

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: **December 31, 2012**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **000-29219**

VIKING INVESTMENTS GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0199508

(I.R.S. Employer
Identification Number)

138 Pinxiguan Road, Suite 906

Shanghai, China 200070

(Address of principal executive offices)

+86 (21) 6034 0015

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, par value \$0.001

Name of each exchange on which registered: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

As of December 31, 2012, the aggregate market value of the shares of the Registrant's common equity held by non-affiliates was approximately \$1,087,920.75. Shares of the Registrant's common stock held by each executive officer and director and each by each person who owns 10 percent or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates of the Registrant. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of common stock outstanding as of December 31, 2012 was 24,683,285.

DOCUMENTS INCORPORATED BY REFERENCE:

None.

EXPLANATORY NOTE

The financial statements for the years ended December 31 2012 and 2011 are being restated, and this Annual Report on Form 10-K is being amended, to correct an error in the previously reported items: long term investment, additional paid in capital, net loss, impairment loss in long term investment, and basic and diluted income per common share.

The restatements are being made in accordance with ASC 250, "Accounting Changes and Error Corrections." The disclosure provision of ASC 250 requires a company that corrects an error to disclose that its previously issued financial statements have been restated, a description of the nature of the error, the effect of the correction on each financial statement line item and any per share amount affected for each prior period presented, and the cumulative effect on retained earnings (deficit) in the statement of financial position as of the beginning of the each period presented.

The following table reconciles previously reported net income to restated amounts:

	Year Ended December 31, 2012	Year Ended December 31, 2011	Total Cumulative Adjustments December 31, 2012
	<u>\$</u>	<u>\$</u>	<u>\$</u>
Net (loss) and comprehensive loss			
As Previously Reported (Note 2a)	(429,177)	(3,637,564)	
Adjustment on previous reported impairment on long term investment		531,334	531,334
As Restated	(429,177)	(3,106,230)	

The effects of the adjustments on the Company's previously issued 2012 consolidated financial statement are summarized as follows:

Selected Consolidated Balance Sheet information as of December 31, 2012

	Previously Reported	Increase (Decrease)	Restated
	<u>\$</u>	<u>\$</u>	<u>\$</u>
Assets			
Long-term investment	2,267,252	(2,267,252)	-
Total Assets	2,433,881	(2,267,252)	166,629
Stockholders' equity (deficiency)			
Additional Paid in Capital	8,589,249	(2,798,586)	5,790,663
Deficit	(6,429,213)	531,334	(5,897,879)
Total Stockholders' Equity (Deficiency)	2,186,361	(2,267,252)	(80,891)
Total Liabilities and stockholders' equity (deficiency)	2,433,881	(2,267,252)	166,629

Selected Consolidated Balance Sheet information as of December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Assets			
Long-term investment	2,267,252	(2,267,252)	-
Total Assets	2,275,916	(2,267,252)	8,664
Stockholders' Equity			
Additional Paid in Capital	8,227,046	(2,798,586)	5,428,460
Deficit accumulated during the Development stage	(4,692,969)	531,334	(4,161,635)
Total Stockholders' Equity (Deficiency)	2,247,177	(2,267,252)	(20,075)
Total Liabilities and stockholders' equity (deficiency)	2,275,916	(2,267,252)	8,664

Selected Consolidated Statement of Operations and Comprehensive Loss for the year ended December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Impairment loss on long-term investment	2,798,586	(531,334)	2,267,252
Loss before other items	(3,637,578)	531,334	(3,106,244)
Loss from continuing operations	(3,637,564)	531,334	(3,106,230)
Net Loss and Comprehensive Loss	(3,637,564)	531,334	(3,106,230)
Basic and diluted loss per common share	(0.84)	0.12	(0.72)

Selected Consolidation Statements of Cash Flows information for the year ended December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Net loss	(3,637,564)	531,334	(3,106,230)
Impairment loss on long term investment	2,798,586	(531,334)	2,267,252

The Company initially recorded its holdings of the China Wood Shares (defined hereinafter) at its fair value of \$5,065,838 at the date of the transaction, and the Company relied upon Viking Nevis's (defined hereinafter) Guaranty and Repurchase Agreement (defined hereinafter) to determine the value of China Wood Shares, in which Viking Nevis, on April 11, 2012, guaranteed that the price per share of the China Wood Shares that it had previously sold to the Company in consideration of the Company issuing Viking Nevis 14,481,420 shares of Company common stock, would not be less than \$4.50 per share and agreed to repurchase the China Wood Shares by tendering shares of common stock of the Company owned by Viking Nevis to the Company if the 45-day volume weighted average price ("VWAP") of the China Wood Shares was equal to or less than US\$4.00 per share. Accordingly, the Company valued the China Wood Shares at \$4.00/share and an impairment loss of \$2,798,586 was recognized in the Company's previously issued consolidated financial statements for the year ended December 31, 2011.

During the three month period ended June 30, 2013, the Company re-visited the accounting treatment for the above transactions, and determined that the exchange of China Wood Shares was a nonmonetary transaction and, therefore, should be accounted under ASC 845, "Nonmonetary Transactions." The Company further determined that the exchange of shares had no commercial substance due to the fact that the Company's future cash flows were not expected to significantly change as a result of the exchange of the shares. Therefore, the Company has now recorded the value of the China Wood Shares at their carrying value on the transaction date, and the excess of the fair value of purchase consideration over the assets purchased has been charged to additional paid in capital. On December 31, 2011, the China Wood shares were fully impaired and charged to the income statements.

The Company is amending its Annual Report on Form 10-K for the year ending December 31, 2012 to restate its financial statements for the years ended December 31, 2011 and 2012 as described above, and will be amending its Quarterly Reports on Form 10-Q for the periods ended September 30, 2011, March 31, 2012, June 30, 2012, September 30, 2012 and March 31, 2013, as well as its Annual Report on Form 10-K for the year ending December 31, 2011.

NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains statements that constitute "forward-looking statements." These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology like "believes," "anticipates," "expects," "estimates," "may," or similar terms. These statements appear in a number of places in this annual report and include statements regarding the Company's intent, belief or current expectations and those of its directors or officers with respect to, among other things: (i) trends affecting its financial condition or results of operations, (ii) its business and growth strategies, and (iii) its financing plans. You are cautioned that forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Factors that could adversely affect actual results and performance include, among others, the Company's need for additional capital, its history of losses, the intense competition the Company faces in its business, the fact that its stock is a "penny stock" and the other material risks described under "Risk Factors". The accompanying information contained in this annual report, including, without limitation, the information set forth under the heading "Item 1. Business" identifies important additional factors that could materially adversely affect actual results and performance. You are urged to carefully consider these factors. All forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statement.

FORM 10-K

Table of Contents

	<u>Page</u>
PART I	2
Item 1. Business	2
Item 1A. Risk Factors	3
Item 1B. Unresolved Staff Comments	7
Item 2. Properties	7
Item 3. Legal Proceedings	7
Item 4. Mine Safety Disclosures	7
PART II	8
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	8
Item 6. Selected Financial Data	9
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	9
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	11
Item 8. Financial Statements and Supplementary Data	12
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	13
Item 9A. Controls and Procedures	13
PART III	16
Item 10. Directors, Executive Officers and Corporate Governance	16
Item 11. Executive Compensation	20
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	22
Item 13. Certain Relationships and Related Transactions	23
Item 14. Principal Accounting Fees and Services	24
PART IV	25
Item 15. Exhibits, Financial Statement Schedules	25
SIGNATURES	26

PART I

Item 1. Business

The Registrant, Viking Investments Group, Inc., is sometimes referred to hereinafter as “Viking Investments” or the “Company.” The Company was incorporated under the laws of the State of Florida on May 3, 1989 as Sparta Ventures Corp. and remained inactive until June 27, 1998. The name of the Company was changed to Thermal Ablation Technologies Corporation on October 8, 1998 and then to Poker.com, Inc. on August 10, 1999. On September 15, 2003, the Company changed its name to LegalPlay Entertainment Inc. and on November 8, 2006, the name of the Company was changed to Synthenol Inc. Effective November 3, 2008, the Company merged with and into a wholly-owned subsidiary, SinoCubate, Inc., which remained the surviving entity of the merger. SinoCubate, Inc. was formed in the State of Nevada on September 11, 2008. The merger resulted in a change of name of the Company from Synthenol Inc. to SinoCubate, Inc. and a change in the state of incorporation of the Company from Florida to Nevada. On June 13, 2012, the Company changed its name to Viking Investments Group, Inc., and effective July 16, 2012, The Financial Industry Regulatory Authority (“FINRA”) approved this name change, and the Company’s ticker symbol was changed to “VKIN.”

The Company’s current business plan is to provide incubate resources and services to support the successful development of late stage, non-publicly-listed companies based in the United States and emerging growth countries with the ultimate goal and endeavor for them to become publicly listed in the United States. This incubate service includes professional advisory services before and after financing, board member services, accounting, pre-audit and CFO services, corporate governance advice and general corporate management advisory services to entrepreneurs and their advisers in consideration for a fee, comprised of either cash or equity, or a combination of both (hereinafter referred to as a “Transaction” or plural “Transactions”). It is believed that successful completion of a business incubation program increases the likelihood that a company will stay in business for the long term. Viking Investments is neither an underwriter as the term is defined in Section 2(a)(11) of the Securities Act of 1933, nor an investment company pursuant to the Investment Company Act of 1940. Viking Investments is not an investment adviser pursuant to the Investment Advisers Act of 1940. Viking Investments is not registered with FINRA or SIPC. Previously, Viking Investments’s business plan had been focused on investigating and then, if deemed economically feasible, entering into contractual arrangements with entities that would have enabled Viking Investments to either purchase outright the assets and and/or business operations of such entities or to enter into business arrangements, such as joint ventures or similar other combinations with those entities.

