



**Unaudited Financial Statements  
For the First Quarter for the Period Ended  
31 March 2014**

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28 April 2014

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**First Quarter Unaudited Financial Statements for the Period Ended 31 March 2014**

**PART I – INFORMATION REQUIRED FOR QUARTERLY ANNOUNCEMENTS**

1(a) A Statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
Period ended 31 March 2014

	The Group		
	First Quarter ended 31 March		Increase/ (Decrease)
	2014	2013	
S\$'000	S\$'000	%	
<b>Revenue</b>	<b>4,685</b>	<b>1,300</b>	260%
Cost of sales	(3,492)	(570)	513%
Gross profit	1,193	730	63%
Other income	537	448	20%
Other credits, net	306	351	(13%)
Expenses			
-Distribution and marketing	(448)	(886)	(49%)
-Administrative	(2,263)	(2,582)	(12%)
-Finance	(8)	(13)	(38%)
Loss before income tax	<b>(683)</b>	<b>(1,952)</b>	(65%)
Income tax expense	-	-	n.m.
<b>Loss for the period</b>	<b>(683)</b>	<b>(1,952)</b>	(65%)
<b>Other comprehensive income/(loss)</b>			
Items that may be classified subsequently to profit or loss:			
Currency translation differences arising from consolidation	9	1	n.m.
Currency translation differences on available-for-sale financial assets	(5)	15	n.m.
<b>Total comprehensive loss for the period</b>	<b>(679)</b>	<b>(1,936)</b>	
<b>Loss attributable to:</b>			
Equity holders of the Company	(677)	(1,917)	(65%)
Non-controlling interests	(6)	(35)	(83%)
	<b>(683)</b>	<b>(1,952)</b>	
<b>Total comprehensive loss attributable to:</b>			
Equity holders of the Company	(673)	(1,901)	(65%)
Non-controlling interests	(6)	(35)	(83%)
	<b>(679)</b>	<b>(1,936)</b>	(65%)

n.m. = not meaningful

**Notes to Consolidated Statement of Comprehensive Income**

(A) Revenue include:-

Rental income  
Sale of development properties  
Rendering of services

Group		
First quarter ended 31 March		Increase / (Decrease)
2014	2013	
S\$'000	S\$'000	%
1,138	1,138	0%
3,547	140	2434%
-	22	(100%)

(B) Other income include:-

Interest income  
Dividend income

Group		
First quarter ended 31 March		Increase / (Decrease)
2014	2013	
S\$'000	S\$'000	%
432	429	1%
18	19	(5%)

(C) Other credit, net include:-

Fair value gain on financial assets,  
at fair value through profit or loss  
Foreign exchange (loss)/gain

First quarter ended 31 March		Increase / (Decrease)
2014	2013	
S\$'000	S\$'000	%
362	204	77%
(55)	147	(137%)

(D) Distribution and marketing expenses include:-

Marketing cost  
Sales commission  
Entertainment

First quarter ended 31 March		Increase / (Decrease)
2014	2013	
S\$'000	S\$'000	%
348	860	(60%)
68	-	n.m.
32	25	28%

(E) Administrative expenses include:-

Legal and professional fee  
Staff cost  
Employee share option expense  
Depreciation of property, plant and equipment  
Rental expense

First quarter ended 31 March		Increase / (Decrease)
2014	2013	
\$'000	\$'000	%
283	26	988%
1,284	1,514	(15%)
-	640	(100%)
58	63	(8%)
49	49	0%

(F) Finance expenses include:-

Interest on bank borrowings

First quarter ended 31 March		Increase / (Decrease)
2014	2013	
\$'000	\$'000	%
8	17	(53%)

n.m. = not meaningful

1(b)(i) A Statement of Financial Position (for issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

