

**VIAGOLD CAPITAL LIMITED**  
**Interim Financial Report**  
**For the Half -Year Ended September 30, 2012**  
**ASX Appendix 4D**  
**ARBN: 070 352 500**

VIAGOLD CAPITAL LIMITED

INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2012

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# VIAGOLD CAPITAL LIMITED

## Appendix 4D

### Interim Financial Report For The Half-Year Ended September 30, 2012

1. **Name of Entity**  
 ARBN:  
 Half-year ended (reporting period)  
 Half-year ended (previous corresponding period)
 

VIAGOLD CAPITAL LIMITED
070 352 500
September 30, 2012
September 30, 2011
  
2. **Results for announcement to the market**  
*(Amount and percentage change up or down from the previous corresponding period)*

Six months to 30 September				
	<u>2012</u> A\$'000	<u>2011</u> A\$'000	<u>Change</u> A\$'000	<u>Change</u> %

2.1 Revenue from ordinary activities	604	1,156	(552)	(48%)
2.2 Profit from ordinary activities after tax attributable to members	62	267	(205)	(77%)
2.3 Profit for the reporting period attributable to members	62	267	(205)	(77%)

	Amount per security	Franked amount per security
2.4 Dividends		
Final dividend	Nil	N/A
Interim dividend	Nil	N/A
Previous corresponding period	Nil	N/A

2.5 Record date for determining entitlements to the dividend	N/A
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- 3. **Net tangible assets per security**

	Current period	Previous corresponding period
Net tangible assets backing per ordinary security	A\$0.12	A\$0.12
  
- 4. **Control gain/loss over entities having a material effect**  
 N/A.
  
- 5. **Dividend**  
 There was no dividend paid during the current period.
  
- 6. **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**  
 N/A.
  
- 7. **Details of associates and joint venture entities**  
 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, 2012

#### **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, 2012 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, 2012 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, 2012.

#### DIRECTORS

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

##### Executive directors:

Mr. Pierre Seligman  
Mr. Jack Chik Ming Chu  
Ms. Mulei Shi (Chief Executive Officer)  
Mr. King Choi Leung

##### Non-executive directors:

Dr. Longguang Shi (Chairman)  
Mr. William Kam Biu Tam

##### Independent non-executive directors:

Mr. James Anthony Wigginton  
Mr. Yan Wang (Appointed on 8 October 2012)  
Dr. Wei Xiang (Resigned on 8 October 2012)

#### 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 and capital financing services, 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 profit before income tax for the six months ended September 30, 2012 was approximately A\$38,000 (Period ended September 30, 2011: approximately A\$254,000)

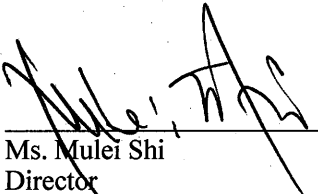
Revenue for the six months ended 30 September, 2012 was approximately A\$604,000 (Period ended September 30, 2011: A\$1,156,000).

The decrease in turnover was mainly attributable to the decrease in management fee income from educational institutions. This was a result of the drop in number of participants for the education programs caused by the global economic environment, the increasing competition within the industry and the change in demand from employers. In response to the changes, the board has put in extra resources on promotion and marketing. Additional costs will be incurred, starting from the second half of the financial year. The board is confident that the promotion campaign will have positive effect to the turnover of the educational institutions, which in turn will boost up the management fee income.

Turnover of leasing business also recorded a set-back, resulting in a loss for this segment.

Going forward, the Group is committed to assist the educational institutions while directing the leasing business back on track. The board is also constantly looking for suitable projects to enhance the investment portfolio.

Finally, on behalf of the board, I would like to extend my sincere gratitude to all our staff for their dedication and contribution during the period under review.