On November 25, 2011, and on December 12, 2011, the Company entered into binding Letter of Intents with two Chinese clients located in Beijing and Shanghai to provide those clients consulting and general business development services, including consultation regarding potential stock listings through reverse mergers in the United States. The Company believes that the Beijing client operates over 100 retail stores selling women’s underwear and plans to, in addition to adding up to 200 more stores in the next two years, establish a comprehensive online presence. It is believed that the Shanghai client, a restaurant and tea house company, operates close to 130 stores in Shanghai and the Hunan province and that the client plans to add 50 more stores per year during the next three years and build a central kitchen serving 300 stores. Upon completion of a public listing in the United States, the Company would own a stake in both of those clients.

On January 18, 2012, the Company signed an engagement letter with a new Chinese client located in Zhejiang Province to provide consulting and general business services, including consultation regarding potential stock listings via through a reverse merger in the United States. This client is in the apparel business, and the Company believes that that client owns 3 clothing factories, several name brands and operates multiple retail stores in China, and exports some of its products to Russia, the United States, and other foreign countries. The client plans to increase its production facility, establish a comprehensive online presence and increase its retail chain in China, and to establish retail stores in the United States. Upon completion of a listing in the United States, the Company would own a stake in this client.

During the third quarter of 2012, the Company began developing a new comprehensive Internet-based classified- business website, targeting the Chinese market B2B and b2C segments, to be further incubated and developed in accordance with the Company’s current plan of operations. The Company anticipates launching this project during the second quarter of 2013.

Item 1A. Risk Factors

There are several material risks associated with the Company. You should carefully consider the risks and uncertainties described below, which all constitute material risks relating to the Company. If any of the following risks are realized, the Company's business, operating results and financial condition could be harmed. This means investors could lose all or a part of their investment.

Conflicts of Interest

Certain conflicts of interest may exist between the Company and its Chief Executive Officer and Chairman, Tom Simeo, and its majority shareholder, Viking Investments Group, LLC, a company organized under the laws of the Federation of St. Kitts and Nevis ("Viking Nevis"). Tom Simeo is also the principal officer of Viking Nevis. As a result, conflicts of interest may arise that can be resolved only through exercise of such judgment as is consistent with fiduciary duties to the Company. See "Certain Relationships and Related Transactions."

Need for Additional Financing

The Company currently has limited funds and the lack of additional funds may negatively impact the Company's ability to pursue its business strategy of providing incubating services, to include financing, professional advisory services, board member services, CFO services, corporate governance and general corporate management to entrepreneurs seeking to enter the capital markets in the US and elsewhere, or to acquire or enter into contractual arrangements with an entity to either acquire such entity or to enter into a contract arrangement that will enable the Company to manage such an entity. Even if the Company's funds prove to be sufficient to provide such services or to acquire an interest in, or complete a transaction with, an entity, the Company may not have enough capital to exploit the opportunity. The ultimate success of the Company may depend upon its ability to raise additional capital. The Company may investigate the availability, source, or terms that might govern the acquisition of additional capital but will not do so until it determines a need for additional financing. If additional capital is needed, there is no assurance that funds will be available from any source or, if available, that they can be obtained on terms acceptable to the Company. If not available, the Company's operations will be limited to those that can be financed with its modest capital.

Regulation of Penny Stocks

The Company's securities may be subject to a SEC rule that imposes special sales practice requirements upon broker-dealers who sell such securities to persons other than established customers or accredited investors. For purposes of the rule, the phrase "accredited investors" means, in general terms, institutions with assets in excess of \$5,000,000, or individuals having a net worth, or joint net worth with spouse, in excess of \$1,000,000 excluding the value of the person's primary residence or having an annual income that exceeds \$200,000 (or that, when combined with a spouse's income, exceeds \$300,000). For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of broker-dealers to sell the Company's securities and also may affect the ability of purchasers in this offering to sell their securities in any market that might develop.

In addition, the SEC has adopted a number of rules to regulate "penny stocks." Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Securities Exchange Act of 1934, as amended or the Exchange Act. Because the securities of the Company may constitute "penny stocks" within the meaning of the rules, the rules would apply to the Company and to its securities. The rules may further affect the ability of owners of shares to sell the securities of the Company in any market that might develop for them.

Shareholders should be aware that, according to SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses.

Lack of Operating History

Even though providing incubate services is an area that the Company’s CEO is experienced in, the Company has only recently refocused its efforts on providing incubate services to Chinese companies. Due to the special risks inherent in the implementation of a new business emphasis and plan, the Company must be regarded as a new or start-up venture with all of the unforeseen costs, expenses, problems, and difficulties to which such ventures are subject.

No Assurance of Success or Profitability, Especially in Light of the Likely Volatility of foreign Capital Markets

There is no assurance that the Company will be able to successfully implement its business plan and provided the contemplated services to its client companies. Even if the Company should be successful in providing its services to its client companies, there is a risk that developments regarding the political climate or capital markets in foreign countries could negatively impact our revenues, and there is no assurance that we will generate revenues or profits, or that the market price of the Company’s common stock will be increased thereby.

Impracticality of Exhaustive Investigation

The Company has limited or no funds and, this, coupled with the lack of full-time management will likely make it impracticable to conduct a complete and exhaustive investigation and analysis of its opportunities with respect to its prospective client companies. Decisions will therefore likely be made without detailed feasibility studies, independent analysis, market surveys and the like which, if the Company had more funds available to it, would be desirable. The Company will be particularly dependent in making decisions upon information provided by its prospective client’s promoter, owner, sponsor, or others associated with the business opportunity seeking the Company’s participation. A significant portion of the Company’s available funds may be expended for investigative expenses and other expenses related to preliminary aspects of providing incubate services to clients, and potential profits would therefore be lessened.

Lack of Diversification

Because of the limited financial resources that the Company has, it is unlikely that the Company will be able to diversify its acquisitions or operations. The Company’s probable inability to diversify its activities into more than one area will subject the Company to economic fluctuations within a particular business or industry and therefore increase the risks associated with the Company’s operations.

Reliance upon Financial Statements

The Company generally will require audited financial statements from companies with which it seeks to enter into a contractual arrangement. In cases where no audited financials are available, the Company will have to rely upon interim period unaudited information received from a prospective client company’s management that has not been verified by outside auditors. The lack of the type of independent verification which audited financial statements would provide increases the risk that the Company, in evaluating a contractual arrangement with such a company, will not have the benefit of full and accurate information about the financial condition and recent interim operating history of that company. This risk increases the prospect that the contractual arrangement with such a company might prove to be an unfavorable one for the Company or the holders of the Company’s securities.

Moreover, the Company will be subject to the reporting provisions of the Exchange Act, and thus will be required to furnish certain information about significant contractual arrangements, including audited financial statements for any business with which it enters into a contractual arrangement for control. Consequently, prospects that do not have, or are unable to provide reasonable assurances that they will be able to obtain, the required audited statements would not be considered by the Company to be appropriate clients so long as the reporting requirements of the Exchange Act are applicable. Should the Company, during the time it remains subject to the reporting provisions of the Exchange Act, complete into a contract for control of an entity for which audited financial statements prove to be unobtainable, the Company would be exposed to enforcement actions by the SEC and to corresponding administrative sanctions, including permanent injunctions against the Company and its management. The legal and other costs of defending an SEC enforcement action would have material, adverse consequences for the Company and its business. The imposition of administrative sanctions would subject the Company to further adverse consequences. In addition, the lack of audited financial statements would prevent the securities of the Company from becoming eligible for listing on NASDAQ, or on any existing stock exchange.

Moreover, the lack of such financial statements is likely to discourage broker-dealers from becoming or continuing to serve as market makers in the securities of the Company. Without audited financial statements, the Company would almost certainly be unable to offer securities under a registration statement pursuant to the Securities Act of 1933 or the Securities Act, and the ability of the Company to raise capital would be significantly limited until such financial statements were to become available.

Other Regulation

A contractual arrangement for acquisition of equity ownership of or control may be of a company that is subject to rules and regulation by federal, state, local or foreign authorities. Compliance with such rules and regulations can be expected to be a time-consuming, expensive process and may limit other opportunities of the Company.

Limited Participation of Management

The Company is heavily dependent upon the skills, talents, and abilities of its Chief Executive Officer, Mr. Simeo, who currently has other business interests, to manage and implement its business plan.

Lack of Continuity in Management

The Company does not have any employment agreements with Chief Executive Officer, Mr. Simeo, and as a result, there is no assurance Mr. Simeo will continue to be associated with the Company in the future. In connection with future business opportunities, it is possible that Mr. Simeo may resign as an officer and director of the Company subject to compliance with Section 14f of the Exchange Act. A decision to resign will be based upon the identity of the business opportunity and the nature of the transaction and is likely to occur without the vote or consent of the stockholders of the Company.

No Independent Audit Committee

The Company does not have an independent Audit Committee of its Board of Directors. The entire Board of Directors functions as the Company's Audit Committee. The Sarbanes-Oxley Act of 2002, as amended or the SOX and rules and regulations adopted by the SEC to implement the SOX impose certain standards on listed companies relative to the maintenance and operations of Board of Directors Audit Committees, including but not limited to the requirement that Audit Committees be appointed, that membership of such committees comprise only independent directors, that a financial professional be among the membership of such committee and that such committee be afforded an adequate operating budget and be able to employ independent professional advisors. The SOX also requires that the Audit Committee oversee the work of a company's outside auditors and that the outside auditors be responsible to the Audit Committee. At this time, the Company is not in compliance with the requirements of the Sarbanes-Oxley Act as they relate to independent Board of Directors Audit Committees. The Company believes that under rules and regulations adopted by the SEC to implement these provisions of the SOX it is not required to comply with its requirements relating to the appointment of an Audit Committee of its Board of Directors and conforming with the enumerated standards and guidelines because the Company is not a "Listed Company" as defined therein. Notwithstanding, the Company may ultimately be determined not to be in compliance therewith and may therefore face penalties and restrictions on its operations until it comes into full compliance. Additionally, the Company's failure to comply with the provisions of the SOX could preclude it from being listed on NASDAQ or any other stock exchanges until it can show that it is in compliance. The Company's failure to be in compliance with the SOX could also present an impediment to a potential business combination where the target company intends that the Company apply for listing on NASDAQ or any other applicable stock exchanges.