**STATEMENTS OF FINANCIAL POSITION**

	<b>Group</b>		<b>Company</b>	
	31-Mar-14	31-Dec-13	31-Mar-14	31-Dec-13
	\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	42,996	56,317	30,187	36,326
Financial assets, at fair value through profit or loss	3,226	2,876	-	-
Trade and other receivables	9,234	9,181	104,170	93,101
Development properties	212,275	208,635	-	-
	<b>267,731</b>	<b>277,009</b>	<b>134,357</b>	<b>129,427</b>
<b>Non-current assets</b>				
Investment in subsidiaries	-	-	8,520	8,520
Investment properties	9,550	9,550	-	-
Available-for-sale financial assets	1,074	1,079	-	-
Held-to-maturity financial assets	8,643	8,341	-	-
Property, plant and equipment	339	397	69	79
	<b>19,606</b>	<b>19,367</b>	<b>8,589</b>	<b>8,599</b>
<b>Total assets</b>	<b>287,337</b>	<b>296,376</b>	<b>142,946</b>	<b>138,026</b>
<b>Current liabilities</b>				
Trade and other payables	19,374	21,570	52,163	45,830
Provision for other liabilities and charges	759	918	756	829
	<b>20,133</b>	<b>22,488</b>	<b>52,919</b>	<b>46,659</b>
<b>Non-current liabilities</b>				
Borrowings	133,855	139,873	-	-
Provision for other liabilities and charges	610	607	28	27
	<b>134,465</b>	<b>140,480</b>	<b>28</b>	<b>27</b>
<b>Total liabilities</b>	<b>154,598</b>	<b>162,968</b>	<b>52,947</b>	<b>46,686</b>
<b>NET ASSETS</b>	<b>132,739</b>	<b>133,408</b>	<b>89,999</b>	<b>91,340</b>
<b>EQUITY</b>				
<b>Capital and reserve attributable to equity holders of the Company</b>				
Share capital	123,755	123,745	123,755	123,745
Other reserves	4,821	4,817	4,914	4,914
Retained profits/(Accumulated losses)	4,308	4,985	(38,670)	(37,319)
	<b>132,884</b>	<b>133,547</b>	<b>89,999</b>	<b>91,340</b>
Non-controlling interests	(145)	(139)	-	-
<b>Total equity</b>	<b>132,739</b>	<b>133,408</b>	<b>89,999</b>	<b>91,340</b>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities**

Amount repayable in one year or less, or on demand

As at 31.03.2014		As at 31.12.2013	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
-	-	-	-

Amount repayable after one year

As at 31.03.2014		As at 31.12.2013	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
133,855	-	139,873	-

**Details of any collaterals**

As at 31 March 2014, the borrowings are secured over bank deposits of S\$0.1 million (31 December 2013: S\$0.1 million) and freehold lands under development properties of S\$188 million (31 December 2013: S\$188 million).

1(c) A statement of cash flow (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

**Consolidated Statement of Cash Flows**

	The Group	
	First Quarter ended 31 March	
	2014	2013
	\$'000	\$'000
<b>Cash flows from operating activities</b>		
Net loss	(683)	(1,952)
Adjustments for:		
- Depreciation	58	63
- Employee share option expense	-	640
- Fair value gain on financial assets, at fair value through profit or loss	(362)	(204)
- Currency translation loss/(gain)	54	(147)
- Interest income	(432)	(429)
- Interest expense	8	17
<b>Operating cash flow before working capital changes</b>	(1,357)	(2,012)
<b>Change in working capital</b>		
- Trade and other receivables	(53)	503
- Development properties	(3,639)	(7,152)
- Trade and other payables	(2,196)	1,480
- Provision for other liabilities and charges	(159)	(46)
<b>Cash used in operations</b>	(7,404)	(7,227)
- Interest received	91	491
<b>Net cash used in operating activities</b>	(7,313)	(6,736)
<b>Cash flows from investing activities</b>		
- Additions to property, plant and equipment	-	(79)
- Additions to held-to-maturity financial assets	-	(326)
- Proceeds from sale of investment property	-	13,800
<b>Net cash generated from investing activities</b>	-	13,395
<b>Cash flows from financing activities</b>		
- Proceeds from issuance of conversion of warrants	10	189
- Proceeds from borrowings	2,482	2,789
- Repayment of borrowings	(8,500)	(9,169)
- Interest paid	(5)	(13)
<b>Net cash used in financing activities</b>	(6,013)	(6,204)
<b>Net (decrease)/increase in cash and cash equivalents</b>	(13,326)	455
Effects of currency translation on cash and cash equivalents	5	9
Cash and cash equivalents at beginning of the financial period	56,197	42,297
<b>Cash and cash equivalents at end of the period</b>	42,876	42,761
Cash and cash equivalents consists of:		
Cash and bank balances	42,996	42,881
Bank deposits pledged	(120)	(120)
	42,876	42,761

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.**

**STATEMENT OF CHANGES IN EQUITY**

	Attributable to Equity holders of the Company						Non-controlling interests	Total equity	
	Share capital	Share option reserve	General reserve	Translation reserve	Fair value reserve	Retained profits/ (Accumulated losses)			Total
<b>Group</b>	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	
<b>As at 1 January 2014</b>	123,745	4,914	(51)	(53)	7	4,985	133,547	(139)	133,408
Total comprehensive income/(loss) for the period	-	-	-	9	(5)	(677)	(673)	(6)	(679)
Exercise of warrants	10	-	-	-	-	-	10	-	10
<b>As at 31 March 2014</b>	<b>123,755</b>	<b>4,914</b>	<b>(51)</b>	<b>(44)</b>	<b>2</b>	<b>4,308</b>	<b>132,884</b>	<b>(145)</b>	<b>132,739</b>
<b>As at 1 January 2013</b>	122,809	4,282	(51)	(38)	(29)	10,321	137,294	(109)	137,185
Total comprehensive loss for the period	-	-	-	1	15	(1,917)	(1,901)	(35)	(1,936)
Employee share option scheme	-	640	-	-	-	-	640	-	640
Exercise of warrants	189	-	-	-	-	-	189	-	189
<b>As at 31 March 2013</b>	<b>122,998</b>	<b>4,922</b>	<b>(51)</b>	<b>(37)</b>	<b>(14)</b>	<b>8,404</b>	<b>136,222</b>	<b>(144)</b>	<b>136,078</b>

