000</u>

The Company was listed on the Junior Market of the Jamaica Stock Exchange on December 15, 2022 and the proceeds of the fully subscribed ordinary shares amounted to \$287,157,354, net of transaction costs of \$27,012,954.

## 17. DIRECTOR'S LOANS

	<u>2022</u>	<u>2021</u>
	\$	\$
Director's loans	-	1,939,993
	<u>-</u>	<u>1,939,993</u>

The directors' loans were repaid during the year.

## 18. SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of preparation

Standards, interpretations, and amendments to published standards effective in the current year.

Certain new accounting standards, interpretations and amendments to existing standards have been published that became effective during the current financial year. The Company has assessed the relevance of all such new standards, interpretations and amendments and has adopted the following which are relevant to its operations.

**Amendment to IFRS 16, 'Leases' – Covid-19 related rent concessions** (effective for annual periods beginning on or after 1 June 2020). As a result of the coronavirus (COVID-19) pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. On 28 May 2020, the IASB published an amendment to IFRS 16 that provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. Lessees can elect to account for such rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concession as variable lease payments in the period(s) in which the event or condition that triggers the reduced payment occurs.

The adoption of these new standards, amendments to existing standards or interpretations to published standards did not have a material impact on the operations of the Company.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (a) Basis of preparation (continued)

Standards, amendments, and interpretations to existing standards that are not yet effective and have not been early adopted by the Company

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretation to existing standards have been issued which are not yet effective, and which the Company has not early adopted. The Company has assessed the relevance of all such new standards, interpretations and amendments and has determined that the following may be relevant to its operations.

**Amendments to IAS 1, 'Presentation of Financial Statements' on classification of liabilities** (deferred until accounting periods starting not earlier than 1 January 2024). These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendments also clarifies what IAS 1 means when it refer to the 'settlement' of a liability.

**Amendments to IFRS 3, IAS 16, IAS 17 and some annual improvements on IFRS 1, IFRS 9, and IFRS 16**, (effective for annual periods beginning on or after 1 January 2022). Amendments to IFRS 3, 'Business combinations' update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. Amendments to IAS 16, 'Property, plant and equipment' prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognise such sales proceeds and related cost in profit or loss.

**Amendments to IAS 37, 'Provisions, contingent liabilities and contingent assets'** specify which costs a company includes when assessing whether a contract will be loss-making. Annual improvements make minor amendments to IFRS 1, 'First-time Adoption of IFRS', IFRS 9, 'Financial instruments', and the illustrative examples accompanying IFRS 16, 'Leases'.

**Narrow scope amendments to IAS 1, Practice statement 2 and IAS 8**, (effective for annual periods beginning on or after 1 January 2023). The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.

**Amendment to IAS 12 – Deferred tax related to assets and liabilities arising from a single transaction**, (effective for annual periods beginning on or after 1 January 2023). These amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

The impact of the changes is still being assessed by management There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a material impact on the operations of the Company.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Foreign currency transaction and balances

Monetary assets and liabilities denominated in currencies other than Jamaican dollars are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary assets and liabilities measured at historical cost denominated in currencies other than Jamaican dollars are translated at the rate of exchange in effect at the date of the transactions or initial recognition. Non-monetary items in a foreign currency that are measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Gains and losses arising from fluctuations in exchange rates are included in profit or loss.

Exchange rates are determined by the published weighted average rate at which commercial banks trade in foreign currencies.

Foreign currency transactions that require settlement in a foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Property, plant, and equipment

Property, plant, and equipment are stated at historical cost, less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of items. Land is carried at cost and is not depreciated.

Depreciation is calculated on a straight-line method at such rates as will write off the carrying value of the assets over the period of their expected useful lives. Current annual rates of depreciation are:

Plant & site office	10%
Storage tanks	5%
Cylinders	10%
Equipment	10%

The assets' residual values and useful lives are reviewed periodically for impairment. Where the assets' carrying amount is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

### (d) Inventories

Inventories, comprising mainly LPG and 90 Octane gas are stated at the lower of cost, determined consistently on the same bases, and net realizable value. The cost of inventories is determined based on purchase cost on the first-in-first-out basis.

Net realizable value is the estimated selling price of inventory during the normal course of business less estimated selling expenses.