Indemnification of Officers and Directors

Nevada statutes provide for the indemnification of the Company's directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on behalf of the Company. The Company will also bear the expenses of such litigation for any of its directors, officers, employees, or agents, upon such person's promise to repay the Company if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by the Company which it may be unable to recoup.

Dependence upon Outside Advisors

To supplement the Company's officers, directors and principal shareholders, the Company may be required to employ accountants, technical experts, appraisers, attorneys, or other consultants or advisors. The selection of any such advisors will be made by the Company without any input from stockholders. Furthermore, it is anticipated that such persons may be engaged on an "as needed" basis without a continuing fiduciary or other obligation to the Company. In the event the Company considers it necessary to hire outside advisors, such persons may be affiliates of the Company, if they are able to provide the required services.

No Foreseeable Dividends

The Company has not paid dividends on its common stock and does not anticipate paying such dividends in the foreseeable future.

Loss of Control by Present Management and Shareholders

The Company may consider, as consideration for future business opportunities, an amount of the Company's authorized but unissued common stock that would, upon issuance, represent the great majority of the voting power and equity of the Company. The result would be that another company's stockholders and management would control the Company, and the Company's Board of Directors and management could be replaced by persons unknown at this time. Such a merger would result in a greatly reduced percentage of ownership of the Company by its current shareholders.

Rule 144 Sales

The majority of the outstanding shares of common stock held by present stockholders are "restricted securities" within the meaning of Rule 144 under the Securities Act. As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Securities Act and as required under applicable state securities laws. Rule 144 in general requires restricted securities to be held for a particular length of time, and prescribes the conditions which must be satisfied prior to the sale of the securities. Under new amendments to Rule 144, if an issuer of securities, such as the Company, has been subject to reporting requirements of Section 13 or 15(d) of the Exchange Act for at least 90 days, then the restricted securities of such issuer are subject to a six-month holding period. Under the amendments, a non-affiliate that has held restricted securities of a reporting issuer for more than six months but less than one year can resell the securities in reliance on Rule 144, if current information is available for the issuer. After one year, the non-affiliate may freely resell the restricted securities without regard to any Rule 144 condition. A non-affiliate of a non-reporting issuer must hold the securities for one year before any public resale. After one year, a non-affiliate may freely resell such securities without regard to Rule 144 conditions. Under the new amendments, Rule 144 is not available for the resale of securities initially issued by a shell company (reporting or non-reporting) or a former shell company unless certain conditions detailed under Rule 144 are met. A sale under Rule 144 or under any exemption from the Securities Act, if available, or pursuant to subsequent registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the Company's common stock.

Other Information

Neither the Company nor any of its subsidiaries engaged in any research and development activities during 2011. The Company does not manufacture any products or engage in any activity that requires compliance with environmental laws.

Employees

The Company, through its wholly owned subsidiary, Viking Investments Group, LLC, a Delaware limited liability company (“Viking Delaware”), employs approximately 10 people involved in business development, business analysis, financial consulting, web programming and designing, execution and support of the Company’s business.

Reports to Securities Holders

The Company provides an annual report that includes its audited financial information to its shareholders upon written request. The Company also makes its financial information equally available to any interested parties or investors through compliance with the disclosure rules of the Exchange Act. The Company is subject to disclosure filing requirements including filing a Form 10-K annually and Form 10-Q quarterly. In addition, the Company will file Form 8-K and other proxy and information statements from time to time as required.

The public may read and copy any materials that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

The Company leases approximately 200 square meters of office space at 138 Pinxingguan Road, 9th Floor, Shanghai, China, where it operates its emerging market incubation and consulting business.

Item 3. Legal Proceedings

As of December 31, 2012, the Company was not a party to any pending or threatened legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

There is no "established trading market" for shares of the Company's common stock. As of December 31, 2012, the Company's common stock was quoted on OTCMarkets at the "Pink" level under the symbol "VKIN." No assurance can be given that any "established trading market" for the Company's common stock will develop or be maintained.

The range of high and low closing bid quotations for the Company's common stock during each quarter of the calendar years ended December 31 2012 and 2011, is shown below, as quoted by <http://finance.yahoo.com>. Prices are inter-dealer quotations, without retail mark-up, markdown or commissions and may not represent actual transactions.

Stock Quotations

Quarter Ended	High Bid	Low Bid
March 31, 2011	0.40	0.40
June 30, 2011	0.45	0.45
September 30, 2011	0.40	0.40
December 31, 2011	0.40	0.40
March 31, 2012	0.07	0.07
June 30, 2012	0.08	0.08
September 30, 2012	0.15	0.05
December 31, 2012	0.25	0.25

The future sale of the Company's presently outstanding "unregistered" and "restricted" common stock by present members of management and persons who own more than five percent of the Company's outstanding voting securities may have an adverse effect on any "established trading market" that may develop in the shares of the Company's common stock.

Holders

As of December 31, 2012, the Company had 50 shareholders of record of common stock, including shares held by brokerage clearing houses, depositories or otherwise in unregistered form. The Company does not know the beneficial owners of such shares.

Item 6. Selected Financial Data

The Company, as a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act), is not required to furnish information required by this item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis in conjunction with the audited consolidated financial statements and notes thereto appearing elsewhere in this annual report on Form 10-K.

In preparing the management's discussion and analysis, the registrant presumes that you have read or have access to the discussion and analysis for the preceding fiscal year.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended or the Reform Act. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earning, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions of performance; and statements of belief; and any statements of assumptions underlying any of the foregoing. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: the Company's ability to raise capital and the terms thereof; and other factors referenced in the Form 10-K.

The use in this Form 10-K of such words as "believes", "plans", "anticipates", "expects", "intends", and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These forward-looking statements present the Company's estimates and assumptions only as of the date of this report. Except for the Company's ongoing obligation to disclose material information as required by the federal securities laws, the Company does not intend, and undertakes no obligation, to update any forward-looking statements.

Although the Company believes that the expectations reflected in any of the forward-looking statements are reasonable, actual results could differ materially from those projected or assumed or any of the Company's forward-looking statements. The Company's future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties.

PLAN OF OPERATIONS

Overview

The Company's current business plan is to provide incubate resources and services to support the successful development of late stage, non-publicly-listed companies based in the United States and emerging growth countries with the ultimate goal and endeavor for them to become publicly listed in the United States. These incubate services include professional advisory services before and after financing, board member services, accounting, pre-audit and CFO services, corporate governance advice and general corporate management advisory services to entrepreneurs and their advisers in consideration for a fee, comprised of either cash or equity, or a combination of both (hereinafter referred to as a "Transaction" or plural "Transactions"). It is believed that successful completion of a business incubation program increases the likelihood that a company will stay in business for the long term. The Company is neither an underwriter as the term is defined in Section 2(a)(11) of the Securities Act of 1933. The Company is not an investment company pursuant to the Investment Company Act of 1940. The Company is not an investment adviser pursuant to the Investment Advisers Act of 1940 nor is it registered with FINRA or SIPC.

Going Concern Qualification

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

RESULTS OF CONTINUING OPERATIONS

The following discussion of the consolidated financial condition and results of operation of the Company should be read in conjunction with the consolidated financial statements and the related Notes included elsewhere in this Report.

Liquidity and Capital Resources

At December 31, 2012 the Company had working capital deficiency of US\$ 80,891

At December 31, 2012, the Company had a holding of 566,813 shares of China Wood, with the open market bid price at December 31, 2012 of US\$4 per share with an aggregate value of approximately US\$2,267,252. The stock is currently illiquid, and the Company has valued the stock at \$0.00 per share as of December 31, 2011.

Revenue

The Company had \$47,066 in revenues during the year ended December 31, 2012, and no revenues during the year ended December 31, 2011.

Expenses

The operating expenses were \$477,914 for the year ended December 31, 2012, compared with \$3,637,578 for the corresponding period in 2011. The decrease was mainly due to an impairment loss on long-term investment in 2011 as compared to 2012, and the combined effect of the decrease of rental and wage expenses and the increase of consulting fees for an IT project as the company provided incubation and consulting services to emerging market companies in 2012.

Net Loss

The Company incurred a net loss of \$ 429,177 for the year ended December 31, 2012, compared with net loss of \$3,637,578 for the year ended December 31, 2011. The decrease in net loss was mainly due to an impairment loss on long-term investment in 2011 as compared to 2012, the generation of revenue in 2012 as compared to 2011, and the combined effect of the decrease of rental and wage expenses.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures or capital resources that is material to an investor in the Company's securities.

Seasonality

The Company's operating results are not affected by seasonality.

Inflation

The Company's business and operating results are not affected in any material way by inflation.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company, as a smaller reporting company (as defined by Rule 12b-2 of the Exchange Act), is not required to furnish information required by this item.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets (Restated)	F-3
Consolidated Statements of Operations and Comprehensive Loss (Restated)	F-5
Consolidated Statements of Cash Flows (Restated)	F-5
Consolidated Statements of Stockholders' Deficiency (Restated)	F-6
Notes to Consolidated Financial Statements	F-7 – F-22



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of Viking Investments Group, Inc.

We have audited the accompanying consolidated balance sheets of Viking Investments Group, Inc. (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations and, comprehensive loss, cash flows and stockholders' equity for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

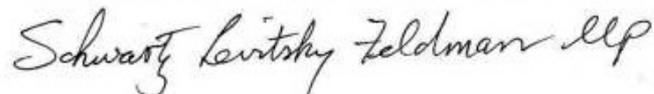
We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles in the United States of America.

As discussed in Note 2, the accompanying financial statements as of and for the years ended December 31, 2012 and 2011 were restated for the correction of an error.

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The accompanying revised consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the revised consolidated financial statements, the Company has experienced recurring losses and has a deficit accumulated since inception that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

A handwritten signature in black ink, reading 'Schwartz Levitsky Feldman LLP'. The signature is written in a cursive, flowing style.