\_\_\_\_\_  
Ms. Mulei Shi  
Director

November 30, 2012

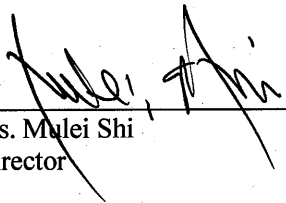
VIAGOLD CAPITAL LIMITED

DIRECTORS' DECLARATION

The Directors of the Company declare that, for the half-year ended September 30, 2012:

1. The attached financial statements and notes thereto as set out on pages 6 to 15:
  - (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, 2012 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 30, 2012

VIAGOLD CAPITAL LIMITED

CONDENSED CONSOLIDATED INCOME STATEMENT  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2012

	Six months ended September 30	
	2012 A\$'000	2011 A\$'000
Turnover	604	1,156
Cost of services	(260)	(261)
Gross profit	344	895
Other income	28	1
Net losses on financial assets at fair value through profit or loss	-	(175)
Administrative expenses	(331)	(467)
Other operating expenses	(3)	-
Finance costs	-	-
Profit before income tax	38	254
Income tax expenses	-	-
Profit for the period	38	254
Attributable to:		
Equity holders of the Company	62	267
Non-controlling interests	(24)	(13)
	38	254
Earnings per share attributable to the equity holders of the Company		
-basic	A\$0.002	A\$0.008
-diluted	N/A	N/A

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, 2012

	Six months ended September 30	
	<u>2012</u> A\$'000	<u>2011</u> A\$'000
Profit for the period	38	254
Other comprehensive income for the period		
Exchange differences on translation of financial statements of overseas subsidiaries	<u>6</u>	<u>275</u>
Total comprehensive income for the period	<u>32</u>	<u>529</u>
Attributable to:		
Equity shareholders of the Company	33	494
Non-controlling interests	<u>(1)</u>	<u>35</u>
	<u>32</u>	<u>529</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 FINANCIAL POSITION  
AS AT SEPTEMBER 30, 2012**

		As at September 30 <u>2012</u> A\$'000	As at March 31 <u>2012</u> A\$'000
<b>ASSETS</b>	<b><u>Note</u></b>		
<b>Non-current assets</b>			
Fixed assets			
- Investment property		558	588
- Other property, plant and equipment		652	506
		<u>1,210</u>	<u>1,094</u>
<b>Current assets</b>			
Trade and other receivables and prepayments		1,595	1,617
Cash and cash equivalents		890	1,154
		<u>2,485</u>	<u>2,771</u>
<b>Total assets</b>		<u><u>3,695</u></u>	<u><u>3,865</u></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>(3,180)</u>	<u>(3,213)</u>
		2,951	2,918
Non-controlling interests		582	583
<b>Total equity</b>		<u><u>3,533</u></u>	<u><u>3,501</u></u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables		162	364
<b>Total liabilities</b>		<u>162</u>	<u>364</u>
<b>Total equity and liabilities</b>		<u><u>3,695</u></u>	<u><u>3,865</u></u>

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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE HALF-YEAR ENDED SEPTEMBER 30, 2012

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, 2012

	Six months ended September 30	
	2012 A\$'000	2011 A\$'000
Net cash used in operating activities	(5)	(175)
Net cash used in investing activities	(257)	(75)
Net cash used in financing activities	-	-
	<hr/>	<hr/>
Net decrease in cash and cash equivalents	(262)	(250)
Cash and cash equivalents at the beginning of the period	1,154	2,162
Exchange (losses) / gains on cash and cash equivalents	(2)	243
	<hr/>	<hr/>
Cash and cash equivalents at the end of the period	<u>890</u>	<u>2,155</u>

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

## VIAGOLD CAPITAL LIMITED

### NOTES TO THE INTERIM FINANCIAL REPORT FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2012

#### 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 Suite 501, 100 Victoria Parade, East Melbourne Vic 3002, 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, 2012 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, 2012 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, 2012, except for the accounting policy changes that are expected to be reflected in the annual financial report for the year ending March 31, 2013.

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, 2012. 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 16.