### (e) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at the bank, short term financial instruments plus highly liquid instruments including certificates of deposits, where the original maturities of such instruments usually do not exceed three (3) months. Bank overdraft that is repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

### (f) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables is recorded at amortized cost.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Trade receivables

Trade and other receivables are carried at amortized cost, less impairment losses. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in bad debt expense in the statement of comprehensive income. When a trade receivable is deemed uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognized as recovery and credited to bad debt expense in the statement of comprehensive income.

### Credit risk and expected loss

The company is primarily exposed to credit risk on its trade receivable, and does not provide for any lifetime expected credit loss (LECL). It applies the practical experience of not adjusting the promised consideration receivable because the period is less than 12 months. The company recognizes a loss allowance on a forward-looking basis at an amount equal to its expected credit model (ECL) that was developed during the year in regards to its financial assets measured at amortized cost.

### (h) Revenue recognition

#### (i) Sale of goods

Revenue is recognized when the performance obligation, satisfied at a point-in-time to transfer goods and or services to the customer is complete. The completion is assessed when the customer takes control and or obtains the benefits of the goods and /or services and the company have a present right to payment as evidence by an invoice or the right to invoice.

#### (ii) Finance income

Finance income comprises interest-earned on funds invested and foreign exchange gains recognised in profit or loss. Interest income is recognised in profit or loss as it accrues, taking into account the effective yield on the asset.

#### (iii) Other operating income includes miscellaneous inflows recognized when received.

### (i) Expenses

- Expenses are recognised on the accrual basis.
- Finance costs comprise interest incurred on borrowings, calculated using the effective interest method, foreign exchange losses and bank-related charges.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset or cash-generating units fair value less costs to sell and its value in use and is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in comprehensive income.

### (k) Leases

Leases of property, plant, and equipment where the Company has substantially taken over all the risks and rewards of ownership are classified as finance leases. Finance leases are recognized at the inception of the lease at the lower of the fair value of the leased asset or the present value of minimum lease payments. Each lease payment is allocated between the liability and interest charges to produce a constant rate of charge on the lease obligation. The interest element of the lease payments is charged to comprehensive income over the lease period.

Property, plant, and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset or the lease term.

The company has adopted IFRS 16 and recognized in the Statement of Financial Position right of use assets and lease liabilities.

Right of use assets is measured at cost comprising the following:

- (1) The amount of initial measurement of the lease liability
- (2) Any lease payments made at or before the commencement date less any lease incentives received.
- (3) Any initial direct cost, and
- (4) Restoration cost

Right of use assets is generally depreciated over the shorter of the asset useful life and the lease term on a straight-line basis.

### (l) Income taxes

The income tax expense for the year comprises a current and deferred tax. Income tax expense is recognized in net income, except to the extent that it relates to items recognized either in Other Comprehensive Income (OCI) or directly in equity.

#### I. Current taxation

The current tax charge is the expected tax payable on the taxable income for the year, using tax rates in effect at the reporting date plus any over or under provision of tax in respect of previous years.

## 18. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Income taxes (continued)

#### II. Deferred taxation

Deferred tax is the tax expected to be paid or recovered on differences between the carrying amounts of assets and liabilities and the corresponding tax bases. Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

The Company was listed on 15 December 2022 under the Junior Market Jamaica Stock Exchange 100% tax remission regime and management did not consider it to be prudent to account for deferred tax for the year ended 31 December 2022. See note 6 (c).

### (m) Related party disclosure

Related parties are identified and disclosed to allow users of the financial statements to be aware of the possibilities that the financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances, including commitments, with such parties.

A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to as the "reporting entity")

A person or close member of that person's family is related to a reporting entity if that person:

- (i) Has control or joint control over the reporting entity;
- (ii) Has significant influence over the reporting entity; or
- (iii) Is a member of the key management personnel of the reporting entity or a parent of the reporting entity.

A related party transaction involves the transfer of resources, services or obligations between a reporting company and a related party, regardless of whether a price is charged.