Toronto, Ontario, Canada
April 18, 2013 except for note 2 to the
consolidated financial statements, which
was as of August 19, 2013

Chartered Accountants
Licensed Public Accountants

VIKING INVESTMENTS GROUP, INC.
Consolidated Balance Sheets
(Amounts expressed in US dollars)

	December 31	
	2012	2011
	(Restated)	(Restated)
ASSETS		
Cash	\$ 159,297	\$ 7,946
Other receivables	7,332	718
Total current assets	\$ 166,629	8,664
Long-term Investment (Note 5 and 11)	\$ -	-
TOTAL ASSETS	\$ 166,629	\$ 8,664
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Other payable	\$ 62,641	-
Amount due to director (Note 4)	49,767	-
Short term loan (Note 6 and 11)	79,282	-
Accrued liabilities	55,830	\$ 28,739
TOTAL LIABILITIES	\$ 247,520	\$ 28,739
Going Concern (Note 1)		
Related Party Transactions (Note 4)		
Subsequent Events (Note 11)		
STOCKHOLDERS' DEFICIENCY		
Capital Stock		
Series C Voting Preferred stock, \$0.001 par value, 5,000,000 shares authorized, 28,092 shares issued and outstanding as of December 31, 2012 and nil shares issued and outstanding as of December 31, 2011 (Note 9)	\$ 28	-
Common stock, \$0.001 par value, 100,000,000 shares authorized and 24,683,285 shares issued and outstanding as of December 31, 2012, and 18,553,778 shares issued and outstanding as of December 31, 2011 (Note 9)	24,684	\$ 18,554
Additional Paid-In Capital (Note 9)	5,790,663	5,428,460
Deficit	(5,897,879)	(1,305,454)
Deficit accumulated during the development stage	-	(4,161,635)
Foreign currency translation adjustment	1,613	-
TOTAL STOCKHOLDERS' DEFICIENCY	\$ (80,891)	(20,075)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	\$ 166,629	\$ 8,664

The accompanying notes are an integral part of these consolidated financial statements

VIKING INVESTMENTS GROUP, INC.
Consolidated Statements Of Operations And Comprehensive Loss
(Amounts expressed in US dollars)

	For the Year Ended December 31, 2012	For the Year Ended December 31, 2011
	(Restated)	(Restated)
Revenue	\$ 47,066	\$ -
Total general and administrative expenses		
Office supplies and miscellaneous expenses	68,635	24,675
Professional fees	167,876	35,739
Rent	23,919	43,676
Wages	205,162	734,902
Total general and administrative expenses	465,592	838,992
Interest Expense	12,322	-
Impairment loss on long-term investment (note 5)		2,267,252
Total Expense	477,914	3,106,244
Loss before other income	(430,848)	(3,106,244)
Other income	58	14
Loss from continuing operations	(430,790)	(3,106,230)
Foreign currency translation adjustment	1,613	-
Net loss and Comprehensive loss	\$ (429,177)	\$ (3,106,230)
Basic and diluted loss per common share	(0.021)	(0.72)
Weighted average number of common shares outstanding – basic and diluted	20,143,212	4,306,118

The accompanying notes are an integral part of these consolidated financial statements

VIKING INVESTMENTS GROUP, INC.
Consolidated Statement Of Cash Flows
(Amounts expressed in US dollars)

	For the Year Ended December 31, 2012	For the Year Ended December 31, 2011
	(Restated)	(Restated)
Cash flows from operating activities:		
Net loss	\$ (430,790)	\$ (3,106,230)
Expenses and service costs assumed by shareholders	46,850	769,378
Impairment loss on long-term investment (note 5)	-	2,267,252
Changes in non-cash working capital items:		
Increase in accrued expenses	27,091	28,739
Increase in other payable	62,641	
Increase in other receivables	<u>(1,614)</u>	<u>(718)</u>
Net cash used in operating activities	<u>(295,822)</u>	<u>(41,579)</u>
Cash flows from financing activities:		
Proceeds from short term loan	79,282	-
Amount due to director	49,767	-
Proceeds from issuance of common stock	<u>316,511</u>	<u>49,525</u>
Net cash provided by financing activities	<u>445,560</u>	<u>49,525</u>
Effect of exchange rate changes on cash	<u>1,613</u>	
Net increase in cash	151,351	7,946
Cash, beginning of year	<u>7,946</u>	<u>-</u>
Cash, ending of year	<u>\$ 159,297</u>	<u>\$ 7,946</u>

Supplemental Cash Flow Information (See Note 7)

The accompanying notes are an integral part of these consolidated financial statements.

VIKING INVESTMENTS GROUP, INC.
Consolidated Statement Of Stockholders' Deficiency
(Amounts expressed in US dollars)

	<u>Common Shares</u>		<u>Preferred Stock</u>		<u>Additional Paid-in Capital (Restated)</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Deficit (Restated)</u>	<u>Total Stockholders' Deficiency (Restated)</u>
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>				
		\$		\$	\$	\$	\$	\$
Balance at								
December 31, 2010	995,655	996	-	-	2,359,863	-	(2,360,859)	-
Net Loss	-	-	-	-	-	-	(3,106,230)	(3,106,230)
Expenses assumed by stockholders	-	-	-	-	51,148	-	-	51,148
Issuance of 14,481,420 new shares for exchanging 566,813 shares of the common stock of China Wood	14,481,420	14,481	-	-	5,051,357	-	-	5,065,538
Excess of fair value of purchase consideration over assets purchased					(2,798,586)			(2,798,586)
Issuance of new shares for investment from shareholders	263,780	264	-	-	49,261	-	-	49,525
Issuance of new shares to shareholders for expenses assumed	2,812,923	2,813	-	-	715,417	-	-	718,230
Balance at								
December 31, 2011	18,553,778	18,554	-	-	5,428,460	-	(5,467,089)	(20,075)
Net Loss	-	-	-	-	-	-	(430,790)	(430,790)
Foreign currency translation adjustment	-	-	-	-	-	1,613	-	1,613
Expenses assumed by stockholders	422,778	423	-	-	46,427	-	-	46,850
Issuance for loan collateral	879,196	879	-	-	(879)	-	-	-
Issuance of preferred stock in exchange of the common stock	(28,092)	(28)	28,092	28	-	-	-	-
Issuance of new shares to shareholder	3,205,960	3,206			155,715			158,921
Issuance of new shares to investor	1,649,665	1,650			160,940			162,590
Balance at								
December 31, 2012	<u>24,683,285</u>	<u>24,684</u>	<u>28,092</u>	<u>28</u>	<u>5,790,663</u>	<u>1,613</u>	<u>(5,897,879)</u>	<u>(80,891)</u>

The accompanying notes are an integral part of these consolidated financial statements.

Note 1. Nature of Business and Going Concern

The Company was incorporated under the laws of the State of Florida on May 3, 1989 as Sparta Ventures Corp. and remained inactive until June 27, 1998. The name of the Company was changed to Thermal Ablation Technologies Corporation on October 8, 1998 and then to Poker.com, Inc. on August 10, 1999. On September 15, 2003, the Company changed its name to Legal Play Entertainment Inc. and on November 8, 2006, the name of the Company was changed to Synthenol Inc. Effective November 3, 2008, the Company merged with and into a wholly-owned subsidiary, SinoCubate, Inc., which remained the surviving entity of the merger. SinoCubate, Inc. was formed in the State of Nevada on September 11, 2008. The merger resulted in a change of name of the Company from Synthenol Inc. to SinoCubate, Inc. and a change in the state of incorporation of the Company from Florida to Nevada. On June 13, 2012, the Company changed its name to Viking Investments Group, Inc., ("Viking Investments" or "the Company") and effective July 16, 2012, the Financial Industry Regulatory Authority ("FINRA") approved this name change, and the Company's ticker symbol was changed to "VKIN."

Beginning in November 2008, the Company sought to enter into contractual arrangements with entities that allow the Company to either purchase outright the assets and/or business operations of such entities or to enter into business arrangements, such as joint ventures or similar combinations with such entities to manage and operate such entities. In 2011, the Company began providing incubation and consulting services to emerging market companies. Commencing from the third quarter of the year 2012, the Company is no longer a development stage enterprise and starts to generate revenue.

The company established a registered representative office in Shanghai City, People's Republic China ("PRC") and through which the Company carries out certain permitted activities.

The Company had a net loss of \$429,177 and \$3,106,230 for the years ended December 31, 2012 and December 31, 2011 respectively. The Company had cash balances in the amount of \$159,297 as at December 31, 2012. The Company had a working capital deficiency in the amount of \$80,891 as of December 31, 2012. The Company's negative stockholders' equity were (\$80,891) and (\$20,075) as at December 31, 2012 and 2011 respectively. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

2. Restatement of financial statements

The financial statements for the years ended December 31 2012 and 2011 were restated to correct an error in the previously reported items: long term investment, additional paid in capital, net loss, impairment loss in long term investment, and basic and diluted income per common share.

The restatements were made in accordance with the provisions of ASC topic 250 Accounting Changes and Error Corrections. The disclosure provision of ASC 250 requires a company that corrects an error to disclose that its previously issued financial statements have been restated, a description of the nature of the error, the effect of the correction on each financial statement line item and any per share amount affected for each prior period presented, and the cumulative effect on retained earnings (deficit) in the statement of financial position as of the beginning of the earliest period presented.