	Attributable to Equity holders of the company			Total equity
	Share capital	Share option reserve	Accumulated losses	
<b>Company</b>	S\$'000	S\$'000	S\$'000	S\$'000
<b>As at 1 January 2014</b>	123,745	4,914	(37,319)	91,340
Total comprehensive loss for the period	-	-	(1,351)	(1,351)
Exercise of warrants	10	-	-	10
<b>As at 31 March 2014</b>	<b>123,755</b>	<b>4,914</b>	<b>(38,670)</b>	<b>89,999</b>
<b>As at 1 January 2013</b>	122,809	4,282	(34,860)	92,231
Total comprehensive income for the period	-	-	321	321
Employee share option scheme	-	640	-	640
Exercise of warrants	189	-	-	189
<b>As at 31 March 2013</b>	<b>122,998</b>	<b>4,922</b>	<b>(34,539)</b>	<b>93,381</b>



**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as well as the number of shares held as treasury shares, if any, against the total number of Issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During the first quarter ended 31 March 2014, a total of 2,000,000 warrants were exercised by the warrants holders at the exercise price of S\$0.005 per share. There were 7,606,879,316 and 7,608,879,316 outstanding warrants as at 31 March 2014 and 31 December 2013 respectively.

Except as mentioned above, there have been no changes in the issued share capital of the Company since 31 December 2013.

As at 31 March 2014, the Company does not have any treasury shares (31 December 2013: Nil).

**1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	Number of Shares	Share Capital (S\$'000)
As at 1 January 2013	11,218,023,858	122,809
Issue of New Shares:		
-Exercise of Warrants	187,229,382	936
As at 31 December 2013	11,405,253,240	123,745
Issue of New Shares:		
-Exercise of Warrants	2,000,000	10
As at 31 March 2014	11,407,253,240	123,755

**1(d)(iv) A statement showing all sales, transfers, disposals, cancellation and/ or use of treasury shares as at the end of the current financial period reported on.**

Not applicable.

**2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

The above financial statements have not been audited or reviewed.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has adopted the same accounting policies and methods of computation in the financial statements for the current financial period compared with those in the audited financial statements for the year ended 31 December 2013 as well as all applicable financial reporting standards (FRS+) that become effective for financial year beginning on or after 1 January 2014. The adoption of these standards did not result in substantial changes to the Group's accounting policies, and there is no material impact to the financial statements.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

There are no changes in accounting policies.

**6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

**(a) Basic loss per share**

	The Group	
	First Quarter ended 31 March	
	2014	2013
Net loss attributable to equity holders of the Company (S\$000)	(677)	(1,917)
Weighted average number of ordinary shares outstanding for basic loss per share (000)	11,406,964	11,241,943
Basic loss per share (cents)	(0.006)	(0.017)

**(b) Diluted loss per share**

	The Group	
	First Quarter ended 31 March	
	2014	2013
Net loss attributable to equity holders of the Company (S\$000)	(677)	(1,917)
Weighted average number of ordinary shares outstanding for diluted loss per share (000)	19,430,673	19,479,749
Diluted loss per share (cents)	(0.003)	(0.010)

**7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the (a) current period reported on; and (b) immediately preceding financial year**

	The Group		The Company	
	As at 31 March 2014	As at 31 December 2013	As at 31 March 2014	As at 31 December 2013
	Net asset value (+NAV+) (S\$000)	132,739	133,408	89,999
Number of shares	11,407,253,240	11,405,253,240	11,407,253,240	11,405,253,240
NAV per share (cents)	1.16	1.17	0.79	0.80

The net assets value per ordinary share was calculated based on the number of shares in issue of 11,407,253,240 as at 31 March 2014 (31 December 2013: 11,405,253,240).

**8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current period reported on.

### **Consolidated Statement of Comprehensive Income**

#### Revenue

The Group recorded S\$4.7 million in revenue for first quarter of 2014 (1Q2014) as compared to S\$1.3 million in the same corresponding period.

The increase in revenue was mainly due to recognition of revenue from sale of development properties from Braddell and Bartley Projects, in accordance with the Group's revenue recognition policy.

#### Cost of sales

The increase in cost of sales was generally in-line with the recognition of revenue from sale of development properties from Braddell and Bartley Projects.

