

**VIAGOLD CAPITAL LIMITED**  
**Interim Financial Report**  
**For the Half -Year Ended September 30, 2014**  
**ASX Appendix 4D**  
**ARBN: 070 352 500**

VIAGOLD CAPITAL LIMITED

INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

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# VIAGOLD CAPITAL LIMITED

## Appendix 4D

### Interim Financial Report For The Half-Year Ended September 30, 2014

1.	<b>Name of Entity</b> ARBN: Half-year ended (reporting period) Half-year ended (previous corresponding period)	VIAGOLD CAPITAL LIMITED 070 352 500 September 30, 2014 September 30, 2013			
2.	<b>Results for announcement to the market</b> <i>(Amount and percentage change up or down from the previous corresponding period)</i>				
		Six months to September 30			
		2014 A\$'000	2013 A\$'000	Change A\$'000	Change %
2.1	Revenue from ordinary activities	384	496	(112)	(23%)
2.2	Loss from ordinary activities after tax attributable to members	(447)	(390)	(57)	(15%)
2.3	Loss for the reporting period attributable to members	(447)	(390)	(57)	(15%)
2.4	Dividends				
	Final dividend	Amount per security		Franked amount per security	
	Interim dividend	Nil		N/A	
	Previous corresponding period	Nil		N/A	
2.5	Record date for determining entitlements to the dividend	N/A			
3.	<b>Net tangible assets per security</b>				
	Net tangible assets backing per ordinary security	Current period		Previous corresponding period	
		A\$0.09		A\$0.09	
4.	<b>Control gain/loss over entities having a material effect</b>				
	N/A.				
5.	<b>Dividend</b>				
	There was no dividend paid during the current period.				
6.	<b>Details of any dividend or distribution reinvestment plans in operation from and the last date for the receipt of an election notice for participation in any dividend or distribution reinvestment plan</b>				
	N/A.				
7.	<b>Details of associates and joint venture entities</b>				
	There were no associate or joint venture entity holdings in the current period.				

## VIAGOLD CAPITAL LIMITED

### Appendix 4D

#### Interim Financial Report For The Half-Year Ended September 30, 2014

#### **8. Basis of preparations**

The interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, it is recommended that this report be read in conjunction with the annual financial report for the year ended March 31, 2014 and any public announcements made by ViaGOLD Capital Limited during the half-year in accordance with the continuous disclosure requirements under the Listing Rules of the Australian Securities Exchange Limited ("ASX").

#### **Compliance Statement**

9. The information provided in this report has been prepared in accordance with the International Financial Reporting Standards which is acceptable to the ASX for foreign reporting entities.
10. The Interim Financial Report of ViaGOLD Capital Limited for the half-year ended September 30, 2014 has been subject to review. A copy of the independent review report to the members of ViaGOLD Capital Limited is attached.

## VIAGOLD CAPITAL LIMITED

### DIRECTORS' REPORT

The Directors present their interim financial report together with the condensed consolidated financial statements of ViaGOLD Capital Limited (the "Company") and its controlled entities (collectively the "Group") for the half-year ended September 30, 2014.

#### DIRECTORS

The Directors of the Company during the period and up to the date of this report were:

##### Executive directors:

Ms. Mulei Shi (Chief Executive Officer)  
Mr. King Choi Leung  
Mr. Libin Sun

##### Non-executive directors:

Dr. Longguang Shi (Chairman)

##### Independent non-executive directors:

Mr. James Anthony Wigginton (resigned on Jun 20, 2014)  
Mr. OuYang Cong (appointed on Jul 21, 2014)  
Mr. Yan Wang

#### PRINCIPAL ACTIVITIES OF THE GROUP

The Company acts as an investment holding company. The subsidiaries of the Company are principally engaged in investment holdings, leasing, mineral trading business as well as consultancy and management services to educational institutions.

#### DIVIDEND

The Directors do not recommend the payment of a dividend. No dividend has been declared or paid since the end of the previous financial year.

VIAGOLD CAPITAL LIMITED

CONSOLIDATED RESULTS AND REVIEW OF OPERATIONS

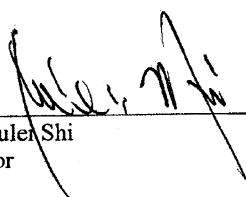
The consolidated loss before income tax for the six months ended September 30, 2014 was approximately A\$487,000 (Period ended September 30, 2013: loss approximately A\$384,000)

Revenue for the six months ended September 30, 2014 was approximately A\$384,000 (Period ended September 30, 2013: A\$496,000).