The following table reconciles previously reported net income to restated amounts:

	Year Ended December 31, 2012	Year Ended December 31, 2011	Total Cumulative Adjustments December 31, 2012
	<u>\$</u>	<u>\$</u>	<u>\$</u>
Net (loss) and comprehensive loss			
As Previously Reported (Note 2a)	(429,177)	(3,637,564)	
Adjustment on previous reported impairment on long term investment		531,334	531,334
As Restated	(429,177)	(3,106,230)	

The effects of the adjustments on the Company's previously issued 2012 consolidated financial statement are summarized as follows:

Selected Consolidated Balance Sheet information as of December 31, 2012

	Previously Reported	Increase (Decrease)	Restated
	<u>\$</u>	<u>\$</u>	<u>\$</u>
Assets			
Long-term investment	2,267,252	(2,267,252)	-
Total Assets	2,433,881	(2,267,252)	166,629
Stockholders' equity (deficiency)			
Additional Paid in Capital	8,589,249	(2,798,586)	5,790,663
Deficit	(6,429,213)	531,334	(5,897,879)
Total Stockholders' Equity (Deficiency)	2,186,361	(2,267,252)	(80,891)
Total Liabilities and stockholders' equity (deficiency)	2,433,881	(2,267,252)	166,629

Selected Consolidated Balance Sheet information as of December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Assets			
Long-term investment	2,267,252	(2,267,252)	-
Total Assets	2,275,916	(2,267,252)	8,664
Stockholders' Equity			
Additional Paid in Capital	8,227,046	(2,798,586)	5,428,460
Deficit accumulated during the Development stage	(4,692,969)	531,334	(4,161,635)
Total Stockholders' Equity (Deficiency)	2,247,177	(2,267,252)	(20,075)
Total Liabilities and stockholders' equity (deficiency)	2,275,916	(2,267,252)	8,664

Selected Consolidated Statement of Operations and Comprehensive Loss for the year ended December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Impairment loss on long-term investment	2,798,586	(531,334)	2,267,252
Loss before other items	(3,637,578)	531,334	(3,106,244)
Loss from continuing operations	(3,637,564)	531,334	(3,106,230)
Net Loss and Comprehensive Loss	(3,637,564)	531,334	(3,106,230)
Basic and diluted loss per common share	(0.84)	0.12	(0.72)

Selected Consolidation Statements of Cash Flows information for the year ended December 31, 2011

	<u>Previously Reported</u>	<u>Increase (Decrease)</u>	<u>Restated</u>
	\$	\$	\$
Net loss	(3,637,564)	531,334	(3,106,230)
Impairment loss on long term investment	2,798,586	(531,334)	2,267,252

Note 2a:

The company has restated its 2012 and 2011 financial statements to correct an error in the recording of the carrying value of its investment in China Wood, Inc. ("China Wood") (See Note 4).

The Company initially recorded the China Wood Shares at its fair value of \$5,065,838 at the date of the transaction, based on Viking Nevis's Guaranty and Repurchase Agreement (See Note 4). Viking Nevis, on April 11, 2012, guaranteed that the price per share of the China Wood Shares that it had previously sold to the Company in consideration of the Company issuing Viking Nevis 14,481,420 shares of Company common stock, would not be less than \$4.50 per share and agreed to repurchase the China Wood Shares by tendering shares of common stock of Buyer owned by Viking Nevis to the Company if the 45-day volume weighted average price ("VWAP") of the China Wood Shares was equal to or less than US\$4.00 per share. Accordingly, the Company valued the China Wood Shares at \$4.00/share and an impairment loss of \$2,798,586 was recognized in the Company's previously issued consolidated financial statements for the year ended December 31, 2011.

During the three month period ended June 30, 2013, the Company re-visited the accounting treatment for the above transactions, and determined that the exchange of China Wood shares was a nonmonetary transaction and, therefore, should be accounted under ASC 845, "Nonmonetary Transactions." The Company further determined that the exchange of shares had no commercial substance due to the fact that the Company's future cash flows were not expected to significantly change as a result of the exchange of shares. Therefore, the Company has now recorded the value of the China Wood Shares at their carrying value on the transaction date, and the excess of the fair value of purchase consideration over the assets purchased was charged to additional paid in capital. On December 31, 2011, the China Wood shares were fully impaired and charged to the income statements.

The Company has amended its Annual Report on Form 10-K for the year ending December 31, 2012 to restate its financial statements for the years ended December 31, 2011 and 2012, and will be amending its Form 10-Q for the periods ended September 30, 2011, March 31, 2012, June 30, 2012, September 30, 2012 and March 31, 2013, as well as its Annual Report on Form 10-K for the year ending December 31, 2011 to give effect to the restatement.

Note 3 Summary of Significant Accounting Policies

a) Consolidated Financial Statements

The financial statements presented herein reflect the consolidated financial results of the Company and its wholly owned subsidiary Viking Delaware, Viking Investments Group LLC, a Delaware Limited Liability Company. All significant intercompany transactions and balances have been eliminated upon consolidation.

The foregoing audited consolidated financial statements have been prepared in accordance with generally accepted accounting principles or GAAP for consolidated financial information and with the instructions to Form 10-K as promulgated by the Securities and Exchange Commission or the SEC. Accordingly, these consolidated financial statements include all of the disclosures required by generally accepted accounting principles for complete consolidated financial statements. In the opinion of management, the audited consolidated financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the period presented.

b) Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in United States ("US GAAP") and are expressed in U.S. dollars. The Company's fiscal year-end is December 31.

c) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and disclosure of contingent assets and liabilities. The Company's actual results could vary materially from management's estimates and assumptions. Significant areas requiring the use of management estimates relate to the determination of expected tax rates for future income tax recoveries, stock-based compensation and impairment of long-term investment.

d) Financial Instruments

ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 820, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for other receivables and accrued liabilities, short term loan, other payable and due to director each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

	December 31			
	2012		2011	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial Assets				
Cash	\$ 159,297	159,297	\$ 7,946	7,946
Other receivables	7,332	7,332	718	718
Financial Liabilities				
Short-term loan	79,282	79,282	-	-
Other payable	62,641	62,641	-	-
Amount due to director	49,767	49,767	-	-
Accrued Liabilities	55,830	55,830	28,739	28,739

The Company provides disclosures regarding financial instruments as prescribed by generally accepted accounting principles. These disclosures do not purport to represent the aggregate net fair value of the Company. The long-term investment was fully impaired as of December 31, 2011. (See Note 5)

e) Cash

Cash includes bank deposits and cash on hand.

f) Loss per Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed by dividing the net loss by the weighted-average number of common shares and, adjusted by any effects of warrants and options outstanding, if dilutive, that may add to the number of common shares during the period.

g) Revenue Recognition

Revenues from contracts for consulting services with fees based on time and materials are recognized as the services are performed and amounts are earned in accordance with the Securities and Exchange Commission (the "SEC") Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"), as amended by SAB No. 104, "Revenue Recognition" ("SAB 104"). The Company considers amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectability is reasonably assured. In such contracts, the Company's efforts, measured by time incurred, typically represent the contractual milestones or output measure, which is the contractual earnings pattern. For consulting contracts with fixed fees, the Company recognizes revenues in accordance with contract terms, and when the services are delivered, price is determinable and the revenue is earned or collectable.

h) Comprehensive Income

FASB ASC 220 "Comprehensive Income," establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. For the fiscal years ended December 31, 2012 and 2011, comprehensive loss was \$ (429,177) and \$ (3,106,230) respectively.

i) Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets likely. The Company did not incur any material impact to its financial condition or results of operations due to the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company is subject to U.S federal jurisdiction income tax examinations for the tax years 2006 through 2012. In addition, the Company is subject to state and local income tax examinations for the tax years 2006 through 2012.

j) Stock-Based Compensation

The Company may issue stock options to employees and stock options or warrants to non-employees in non-capital raising transactions for services and for financing costs. The Company has adopted ASC Topic 718 (formerly SFAS 123R), "Accounting for Stock-Based Compensation", which establishes a fair value method of accounting for stock-based compensation plans. In accordance with guidance now incorporated in ASC Topic 718, the cost of stock options and warrants issued to employees and non-employees is measured on the grant date based on the fair value. The fair value is determined using the Black-Scholes option pricing model. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

The fair value of stock warrants was determined at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option model requires management to make various estimates and assumptions, including expected term, expected volatility, risk-free rate, and dividend yield. The expected term represents the period of time that stock-based compensation awards granted are expected to be outstanding and is estimated based on considerations including the vesting period, contractual term and anticipated employee exercise patterns. Expected volatility is based on the historical volatility of the Company's stock. The risk-free rate is based on the U.S. Treasury yield curve in relation to the contractual life of stock-based compensation instrument. The dividend yield assumption is based on historical patterns and future expectations for the Company dividends.

k) Long-term investment

Management determines the appropriate classification of investment securities at the time of purchase. Securities are classified held-to-maturity when the Company has both the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are stated at amortized cost. Securities that are bought and held principally for the purpose of selling in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Securities not classified as held-to-maturity or trading are classified as available-for-sale. Available-for-sale securities are stated at fair value, with the impairment losses, net of income taxes, charged to net income in the period in which it occurs.

The fair value of securities is based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. A decline in the market value of any available-for-sale or held-for-maturity security below cost that is deemed to be other-than-temporary results in a reduction in carrying amount to fair value.

Impairments that are considered other-than-temporary are recognized as a loss in the consolidated statements of operations. The Company considers various factors in reviewing impairments, including the length of time and extent to which fair value has been less than the Company's cost basis, the financial condition and near-term prospects of the issuer, and the Company's intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in market value.

As December 31, 2012 and 2011, the Company had no trading and held-to-maturity securities. The Company's long-term investment was classified as available-for-sale and was determined to be fully impaired .

l) Foreign currency exchange

An entity's functional currency is the currency of the primary economic environment in which it operates, normally that is the currency of the environment in which the entity primarily generates and expends cash. Management's judgment is essential to determine the functional currency by assessing various indicators, such as cash flows, sales price and market, expenses, financing and inter-company transactions and arrangements. Functional currency of the parent company is U.S. Dollar. The reporting currency of the Company is U.S. Dollar, and the functional currency of its PRC operation is RMB. PRC is the primary economic environment in which the Representative Office operates. The reporting currency of these consolidated financial statements is the U.S. Dollar.

For financial reporting purposes, the financial statements of the Company's Representative Office which is prepared using the RMB are translated into the Company's reporting currency, the U.S. dollar. Assets and liabilities are translated using the exchange rate at each balance sheet date. Revenue and expenses are translated using average rates prevailing during each reporting period, and shareholders' equity is translated at historical exchange rates. Adjustments resulting from the translation are recorded as a separate component of accumulated other comprehensive income in stockholders' equity.

m) Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, "Testing Indefinite-Lived Intangible Assets for Impairment," which provides companies with the option to first assess qualitative factors in determining whether the existence of events and circumstances indicates that it is more likely than not that an indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that an indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying value. Previously, companies were required to perform the quantitative impairment test at least annually. The new accounting guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. The Company does not anticipate the adoption of the new accounting guidance to have a significant effect on our financial condition or results of operations.