An entity is related to a reporting entity if any of the following conditions apply:

- The Company and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- One company is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- Both companies are joint ventures of the same third party.
- One company is a joint venture of a third entity, and the other entity is an associate of the third entity.
- The company is a post-employment benefit plan for the benefit of the employees of either the reporting entity or an entity related to the reporting entity.
- The company is controlled, or jointly controlled by a person identified in (a) above.
- A person identified in ((a) (i)) above has significant influence over the company or is a member of the key management personnel of the company (or of a parent of the company).

### (n) Share capital

Ordinary shares are classified as equity and carried at cost, net of any transaction costs.

## 19. CAPITAL MANAGEMENT

The Company's objectives when managing capital is:

- Ensuring sufficient liquidity to support its financial obligations and execute its operating and strategic plans;
- Maintaining healthy liquidity reserves and access to capital;
- Optimizing the cost of capital while taking into consideration current and future industry, market, and economic risks and conditions; and
- To safeguard its ability to continue as a going concern in order to provide returns for its shareholders and benefits for other stakeholders.

## 20. FINANCIAL RISK MANAGEMENT

### Overview and risk management framework

The Company's overall risk management policies are established to identify and analyze the risks faced by the Company and to set appropriate risk levels and controls and to monitor risk and adherence to limits. Derivative financial instruments are not used to reduce exposure to any of the risks.

The Board of Directors is ultimately responsible for the oversight of the Company's risk management and seeks to minimize potential adverse effects on the Company's financial performance and to manage these risks by close monitoring of each risk factor.

The Company has exposure to the following risks from the use of financial instruments:

- Market risk (including foreign currency and interest rate risk)
- Credit risk;
- Liquidity risk

The Company also has exposure to the following risks from its operations:

- Operational risk; and
- Reputational risk

**Regency Petroleum Company Limited**  
**Notes to the Financial Statements**  
**31 December 2022**

**20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)**

**(a) Financial risk management**

The following risk categories below presents information about the Company's exposure and the Company's objectives, policies, and processes for measuring and managing these risks. Further quantitative disclosures are included throughout the financial statements and notes thereof.

**(i) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage market risk exposures within acceptable parameters while optimizing returns. The Company's financial risk management policy establishes guidelines on how the Company is to manage the market risk inherent in the business and provides mechanisms to ensure business transactions are executed in accordance with established limits, processes and procedures.

All such transactions are carried out within the established guidelines. The Company does not use derivatives in order to manage the volatility of market risk.

• **Foreign currency risk**

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company conducts business globally and is exposed to these risks arising from various transactions denominated in foreign currencies, primarily the United States (US\$) dollar.

The Company manages its foreign exchange risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions. The Company further manages this risk by maximizing foreign currency earnings and holding foreign currency balances.

The Company's statement of financial position as at 31 December 2022 did not include any foreign liabilities.

The average of the Bank of Jamaica (BOJ) selling rate of exchange applicable at 31 December 2022 is J\$1 to US\$155.09 - (2021 - US\$142.65).

**Regency Petroleum Company Limited**  
**Notes to the Financial Statements**  
**31 December 2022**

**20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)**

**(a) Financial risk management (continued)**

**(i) Market risk (continued)**

• **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Interest –bearing financial assets are primarily cash and cash equivalent, securities purchased under resale agreements and investments. Interest bearing financial liabilities are represented by loans and bank overdrafts.

The Company attempts to manage the risk relating to financial liabilities by procuring the most advantageous rates under contracts with interest rates that are fixed for the life of the contract, where possible. A financial asset is primarily managed by investing excess cash in short-term deposits and maintains interest-earning bank accounts with licensed financial institutions considered to be stable.

**(ii) Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company faces credit risk principally in respect of its receivables from customers and to a lesser extent cash at bank and short-term deposits held with financial institutions.

Apart from the introduction of the Expected Credit Loss Model (ECL) introduced by IFRS 9, there were no significant changes in the Company's approach to managing credit risk during the year.

**Cash and cash equivalent**

Cash and cash equivalent are managed by maintaining these balances with licensed financial institutions considered to be stable and are deemed to have a low risk of default.

**Trade receivables credit risk**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk for receivables is mitigated by stringent credit reviews and approval of limits to customers. The Company also structures the levels of credit risk it undertakes by placing credit limits on individual counterparties. The Company has an established credit process, which involves regular analysis of the ability of customers and other counterparties to meet repayment obligations.

Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

(a) Financial risk management (continued)

(ii) Credit risk (continued)

Impairment:

The Company establishes a provision for impairment that represents its estimate of possible incurred losses in respect of trade receivables. Impairment is assessed for each customer balance over 90 days. The Company's exposure to this risk is low because approximately 88% (88% - 2021) of its trade debtors are under 90 days.

The Company's credit period on the sale of goods ranges from 7 to 30 days, depending on the relationship with the respective customer. The Company introduced the ECL model in regard to impairment of receivables and this resulted in the Company providing adequately for all receivables where collectability is deemed doubtful.

Movement on the provision for impairment of trade receivables

	<u>2022</u>	<u>2021</u>
	\$	\$
Balance at 1 January 2022	-	-
Increase in provision for receivables impairment	1,844,621	-
Balance at 31 December 2022	<u>1,844,621</u>	<u>-</u>

Aging analysis of trade receivables that are past due and impaired

Trade receivables over 90 days overdue are considered impaired and are reviewed for any necessary provision. The impairment recognized represents an estimate of possible incurred losses in respect of trade receivables over 90 days. The impaired receivables mainly relate to customers who are in unexpected difficult economic situations.

	<u>31 December</u>		<u>31 December</u>	
	<u>2022</u>		<u>2021</u>	
	\$	\$	\$	\$
	<u>Gross</u>	<u>Impairment</u>	<u>Gross</u>	<u>Impairment</u>
Due 0 to 60 days	15,507,462	-	11,267,576	-
Past due 61 to 90 days	1,037,508	-	753,840	-
Past due over 91 days	2,343,337	1,844,621	1,702,591	-
	<u>18,888,307</u>	<u>1,844,621</u>	<u>13,724,006</u>	<u>-</u>

As of 31 December 2022, trade receivables of \$ 2,343,337 (2021 - \$1,702,591) were considered impaired, and a provision of \$1.8M was made during the year.

Regency Petroleum Company Limited  
Notes to the Financial Statements  
31 December 2022

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

(a) Financial risk management (continued)

(ii) Credit risk (continued)

Financial instruments counterparty credit risk

The Company exposure to financial instruments counterparty credit risk is related to its activities with cash and cash equivalent balances and amounts due from related parties. The Company manages this exposure by maintaining these balances with licensed financial institutions considered to be stable and are deemed to have a low risk of default and to transact business only with highly rated counterparties.

Maximum exposure to financial instruments counterparty credit risk

	<u>2022</u>	<u>2021</u>
	\$	\$
<b>Credit risk exposures are as follows:</b>		
Related party balances	30,461,384	14,571,384
Receivables	18,888,307	13,724,006
Cash and short-term equivalents	94,669,703	1,358,859
	<u>144,019,394</u>	<u>29,654,249</u>

Due from related parties

At the reporting date, significant amounts due to and from related parties were adequately disclosed in the financial statements. See note 11 for details.



20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

(a) Financial risk management (continued)

(iii) Liquidity risk

Liquidity risk is the risk that the Company might encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

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

**Liquidity risk management process**

The Company manages its liquidity risk by maintaining an appropriate level of resources in liquid or near liquid form. The Company maintains cash and short-term deposits for up to 90-day periods to meet its liquidity requirements.

The Company's liquidity management process, as carried out within the Company and monitored by the Treasury function, includes:

- i. Monitoring future cash flows and liquidity on an ongoing basis. This incorporates an assessment of expected cash flows
- ii. Maintaining a portfolio of highly marketable assets that can easily be liquidated as protection against any unforeseen interruption to cash flow
- iii. Maintaining committed lines of credit
- iv. Managing the concentration and profile of debt maturities
- v. Optimizing cash returns on investments.