The decrease in turnover was mainly due to continuous decrease in management fee income from education institutions which was a result of this downsizing industry in both vocational and higher education in general and the continuous competition within the industry. The loss is in line with the decrease in turnover. The board has continued to input resources on promotion and marketing and is confident that this will bring positive effect to the turnover of the education institutions and boost up the management fee income of this education sector.

VCL will continue to strive for optimization of the education and leasing sectors. In addition, it will explore investment opportunities in the rare earth mining and mineral trading and other industries that will increase the return to shareholders.

Finally, on behalf of the Board, I would like to take this opportunity to extend my gratitude to my fellow directors and all the dedicated staffs of VCL Group for their contribution during the period under review.



Ms. Muler Shi  
Director

November 27, 2014

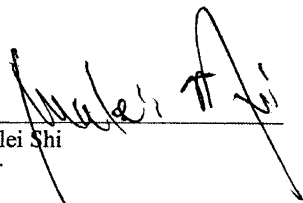
VIAGOLD CAPITAL LIMITED

DIRECTORS' DECLARATION

The Directors of the Company declare that, for the half-year ended September 30, 2014:

1. The attached financial statements and notes thereto as set out on pages 6 to 16:
  - (a) comply with the International Accounting Standard ("IAS") 34 "Interim Financial Reporting"; and
  - (b) give a true and fair view of the Group's financial position as at September 30, 2014 and of its performance for the half-year then ended;
2. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed on behalf of and in accordance with a resolution of the Board of Directors.



Ms. Mulei Shi  
Director

November 27, 2014

VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED INCOME STATEMENT  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2014

	Six months ended September 30	
	<u>2014</u>	<u>2013</u>
	A\$'000	A\$'000
Turnover	384	496
Cost of services	<u>(325)</u>	<u>(291)</u>
Gross profit	59	205
Other income	2	2
Administrative expenses	(542)	(548)
Other operating expenses	(6)	(43)
Finance costs	-	-
Loss before income tax	<u>(487)</u>	<u>(384)</u>
Income tax expenses	-	-
Loss for the period	<u><u>(487)</u></u>	<u><u>(384)</u></u>
Attributable to:		
Equity holders of the Company	(447)	(390)
Non-controlling interests	<u>(40)</u>	<u>6</u>
	<u><u>(487)</u></u>	<u><u>(384)</u></u>
Loss per share attributable to the equity holders of the Company		
-basic	<u>A\$(0.015)</u>	<u>A\$(0.013)</u>
-diluted	<u>N/A</u>	<u>N/A</u>

The notes on pages 11 to 15 form an integral part of this condensed consolidated interim financial report.



VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2014

	Six months ended September 30	
	<u>2014</u>	<u>2013</u>
	A\$'000	A\$'000
Loss for the period	(487)	(384)
Other comprehensive income for the period		
Exchange differences on translation of financial statements of overseas subsidiaries	<u>287</u>	<u>375</u>
Total comprehensive loss for the period	<u>(200)</u>	<u>(9)</u>
Attributable to:		
Equity shareholders of the Company	(240)	(89)
Non-controlling interests	<u>40</u>	<u>80</u>
	<u>(200)</u>	<u>(9)</u>

VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT SEPTEMBER 30, 2014

		As at September 30 <u>2014</u> A\$'000	As at March 31 <u>2014</u> A\$'000
<b>ASSETS</b>	<u>Note</u>		
<b>Non-current assets</b>			
Fixed assets			
- Investment property		571	588
- Other property, plant and equipment		695	678
		<u>1,266</u>	<u>1,266</u>
<b>Current assets</b>			
Trade and other receivables and prepayments		759	372
Cash and cash equivalents		652	968
		<u>1,411</u>	<u>1,340</u>
<b>Total assets</b>		<u>2,677</u>	<u>2,606</u>
<b>EQUITY</b>			
<b>Capital and reserves attributable to the owners of the Company</b>			
Share capital	9	6,131	6,131
Reserves		<u>(4,746)</u>	<u>(4,506)</u>
		1,385	1,625
Non-controlling interests		624	584
<b>Total equity</b>		<u>2,009</u>	<u>2,209</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables		668	397
<b>Total equity and liabilities</b>		<u>2,677</u>	<u>2,606</u>

The notes on pages 11 to 15 form an integral part of this condensed consolidated interim financial report.

VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2014

	Attributable to equity holders of the Company									
	Reserves									
	Share capital A\$'000	Share Premium A\$'000	Translation reserve A\$'000	Contributed surplus A\$'000	Warrant reserve A\$'000	Share-based compensation reserve A\$'000	Accumulated Losses A\$'000	Total A\$'000	Non-controlling interests A\$'000	Total Equity A\$'000
As at April 1, 2013	6,131	29,020	(28,778)	47,645	399	7,221	(59,573)	2,065	530	2,595
Total comprehensive income/(loss)	-	-	301	-	-	-	(390)	(89)	80	(9)
As at September 30, 2013	6,131	29,020	(28,477)	47,645	399	7,221	(59,963)	1,976	610	2,586
	Attributable to equity holders of the Company									
	Reserves									
	Share Capital A\$'000	Share Premium A\$'000	Translation reserve A\$'000	Contributed surplus A\$'000	Warrant reserve A\$'000	Share-based compensation reserve A\$'000	Accumulated Losses A\$'000	Total A\$'000	Non-controlling Interests A\$'000	Total Equity A\$'000
As at April 1, 2014	6,131	29,020	(28,516)	47,645	551	7,221	(60,427)	1,625	584	2,209
Total comprehensive income/(loss)	-	-	(95)	-	302	-	(447)	(240)	40	(200)
As at September 30, 2014	6,131	29,020	(28,611)	47,645	853	7,221	(60,874)	1,385	624	2,009

The notes on pages 11 to 15 form an integral part of this condensed consolidated interim financial report.

VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2014

	Six months ended September 30	
	2014 A\$'000	2013 A\$'000
Net cash used in operating activities	(409)	(216)
Net cash used in investing activities	(196)	(145)
Net cash from financing activities	301	-
Net decrease in cash and cash equivalents	(304)	(361)
Cash and cash equivalents at the beginning of the period	968	1,163
Exchange (losses) / gain on cash and cash equivalents	(12)	182
Cash and cash equivalents at the end of the period	652	984

The notes on pages 11 to 15 form an integral part of this condensed consolidated interim financial report.

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

**1. GENERAL INFORMATION**

ViaGOLD Capital Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Australian Securities Exchange Limited (the “ASX”). The address of its registered office is Unit 2/36 Winfield Road, Balwyn North, Victoria 3104, Australia.

The Company acts as an investment holding company. The subsidiaries of the Company are principally engaged in investment holdings, leasing and capital financing services, and consultancy and management services to educational institutions

This interim financial report is presented in units of Australian dollars (A\$), unless otherwise stated.

**2. BASIS OF PREPARATION**

This condensed consolidated interim financial report for the half-year ended September 30, 2014 has been prepared in accordance with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”. The condensed consolidated interim financial report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the annual financial report of the Group for the year ended March 31, 2014 and any public announcements made by the Group during the half-year.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial report for the year ended March 31, 2014, except for the accounting policy changes that are expected to be reflected in the annual financial report for the year ending March 31, 2015.

The interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since annual financial report for the year ended March 31, 2014. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRSs”).

The interim financial report is unaudited, but has been reviewed by Cheng & Cheng Limited (“C&C”) in accordance with International Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. C&C’s independent review report to the members of the Company is included on page 17.

**3. ACCOUNTING POLICIES**

International Accounting Standard Board (“IASB”) has issued new and revised IFRSs and a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

In the current interim period, the Group has applied, for the first time, the new or revised IFRSs and amendments issued by the IASB, which are effective for the Group’s current financial year beginning on April 1, 2014. The adoption of the new and revised IFRSs and amendments does not have any significant impact on the Group interim financial report.

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

**3. ACCOUNTING POLICIES (continued)**

Up to the date of issue of this unaudited condensed consolidated interim financial report, the IASB has issued a number of amendments, new standards and interpretation which are not yet effective for the year ending March 31, 2015 and which have not been adopted in this interim financial report.

The Group is in the process of making an assessment of what the impact of these amendments, revised standards and new interpretation is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

**4. SEGMENT REPORTING**

The Group manages its business by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the following reportable segments.