In Oct 2012, FASB issued ASU 2012-06, Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution. In summary, the ASU required post-acquisition date changes in the value of an indemnification asset to be accounted for on the same basis as the change in the underlying asset subject to the indemnification. For public entities, the amendments in this Update are effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2012. Early adoption is permitted.

In Oct 2012, FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this update cover a wide range of Topics in the accounting standards codification. These amendments include technical corrections and improvements to the accounting standards codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15 2012. The adoption of ASU 2012-04 is not expected to have a material impact on the Company's financial position or results of operation.

In Aug 2012, the FASB issued ASU2012-03, "Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC SAB No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC update)" in accounting standards update No.2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114 and it becomes effective on date of issuance. The adoption of ASU 2012-03 is not expected to have a material impact on the Company's financial position or result of operation.

In Jan 2013, the FASB issued ASU 2013-01, "Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities." The amendments clarify that the scope of Update 2011-11 applies to derivatives accounted for in accordance with Topic 815, Derivatives and Hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. An entity is required to apply the amendments for fiscal years beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the required disclosures retrospectively for all comparative periods presented.

In Feb 2013, the FASB issued ASU 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012.

In March 2013, the FASB issued ASU 2013-05, "Foreign Currency Matter (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity a consensus of the FASB Emerging Issues Task Force." The amendments in this Update are effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. Early adoption is permitted. If an entity elects to early adopt the amendments, it should apply them as of the beginning of the entity's fiscal year of adoption.

Note 4. Related Party Transactions

On April 3, 2009, the Company entered into an agreement with Viking Investments Group, LLC, a Delaware limited liability company ("Viking Delaware") owned by Viking Investments Group, LLC, a company controlled and managed by the Company's Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, ("Viking Nevis"), providing that effective August 15, 2008, Viking Delaware would pay for any services performed on behalf of the Company by third parties until such time that Viking Delaware (or Viking Nevis) is no longer the majority shareholder of the Company. On August 2, 2011, effective as of April 1, 2011, Viking Delaware agreed to advance and pay all third party costs for the Company as needed, but the Company had an obligation to reimburse Viking Delaware at a later stage upon demand from Viking Delaware. As of August 29, 2011, Viking Delaware's rights and obligations were transferred to Viking Nevis.

For the year ended December 31, 2011, Viking Delaware (and its parent, Viking Nevis) assumed the rental, wages, professional service fee, and other office expenses in the aggregate amount of \$769,378. For the year ended December 31, 2012, Viking Nevis assumed the rental, wages, professional service fee, and other office expenses of the Company in the aggregate amount of \$46,850.

On June 29, 2011, and on August 29, 2011, Viking Investments, LLC, a company controlled and managed by the Company's Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, ("Viking Nevis") sold 100,000 and 466,813 shares respectively of China Wood, Inc., publicly listed in the United States with the ticker "CNWD", (the "China Wood Shares") owned by Viking Nevis, in exchange for 1,912,000 and 12,569,420 newly issued restricted shares of the Company respectively. By August 29, 2011, Viking Nevis completed the purchase of the China Wood Shares by having delivered a total of 566,813 shares of common stock in China Wood, Inc. to the Company. The China Wood Shares were registered in a Form S-1 Registration Statement declared effective by the SEC on April 7, 2011. The China Wood Shares were subject to a "Leak-Out Provision" whereby only a certain amount of shares could be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement (April 7, 2012).

These investments were fully impaired as of December 31, 2011 and were repurchased on April 15, 2013. (See Note 5 and 11)

On November 16, 2012, Viking Nevis purchased 3,205,960 restricted shares of common stock of the Company for an aggregate purchase price of \$158,921. The purchase price has been paid, and the shares were issued on December 27, 2012.

At December 31, 2012, the Company owed Tom Simeo \$49,767 for accrued payroll, after paying him \$30,229 as a portion of his 2012 salary of \$135,000. During the fiscal year ending December 31, 2012, the Company also advanced Mr. Simeo \$55,004 to cover Company expenses.

Amount due to Director:

Balance December 31, 2011	\$ -
Add: 2012 Accrued payroll	135,000
Less 2012 Payments	(30,229)
Less 2012 Advance to director	(55,004)
Balance December 31, 2012	\$ 49,767

Note 5. Long-term investment

	December 31, 2012 (Restated)	December 31, 2011 (Restated)
	\$	\$
Shares of Common Stock in China Wood Inc.	-	5,065,838
Less: Excess of fair value of purchase consideration over assets purchased	-	(2,798,586)
Impairment loss	-	(2,267,252)
Net value	-	-

On June 29, 2011, and on August 29, 2011, Viking Investments, LLC, a company controlled and managed by the Company's Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, ("Viking Nevis") sold 100,000 and 466,813 shares respectively of China Wood, Inc., publicly listed in the United States with the ticker "CNWD", (the "China Wood Shares") owned by Viking Nevis, in exchange for 1,912,000 and 12,569,420 newly issued restricted shares of the Company respectively.

As stated in Note 2, the Company, in valuing of the China Wood Shares, had initially relied upon Viking Nevis's Guaranty and Repurchase Agreement, to value the China Wood Shares at \$4.00/share in its financial statements for the year ended December 31, 2011. During the three month period ended June 30, 2013, the Company restated its financial statements as of December 31, 2011, and all financial statements subsequent to that date, to record the China Wood Shares at carrying value on the transaction date, and such value was fully impaired as of December 31, 2011.

Note 6. Short-term Loan

On March 22, 2012, the Company entered into a six-month loan agreement with a third party for the amount of \$79,282 (RMB500,000 equivalents) with collateral of 879,196 common shares of the company provided to the third party. The loan was repayable on September 20, 2012. The due date of the loan was extended and was settled on January 10, 2013, and the collateral was returned to the Company accordingly.

Note 7. Supplemental Cash Flow Information

	Years ended December 31,	
	2012	2011
	(Restated)	(Restated)
Cash paid for:		
Interest	\$ 12,322	\$ —
Income taxes (recovery)	\$ —	\$ —
Non-Cash transaction:		
Common shares issued to settle notes payable	\$ —	\$ —
Common shares issued but not paid for	\$ 5,000	\$ —
Expenses paid by principal stockholders	\$ 46,850	\$ 769,378
Share issued for the acquisition of China Wood shares	\$ -	\$ 5,051,357
Excess of fair value of purchase consideration over assets purchased	\$ -	\$ (2,798,586)

Note 8. Income Tax

(a) Current income tax

The income tax expense is reconciled as below:

	<u>2012</u>	<u>2011</u> (Restated)
Net Loss	\$ 430,790	\$ 3,106,230
Statutory tax rate	35%	35%
Income Tax at Statutory tax rate	150,777	1,087,181
Non-deductible expenses	(16,398)	(1,044,919)
Change in valuation allowance	(134,379)	(42,262)
Total tax expenses	-	-

The Company accounts for income taxes under ASC 740. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized.

No provision for income taxes has been provided in these consolidated financial statements due to the net loss for the years ended December 31, 2012 and 2011. The net operating loss will expire at various times to December 31, 2031.

(b) Deferred tax

	<u>2012</u>	<u>2011</u> (Restated)
Non-capital losses carried forward	\$ 2,205,282	\$ 1,290,008
Statutory tax rate	35%	35%
Income Tax at Statutory tax rate	771,849	451,502
Valuation allowance	(771,849)	(451,502)

Note 9. Capital Stock and Additional Paid-in Capital

	December 31, 2012			December 31, 2011		
	Number of shares		Amount	Number of shares		Amount
	Authorized	Outstanding	(Restated)	Authorized	Outstanding	(Restated)
			\$			\$
Capital Stock						
Preferred stock, \$0.001 par value	5,000,000	28,092	28	5,000,000	-	-
Common stock, \$0.001 par value	100,000,000	24,683,285	24,684	100,000,000	18,553,778	18,554
Additional Paid-in Capital			5,790,663			5,428,460

(a) Preferred Stock

The Company is authorized to issue 5,000,000 shares of preferred stock, par value \$.001 per share.

On October 3, 2012, the Company issued 28,092 shares of preferred stock to the Chairman of the Company in exchange for the return of the equal amount of shares of common stock, owned by the Chairman, deposited in a brokerage account, to the Company for cancellation. As of April 15, 2013, the Company's transfer agent has still not received the 28,092 shares of common stock for cancellation, although the Chairman has acknowledged his unconditional obligation to return the 28,092 shares of common stock to the Company and has arranged for his brokerage firm to do so. Thus the 28,092 shares of common stock to be cancelled are shown as no longer issued and outstanding as of December 31, 2012, while the 28,092 shares of preferred stock are shown as issued and outstanding. Neither the common stock, nor the preferred shares were assessed any value.

Each share of such Preferred Stock shall have a par value of \$0.001 per share.

Each share of Preferred Stock shall entitle the holder thereof to two thousand (2,000) votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time on or after the date that Preferred Stock has been issued ("Distribution Date) declare or pay any dividend on Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock (the "Conversion Rate").

(b) Common Stock

On March 20, 2012, the Company issued 45,000 shares of its common stock to its consultants in consideration for consulting services rendered for a fair value of \$0.18 per share.

On March 20, 2012, the Company issued 25,000 shares of its common stock to Howard Lee in consideration of salary.

On March 22, 2012, the Company has entered into a six-month loan agreement with a third party for the amount of \$79,282 (RMB500,000 equivalents) repayable on September 20, 2012. A total of 879,196 common shares of the Company was issued as collateral that would be returned to the Company upon repayment of the loan. The due date of the loan was extended and was settled on Jan 10, 2013. (See Note 5)

On July 10, 2012, the Company issued 25,000 restricted shares of its common stock to each of Jiyun Ge, Tejesh Srivastav and Townsend Tang in consideration for becoming members of the Board of Directors of the Company at a fair value of \$0.08 per share.

On July 10, 2012, the Company authorized and approved the issuance of 277,778 free trading shares of common stock to David Rees for the provision of \$30,000 in legal services rendered to the Company, at a fair value of \$0.108 per share.