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

(a) Financial risk management (continued)

(iii) Liquidity risk (continued)

**Cash flows of financial liabilities**

The Company's financial liabilities comprise long-term loans and payables and accruals. The table below shows the undiscounted cash flows of non-derivative financial liabilities based on the earliest date on which the Company can be required to settle its liabilities. These amounts are due as follows:

2022					
	<u>Carrying amount</u>	<u>Contractual cash flows</u>	<u>1 year or less</u>	<u>1-2 yrs</u>	<u>2-5 yrs</u>
	\$	\$	\$	\$	\$
Accounts payable	19,504,388	19,504,388	19,504,388	-	-
Total financial liabilities	19,504,388	19,504,388	19,504,388	-	-

2021					
	<u>Carrying amount</u>	<u>Contractual cash flows</u>	<u>1 year or less</u>	<u>1-2 yrs</u>	<u>2-5 yrs</u>
	\$	\$	\$	\$	\$
Accounts payable	20,600,908	20,600,908	20,600,908	-	-
Long-term liabilities	26,960,000	35,290,000	-	-	35,290,000
Director's loan	1,939,993	1,939,993	-	-	1,939,993
Total financial liabilities	49,500,901	57,830,901	20,600,908	-	37,229,993

## 20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

### (b) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Company's processes such as personnel, technology, and infrastructure, as well as from external factors, other than financial risks, such as those arising from legal, regulatory requirements and natural disasters.

The management of the Company is responsible for managing operational risk so as to avoid financial loss and damage to the Company's reputation while at the same time balancing the control procedures to allow innovation and creativity to facilitate the growth of the Company. Management is aware of the many operational risks, especially as it relates to the handling of gas and petroleum products and continues to implement the necessary strategies to mitigate the negative impact of the different risks associated with the operation of the Company.

### (c) Reputational risk

The Company is engaged in a business that distributes gas and petroleum products to individuals and various industries. Its reputation is critical within the marketplace and the Company's management endeavors at all times to be ethical and adopts international best practices in the storage, manufacturing, and distribution of its products.

The Company ensures that the necessary safety, sanitary and quality standards are maintained and has regular audits from the government bodies responsible for the Company's portfolio of products including the government's Bureau of Standards, Public Health Department and Jamaica Customs Department. Also, as a supplier to several multinational and reputable local companies in the Western part of the island, the Company adheres and complies with their respective quality standards.

Rigorous quality checks are integrated into the Company's receiving and delivery processes of its products, and this reduces the level of accidents and customer complaints. Management considers the Company's reputation secured as events that may damage the Company's reputation are immediately investigated and the appropriate action taken in a manner that satisfies the complainant.

## Regency Petroleum Company Limited Notes to the Financial Statements 31 December 2022

## 21. RELATED PARTIES TRANSACTIONS AND BALANCES

The statement of comprehensive income did not include any material payments to related parties. Refer to notes 11 and 15 for details of balances relating to directors.

## 22. CONTINGENCIES AND COMMITMENTS

- (i) The Company's attorney, who is a director, reported in her letter relating to the year ended 31 December 2022 that as far as she is aware, there were no:
- instructions from the Company to represent them in any claims or possible claims
  - knowledge of any guarantees of indebtedness of others
  - trust monies held on behalf of the Company.
- (ii) Management is not aware of any commitments as at 31 December 2022, except those relating to long term borrowings which are detailed in Note 15 of the financial statements.

## 23. IMPACT OF COVID 19

The continuous impact of COVID-19 on the Company's operations and future financial performance are reviewed periodically by the Board and Management with mitigating strategies implemented to reduce any long-term adverse effects. The pandemic and the measures to control its human impact resulted in disruptions to the Jamaican economic activities and business operations. The Company continues to review its credit and financial risk while containing costs and managing cash flow.

Although the COVID-19 has negatively impacted the operations of the Company, management is confident that the Company will remain strong, and its long-term future is secure. The Company continues to increase its customer base by introducing innovative methods of distributing its principal products, LPG and gasoline to the marketplace, especially in the rural areas of Jamaica. Management has considered the consequences of the COVID-19 pandemic as well as other events and conditions and has determined that there are no additional material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

## 24. EVENTS AFTER STATEMENT OF FINANCIAL POSITION DATE

Management indicated that except for the uncertainties relating to the potential disruption of the economy as a result of COVID 19 along with the war by Russia against Ukraine, they are not aware of any other uncertainties that require disclosure in the financial statements up to the date of approving and signing these financial statements.



**93 Great George Street, Savanna-La-Mar,  
Westmoreland, Jamaica.**

Telephone: (876) 724-8128

Website: [www.rplgas.com](http://www.rplgas.com)

Email: [info@rplgas.com](mailto:info@rplgas.com)