- Investment holdings and administration
- Trading of minerals
- Leasing and capital financing
- Provision of consultancy and management services to educational institutions

The management manages the Group's businesses both by geographical and by business segments. Geographically, the Group's businesses are divided into Hong Kong, Macau and the People's Republic of China (the "PRC"). The main business in Hong Kong and Macau is investment holdings. The businesses in the PRC are segregated into leasing and capital financing services, and consultancy and management services to educational institutions.

The management assesses the performance of the operating segments based on the profit/loss for the period. This measurement basis excludes intra-group transactions and gain/loss of disposal of subsidiaries.

Segment assets include all tangible, intangible assets and current assets excluding the interests in subsidiaries, inter-group current accounts.

VIAGOLD CAPITAL LIMITED

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

4. SEGMENT REPORTING (continued)

The segment information for the reporting segments for the half-year ended September 30, 2014 is as follows:

	HK and Macau	HK	PRC	PRC	Consolidated A\$'000
	Investment holdings and administration A\$'000	Trading of minerals A\$'000	Leasing and capital financing A\$'000	Provision of consultancy and management services to educational institutions A\$'000	
Revenue from external customers	-	-	196	188	384
Inter-segment revenue	-	-	-	-	-
Reportable segment revenue	-	-	196	188	384
Reportable segment loss before income tax	(240)	(2)	(129)	(116)	(487)
Income tax expenses					-
Loss for the period					(487)
As at September 30, 2014					
Reportable segment assets	367	273	1,717	320	2,677

VIAGOLD CAPITAL LIMITED

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

4. SEGMENT REPORTING (continued)

The segment information for the reporting segments for the half-year ended September 30, 2013 is as follows:

	HK and Macau	HK	PRC	PRC	Consolidated A\$'000
	Investment holdings and administration A\$'000	Trading of minerals A\$'000	Leasing and capital financing A\$'000	Provision of consultancy and Management services to educational institutions	
Revenue from external customers	-	-	254	242	496
Inter-segment revenue	-	-	-	-	-
Reportable segment revenue	-	-	254	242	496
Reportable segment profit / (loss) before income tax	(303)	-	19	(100)	(384)
Income tax expenses					-
Loss for the period					(384)
As at September 30, 2013					
Reportable segment assets	26	-	2,033	802	2,861



NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2014

**5. SEASONALITY OF OPERATIONS**

Since the leasing and capital financing, and consultancy and management service business segments do not have any seasonal trend, no analysis of operation is presented.

**6. ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT**

During the half-year ended September 30, 2014, the Group acquired property, plant and equipment at a cost of approximately A\$198,000 (Period ended September 30, 2013: approximately A\$147,000).

**7. MATERIAL RELATED PARTY TRANSACTIONS**

<u>Related party</u>	<u>Nature of transactions</u>	Six months ended September 30	
		<u>2014</u> A\$'000	<u>2013</u> A\$'000
Related companies	Consultancy and management services income	188	242
Directors of the Company	Trade receivables	192	175
	Key management compensation	172	181
	Amounts due from a director	<u>8</u>	<u>26</u>

**8. DIVIDEND**

No dividend was paid for both periods. The directors do not recommend the payment of an interim dividend.

**9. SHARE CAPITAL**

<u>Issued and fully paid</u>	Number of <u>Shares</u> in thousands	Ordinary <u>shares</u> A\$'000
As at March 31, 2014 and September 30, 2014	<u>30,656</u>	<u>30,656</u>

**10. EVENTS AFTER THE REPORTING DATE**

No significant subsequent event took place subsequent to 30 September 2014.



## **REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE MEMBERS OF VIAGOLD CAPITAL LIMITED**

### **Introduction**

We have reviewed the interim condensed consolidated financial information set out on pages 6 to 15 which comprises the condensed consolidated statement of financial position of ViaGOLD Capital Limited (the "Company") and its subsidiaries (together, the "Group") as of September 30, 2014 and the related condensed consolidated income statement, comprehensive income, changes in equity and cash flows for half-year period then ended, and a summary of significant accounting policies and other explanatory notes. The directors of the Company are responsible for the preparation and fair presentation of this interim financial information in accordance with International Accounting Standard 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review.

### **Scope of Review**

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared in accordance with International Accounting Standard 34.

Cheng & Cheng Limited  
Certified Public Accountants

Hong Kong, 27 November, 2014

Chan Shek Chi  
Practising Certificate Number P05540