On November 16, 2012, the Company sold 3,205,960 restricted shares of common stock to Viking Investments Group LLC, the parent company of Viking Investments Group, Inc., at fair value of \$0.05 per share.

During the year, the Company sold 1,649,665 restricted shares of common stock to third parties at a fair value of \$0.10 per share.

On June 29, 2011 and August 29, 2011, the Company issued 1,912,000 and 12,569,420 shares of common stock, par value \$0.001 per share respectively, to Viking Nevis, to exchange for common shares 100,000 and 466,813 common shares of China Wood, Inc., which is publicly listed in the United States with the ticker "CNWD", (the "China Wood Shares") owned by Viking Nevis.

On October 26, 2011, the Company issued 2,812,923 shares of common stock, par value \$0.001 per share, to Tom Simeo (2,160,000 shares), Meilong Fu (300,000 shares), Fengying Zhong (203,720 shares), David Rees (60,000 shares), Lily Jin (75,453 shares) and Howard Lee (13,750 shares) respectively for services rendered under their respective consulting agreement. The Company recorded the new issuance of share into Common Stock with the corresponding credit and debit figures to Additional Paid-in Capital and net income respectively.

In year 2011, the Company issued 263,780 shares of common stock, par value \$0.001 per share, to Guifang Chang (78,419 shares), Xiaochun Zhang (125,361 shares), Gordon Lin (35,000 shares) and Wei-Wei Zhang (25,000 shares) for their new investment made to the Company. The Company recorded the new issuance of share into Common Stock with the corresponding credit and debit figures to Additional Paid-in Capital and Cash respectively.

(c) Stock-based Compensation payment

The stock warrants granted during 2009 were exercisable immediately, the fair value on the grant date using the Black-Scholes option pricing model was \$24,020, and have been recorded as compensation costs for year ended December 31, 2009.

Assumption used to estimate the fair value of stock warrants on the granted date is as follows:

Issuance Date	Expected volatility	Risk-free rate	Expected term (years)	Dividend yield
December 16, 2009	204.70%	0.11%	3	0.00%

In 2011, the Company cancelled all options and warrants issued in 2009. The Company did not issue any stock options or warrants during 2012.

Note 10. Risk Management

The Company is exposed to financial risks due to the nature of its business and the financial assets it holds. A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

(a) Market risk

Market risk is the risk that the fair value from a financial instrument will fluctuate because of changes in market prices. The Company will be exposed to potential losses if the price of the long-term investment it holds decreases.

(b) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash balances to meet operation expense requirement in addition to expenses assumed by majority shareholders.

(c) Credit Risk

Credit risk also arises from cash and deposits with banks and financial institutions. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Note 11. Subsequent Events

On March 22, 2012, the Company entered into a six-month loan agreement with a third party for the amount of \$79,282 (RMB500,000 equivalents) repayable on September 20, 2012. The due date of the loan was extended and was settled on Jan 10, 2013, and the collateral for the loan, 879,196 shares of the Company's common stock which was issued to the creditor and reflected as issued and outstanding as of December 31, 2012, was returned to the Company in January of 2013 for cancellation, and such shares were subsequently no longer issued and outstanding.

On April 11, 2012, Viking Investments Group, LLC (Nevis) guaranteed that the price of the 566,813 shares of China Wood Inc., publicly listed in the United States with the ticker symbol "CNWD" (the "China Wood Shares"), that it had previously sold to the Company would not be less than \$4.00 per share, and agreed to repurchase the China Wood Shares by tendering shares of common stock of Buyer owned by Guarantor to Buyer if the 45-day volume weighted average price ("VWAP") of the China Wood Shares is equal to or less than US\$4.00 per share. As the 45-day VWAP of the China Wood Shares has been \$4.00/share since the fourth quarter of 2012, the Company demanded Viking Investments Group, LLC repurchase the China Wood Shares, and in a written repurchase agreement executed on April 15, 2013 by both parties, it agreed to do so by returning 7,472,093 shares of the Company's common stock to the Company for cancellation.

As stated in Note 2, the Company, in valuing of the China Wood Shares, had initially relied upon Viking Nevis's Guaranty and Repurchase Agreement, to value the China Wood Shares at \$4.00/share in its financial statements for the year ended December 31, 2011. During the three month period ended June 30, 2013, the Company restated its financial statements as of December 31, 2011, and all financial statements subsequent to that date, to record the China Wood Shares at carrying value on the transaction date, and such value was fully impaired as of December 31, 2011.

On April 15, 2013, pursuant to the Guaranty and Repurchase Agreement, Viking Nevis agreed to repurchase the China Wood Shares from the Company by returning 7,472,093 shares of the Company's common stock to the Company's transfer agent for cancellation. Those 7,472,093 shares were cancelled on June 7, 2013.

On January 20, 2013, the Company entered into a two year contract to lease an approximately 65 square meter office facility in Shanghai, China for RMB 15,600 (approximately \$2,500 per month) including a management fee. The total rental commitment for the two years is RMB 374,400 (approximately \$60,000).

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None

Item 9A. Controls and Procedures.

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Management must evaluate its internal controls over financial reporting, as required by Sarbanes-Oxley Act Section 404 (a). The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. generally accepted accounting principles or GAAP.

As of December 31, 2012, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of the Company's internal controls over financial reporting that adversely affected its internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that the Company's management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) inadequate segregation of duties consistent with control objectives; (3) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements; and (4) ineffective controls over period end financial disclosure and reporting processes. The aforementioned material weaknesses were identified by the Company's chief financial officer in connection with the audit of the Company's financial statements as of December 31, 2010 and communicated the matters to the Company's management.

Management believes that the material weaknesses set forth in items (2), (3) and (4) above did not have an effect on the Company's financial results. However, management believes that the lack of outside directors on the Company's board of directors can result in oversight in the establishing and monitoring of required internal controls and procedures which can affect the process of preparing Company's financial statements.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on the Company's Board. In addition, management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements; and (ii) ineffective controls over period end financial close and reporting processes. Further, management believes that the hiring of additional personnel who have the technical expertise and knowledge will result in proper segregation of duties and provide more checks and balances within the financial reporting department. Additional personnel will also provide the cross training needed to support the Company if personnel turn over issues within the financial reporting department occur. This coupled with the appointment of additional outside directors will greatly decrease any control and procedure issues the Company may encounter in the future.

Management will continue to monitor and evaluate the effectiveness of its internal controls and procedures and its internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

(a) Disclosure Controls and Procedures; Changes in Internal Control Over Financial Reporting

Management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of December 31, 2012. Based on this evaluation, Management concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2012.

(b) Management Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and Rule 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. Based on this assessment, management concluded that, as of December 31, 2012, the Company's internal control over financial reporting was not effective based on those criteria.

To remediate our internal control weaknesses, management intends to implement the following measures:

- The Company will add sufficient number of independent directors to the board and appoint an audit committee.
- The Company will add sufficient knowledgeable accounting personnel to properly segregate duties and to effect a timely, accurate preparation of the financial statements.
- Upon the hiring of additional accounting personnel, the Company will develop and maintain adequate written accounting policies and procedures.

The additional hiring is contingent upon the Company's efforts to obtain additional funding through equity or debt for its continued operational activities and corporate expenses. Management expects to secure funds in the coming fiscal year but provides no assurances that it will be able to do so.

We understand that remediation of material weaknesses and deficiencies in internal controls are a continuing work in progress due to the issuance of new standards and promulgations. However, remediation of any known deficiency is among our highest priorities. Our management will periodically assess the progress and sufficiency of our ongoing initiatives and make adjustments as and when necessary.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant rules of the SEC that permit us to provide only management's report in this annual report. On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act. Included in the Act is a provision that permanently exempts smaller public companies that qualify as either a Non-Accelerated Filer or Smaller Reporting Company from the auditor attestation requirement of Section 404(b) of the Sarbanes-Oxley Act of 2002.

There was no change in our internal control over financial reporting during the quarter ended December 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

10.

Identification of Directors and Executive Officers

The name of the officers and directors of the Company as of December 31, 2012, as well as certain information about them are set forth below:

Name	Age	Position
Tom Simeo	59	Director/CEO/Treasurer
Dr. Wei-Wei Zhang	56	Director
Jiyun Ge	37	Director/CFO*
Townsend Tang	36	Director**
Tejesh Srivastav	58	Director**
Guangfeng Yang	37	Director/CFO*

* On February 7, 2013, Ms. Jiyun Ge resigned as the chief financial officer of the Company and member of the Board of Directors of the Company, and Ms. Guangfang “Cecile” Yang was appointed as the chief financial officer of the Company and elected to the Board of Directors of the Company.

**On July 10, 2012, Mr. Townsend Tang and Mr. Tejesh Srivastav were elected to the Board of Directors of the Company.

Background of Officers and Directors

Tom Simeo

Mr. Simeo has been the Company’s chief executive officer and a director since August 15, 2008, when Viking Investments Group LLC acquired control of the Company. Mr. Simeo has been the chairman of the board of directors of the Company since August 2008. Mr. Simeo, a corporate lawyer and investment banker, is the founder and managing partner of Viking Investments Group, LLC, the Company’s subsidiary and a Delaware limited liability company established in 1993. Between 1990 and 1993, Mr. Simeo advised on the financing and private acquisition of state owned companies in former Soviet Bloc countries. During the years of 1993 through 2004, Mr. Simeo initiated, advised and helped structure investments in United States to foreign private and publicly listed companies. From early 1980’s through 1990, Mr. Simeo was a practicing lawyer in Sweden. Mr. Simeo is a graduate Jur. kand. (American LLM equivalent) from the University of Lund, Sweden. Mr. Simeo also studied law at Stockholm University and International Economy at Uppsala University in Sweden. Mr. Simeo is not a director of any other public company.

Dr. Wei-Wei Zhang

Dr. Zhang was elected to the Board of Directors on August 26, 2011. Dr. Zhang obtained his M.D. degree in 1982 and M.S. of Toxicology in 1985 from Zhejiang University in China. He came to the United States 1986 in pursuit of PhD in molecular biology. After he acquired his PhD degree in 1989, Dr. Zhang fulfilled his postdoctoral and junior faculty training by 1992 in gene manipulation and transfer at Baylor College of Medicine, Houston Texas, USA.