#### Gross profit

Gross profit margin for 1Q2014 was 25% as compared to 56% in the same corresponding period. The decrease in margin of 31% was mainly due to recognition of cost of sales from Braddell and Bartley Projects.

#### Other income

Other income increased by approximately S\$89,000 was mainly due to interest income from fixed deposits and income from garage sales.

#### Distribution and marketing

Distribution and marketing decreased by S\$438,000 was mainly due to the absence of marketing costs which were incurred for the launching of Braddell Project in March 2013.

#### Administrative expenses

Administrative expenses decreased by S\$0.3 million mainly due to decrease in staff cost of S\$230,000.

### **Consolidated Statement of Financial Position**

#### Total assets

As at 31 March 2014, the Group's total assets stood at S\$287.3 million which is S\$9.0 million lower than as at 31 December 2013. The decrease was mainly attributable to the following:

- a. Decrease in cash and cash equivalents by S\$13.3 million mainly due to the repayment of bank borrowings of S\$8.5 million and payments made to the main contractor for Braddell and Bartley Projects of S\$2.8 million; and offset by
- b. Increase in development properties of S\$3.6 million mainly due to increase in costs incurred for Braddell and Bartley Projects.

### Total liabilities

As of 31 March 2014, the Group's total liabilities stood at S\$154.6 million, which is S\$8.3 million lower than 31 December 2013. The decrease is mainly due to the following:

- (i) Repayment of bank borrowings of S\$8.5 million;
- (ii) Recognition of revenue from advance received of S\$2.6 million; and offset by
- (iii) Receipt of new bank borrowings of S\$2.5 million for the investment properties at Tomlinson Road.

### Consolidated Statement of Cash Flows

Net cash deployed in operating activities of S\$7.3 million was used mainly for the development of the Braddell and Bartley Projects.

Financing activities accounted for net cash outflow of S\$6.0 million in the current period, mainly due to the repayment of bank borrowings of S\$8.5 million, offset by the receipt of new bank borrowings of S\$2.5 million for the investment properties at Tomlinson Road.

As a result of the aforesaid, cash and cash equivalents decreased to S\$42.9 million as at 31 March 2014 from S\$56.2 million as at 31 December 2013.

### **9. Where a forecast, or a prospect statement, has been previously disclosed to our shareholders, any variance between it and the actual results.**

The current results are in line with the Company's discussion presented in Note 10 of the unaudited results announcement dated 25 February 2014.

### **10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

The Company believes that the operating environment for FY2014 is likely to remain challenging for real estate segment in Singapore.

According to the URA, 480 new units - excluding executive condominiums - were sold last month, a 35 per cent drop from February's 739 units, after a recovery from January's 572 units. New private home sales fell 35 per cent in March from February and year-on-year, the number of transactions in March fell 82.8 per cent.

Private-home prices, according to the URA's initial estimates released this month, fell 1.3% in the first quarter compared with the last three months of 2013. This followed a 0.8% on-quarter decline in the October-December period, which snapped a six-quarter run of rising prices [Source . Channel Newsasia, Friday, 15 April 2014 %New private home sales fall 35% in March-].

Market outlook remains bleak as we expect continuing price declines by other developers. The Group will remain vigilant and continue to pursue what we set to do while seeking expansion opportunities to enhance the shareholders' value. The Group will place more focus in the neighboring countries in South East Asia, whereby the growth in the real estate sector looks more promising.

**11. If a decision regarding dividend has been made:-**

None

**(a) Whether an interim (final) ordinary dividend has been declared (recommended); and**

None

**(b) (i) Amount per share ..... cents  
(Optional) Rate: ..... %**

Not applicable

**(ii) Previous corresponding period ..... cents  
(Optional) Rate: ..... %**

Not applicable

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of the shareholders, this must be stated).**

Not applicable

**(d) The date the dividend is payable.**

Not applicable

**(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividends are determined.**

Not applicable

**12. If no dividend has been declared/recommended, a statement to that effect**

No dividend has been declared for the First Quarter ended 31 March 2014.

**13. Aggregate value of interested person transactions conducted pursuant to shareholders' mandate for the period ended 31 March 2014:**

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholdersq mandate pursuant to Rule 920	Aggregate value of all interested person transactions conducted under shareholdersqmandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Nil	Nil	N.A. as no IPT mandate has been obtained.

#### **14. Confirmation by the Board**

We, Hano Maeloa and Chang Shyre Gwo, being two directors of Top Global Limited (the "Company") do hereby confirm on behalf of the directors of the Company that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the unaudited financial results for the period ended 31 March 2014 to be false or misleading in any material aspect.

On behalf of the board of directors

Hano Maeloa  
Chief Executive Officer

Chang Shyre Gwo  
Director

BY ORDER OF THE BOARD

**Hano Maeloa**  
**Chief Executive Officer**  
**28 April 2014**