#### 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, 2012. 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, 2012

**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, 2013 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
- 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 exclude 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, 2012

4. SEGMENT REPORTING (continued)

The segment information for the reporting segments for the half-year ended September 30, 2012 is as follows:

	HK and Macau	PRC	PRC	Consolidated A\$'000
	Investment holdings and administration A\$'000	Leasing and capital financing A\$'000	Provision of consultancy and management services to educational institutions A\$'000	
Revenue from external customers	-	215	389	604
Inter-segment revenue	-	-	-	-
Reportable segment revenue	-	215	389	604
Reportable segment profit / (loss) before income tax	(139)	(81)	258	38
Income tax expenses				-
Profit for the half year				38
As at September 30, 2012				
Reportable segment assets	230	1,880	1,585	3,695

VIAGOLD CAPITAL LIMITED

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2012

4. SEGMENT REPORTING (continued)

The segment information for the reporting segments for the half-year ended September 30, 2011 is as follows:

	HK and Macau	PRC	PRC	Consolidated A\$'000
	Investment holdings and administration A\$'000	Leasing and capital financing A\$'000	Provision of consultancy and management services to educational institutions A\$'000	
Revenue from external customers	-	261	895	1,156
Inter-segment revenue	-	-	-	-
Reportable segment revenue	-	261	895	1,156
Reportable segment profit / (loss) before income tax	(397)	(46)	(697)	254
Income tax expenses	-	-	-	-
Profit for the half year	-	-	-	254
As at September 30, 2011	-	-	-	-
Reportable segment assets	2,001	2,165	2,228	6,394



VIAGOLD CAPITAL LIMITED

NOTES TO THE INTERIM FINANCIAL REPORT  
FOR THE HALF -YEAR ENDED SEPTEMBER 30, 2012

**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, 2012, the Group acquired property, plant and equipment at a cost of approximately A\$276,000 (Year ended March 31, 2011: approximately A\$41,000).

**7. MATERIAL RELATED PARTY TRANSACTIONS**

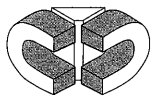
		Six months ended September 30	
		2012	2011
<u>Related party</u>	<u>Nature of transactions</u>		
Related companies	Consultancy and management services income	389	895
	Trade receivables	532	2,081
Directors of the Company	Key management compensation	70	82
	Amounts due from a director	14	-
	Amounts due to a director	<u>-</u>	<u>376</u>

**8. DIVIDEND**

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

**9. SHARE CAPITAL**

	Number of <u>shares</u> in thousands	Ordinary <u>shares</u> A\$'000
<u>Issued and fully paid</u>		
As at March 31, 2011 and September 30, 2012	<u>30,656</u>	<u>6,131</u>



# CHENG & CHENG LIMITED

CERTIFIED PUBLIC ACCOUNTANTS 鄭鄭會計師事務所有限公司

Cheng Hong Kei Andrew – FCCA, FTIHK, CTA(HK), FCPA (Practising)

鄭康祺 – 香港執業資深會計師

Li Wing Sum Steven – FCCA, FCPA, FTIHK, CTA(HK), CPA (Practising)

李永森 – 香港執業會計師

Cheng Hong Cheung Francis – BBA, FCCA, FTIHK, CTA(HK), CPA (Practising)

鄭康祥 – 香港執業會計師

Yu Kwong Fat Ivan – MBA, SQ (Insolvency), CTA(HK), CPA (Practising)

余廣發 – 香港執業會計師

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李遠瑜 – 香港執業會計師

Chan Shek Chi Gabriel – B.A., M.A., FCCA, CPA (Practising)

陳碩智 – 香港執業會計師

Tong Yat Hung – FCCA, CPA (Practising)

湯日烘 – 香港執業會計師

Yeung Chun Yue David – B.B.A. CPA (Practising)

楊振宇 – 香港執業會計師

## 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, 2012 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 (Practising)

Hong Kong, November 30, 2012

Li Wing Sum Steven  
Practising Certificate Number P03747