Dr. Zhang is an entrepreneur, resource placement, business developer, and corporate executive, with enduring records of technology innovation, strategic partnering, product commercialization, financing, and venture management from startup to public listing in the biosciences and the Sino-American transactions.

Dr. Zhang, is currently the CEO of Burrill Adventin Capital Management Ltd., founded in 2011. Dr. Zhang has founded and co-founded 8 biotechnology companies (Introgen Therapeutics Inc., Shenzhen SiBiono, GenStar Therapeutics, GenWay Biotech, Zhuhai Bioinforbody, Adventin Inc., Acrotics and eBioCenter Corporations) and established two corporate and academic R&D units. With 20+ years of biopharma R&D, business development, and marketing/sales experience, Dr. Zhang held CSO and CEO positions in those companies. Dr. Zhang has completed several successful cases in fund-raising, project financing, strategic partnering, private equity investments, through interactions with angel, venture capital, investment banks, governmental funds, and security exchanges.

Dr. Zhang has made significant contributions to the research and life science communities by creating numerous collaborations, developing novel products, launching innovative marketing campaigns, and managing numerous growing business units. Since 1989, Dr. Zhang has published more than 65 peer-reviewed articles and has been invited to write major review articles and to deliver presentations in numerous national and international antibody and gene therapy conferences. Dr. Zhang has 16 patents either issued or pending. He has also been active in various social and professional associations, especially taking the leadership in overseas Chinese organizations, such as Presidents of US-China Entrepreneurs Associations and Mu Yun Society.

Jiyun Ge

Effective March 29, 2012, Ms. Jiyun Ge was appointed as the chief financial officer of the Company and elected to the Board of Directors of the Company.

Ms. Ge brought to the Company more than ten years of general accounting, taxation and auditing experience both in China and the U.S. Before joining Viking Investments, Ms. Ge was the account supervisor with The Oilgear Company in Shanghai, responsible for the total financial operation, including but not limited to the conversion of local statutory accounts in P.R. China to US GAAP, and the various filings as required.

Prior to Oilgear, Ms. Ge was an accountant for five years with several public accounting firms in the United States with a focus on audits, review and compilations of private and publicly listed corporations where she held various positions and supervised several accounting teams. Ms. Ge also has extensive experience in both corporate and non-profit-tax returns, and financial statement preparation. Prior to living in the United States, Ms. Ge worked for five years in a large state-owned construction company as a cost accountant and prepared and reviewed budget forecasting for the company.

Ms. Ge received her Master of Science in Business (Major in Accounting) from the University of Maryland (College Park), her Bachelor of Fine Art (Major in Accounting) from the University of St. Thomas (Houston, TX), and her Associates Degree (Major in Accounting) from Chongqing University (P.R. China). Ms. Ge is CPA-certified in the state of Colorado and a member of AICPA, as well as a member of The Institute of Internal Auditors (IIA).

On February 7, 2013, Ms. Jiyun Ge resigned as the chief financial officer of the Company and member of the Board of Directors of the Company.

Guangfang “Cecile” Yang

On February 7, 2013, Ms. Yang was appointed as the chief financial officer of the Company and was elected to the Board of Directors of the Company.

Ms. Yang brings to the Company 15 years of general accounting and auditing experience, auditing private and publicly held companies in China, the United Kingdom and the United States.

Most recently before joining the Company, Ms. Yang was from 2009, director of finance and administration for the Grassroots Community Association where she was the financial controller for 5 major projects and the executive body of the association, responsible for cash flow forecast and management and budget control. Ms. Yang was also in charge of overseeing the fund-raising process and managing sponsor relationships. From 2007- 2009, Ms. Yang was a Senior Manager for Acquisition Audits with Moores Rowland CEC, where she among other things, led the acquisition audit team for Sinolog Logistic Group, a company consisting of six entities headquartered in Singapore. Ms. Yang was also an annual auditor for Acer during that time.

From 1998-2006, Ms. Yang was with KPMG where she held various positions, from auditor to manager. While Ms. Yang initially held a position as an auditor, she later led a field audit with multiple team members and later became an audit team member for middle- to large-size audit projects. She coordinated auditing for the Sinopec IPO, and worked in various capacities on the China Mobil IPO and annual audit as well as the China Constructional Bank and CITIC Bank IPO's.

Ms. Yang graduated from Hult International Business School, UK, London, from the MBA Executive Track Program. Ms. Yang also graduated from Fudan University, Shanghai, China with a bachelor degree, major in International Finance.

Townsend Tang

On July 10, 2012, Mr. Townsend Tang was elected to the Board of Directors of the Company. Mr. Townsend Tang, a seasoned executive and entrepreneur, has more than 10 years of experience in the finance industry in China, including Venture Capital, Private Equity, Mergers and Acquisitions, Initial Public Offerings and Private Investments in Public Equity, and various forms of debt financing. Before joining the Company, Mr. Tang was from 2007, a partner and managing director with Beijing Capital Fund Management Co., Ltd, Beijing, where he was instrumental in raising RMB100 million, plus additional debt and equity financings for a number of the firm's clients. Between the years of 2001 to 2006, Mr. Tang owned and managed Ou Shang Investments, Co., Ltd., a financing consultant firm focused on assisting various domestic Chinese and South East Asian companies to obtain debt and equity financing, ranging from RMB10 million to RMB100 million to a total of 13 clients, of which three clients obtained a listing in A Market, Shanghai.

Mr. Tang graduated from Nanjing Industry University where he received an MBA. Mr. Tang also holds a Chinese securities business qualification certificate.

Tejesh Srivastav

On July 10, 2012, Mr. Tejesh Srivastav was elected to the Board of Directors of the Company. Mr. Tejesh Srivastav is an experienced investment banker, and has 25 years of experience in audit, consulting, distribution and technology in the United States and India. Before joining the Company, Mr. Srivastav was from 2005, a managing director with Viking Investments Group in India, where he started Viking's operations in India. Between the years of 1994 to 2005, Mr. Srivastav was the founder and chief executive officer of Internet For U, Inc, an internet service provider.

Mr. Srivastav received his MBA from Cornell University. Mr. Srivastav is also a Chartered Accountant in India and a member of the Institute of Chartered Accountants of India.

Family Relationships

There are no family relationships between any of the Company's officers and directors.

Audit Committee and Audit Committee Financial Expert

The Company does not currently have an audit committee financial expert, nor does it have an audit committee. The Company's entire board of directors handles the functions that would otherwise be handled by an audit committee. The Company does not currently have the capital resources to pay director fees to a qualified independent expert who would be willing to serve on its board and who would be willing to act as an audit committee financial expert. As its business expands and as it appoints others to its board of directors, the Company expects that it will seek a qualified independent expert to become a member of its board of directors. Before retaining any such expert the Company's board would make a determination as to whether such person is independent.

Code of Ethics

The Company has not yet formally adopted a written code of ethics to be applied to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Based on its small size, limited financial and human resources, the Company has not adopted written code of ethics.

Involvement in Certain Legal Proceedings

To the best of the registrant's knowledge, during the past five years, no director, executive officer, promoter or control person of the Company:

- (1) has filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or present of such a person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer within two years before the time of such filing;
- (2) were convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- (3) were the subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of the following activities:
 - (i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director of any investment company, or engaging in or continuing any conduct or practice in connection with such activity;
 - (ii) engaging in any type of business practice;
 - (iii) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodity laws.
- (4) were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;
- (5) were found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law and the judgment in such civil finding or find by the Securities and Exchange Commission has not been subsequently reversed, suspended or vacated;
- (6) were found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

Compliance with Section 16(A) of the Exchange Act

To the best of the knowledge of the Company's chief executive officer, persons who beneficially owned more than ten percent of the Company's common stock filed timely reports in compliance with Section 16(a).

Item 11. Executive Compensation

Summary Compensation Table— Fiscal Years Ended December 31, 2012 and 2011

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to the named persons for services rendered in all capacities during the noted periods. No other executive officers received total annual salary and bonus compensation in excess of \$100,000.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation Earnings (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Tom Simeo	2012	135,000	0	0	0	0	0	0	135,000
	2011	0	0	540,000	0	0	0	0	540,000
We-Wei Zhang (1)	2012	0	0	0	0	0	0	0	0
	2011	0	0	6,250		0	0	0	6,250
Gordon SanFu Lin (2)	2012	0	0	0	0	0	0	0	0
	2011	0	0	6,250		0	0	0	6,250
Jiyun Ge (3)	2012	15,634	0	2,000		0	0	0	17,634

Narrative to Summary Compensation Table

1. In conjunction with Dr. Wei-We Zhang becoming a director of the Company on August 26, 2011, he was issued 25,000 restricted shares of common stock.
2. In conjunction with Mr. Gordon SanFu Lin becoming a director on October 20, 2011, he was issued 25,000 restricted shares of common stock.
3. In conjunction with Ms. Ge becoming a director on March 29, 2012, she was issued 25,000 restricted shares of common stock.

Compensation of Directors

Directors of the Company may be reimbursed for any out-of-pocket expenses incurred by them for each regular or special meeting attendance. The Company presently has no pension, health, annuity, insurance or profit sharing plans.

Outstanding Equity Awards at Fiscal Year End

As of December 31, 2012, the Company did not maintain an equity incentive plan or other plan, including but not limited to bonus, deferred compensation or retirement plan under which the Company's securities may be issued to its named executive officers as compensation.

Employment Agreements

The company employs indirectly through its subsidiary Viking Delaware approximately 8–12 people annually. Except for its directors, no person has entered into any employment or similar agreement directly with the Company and it is not anticipated that the Company will enter into any employment or similar agreement with the Company.

Compensation of Directors

The directors of the Company were compensated as such during the fiscal year ended December 31, 2011 and December 31, 2012, respectively, as follows:

Name	2011 Compensation	2012 Compensation
Tom Simeo	\$ 540,000(1)	\$ 0
We-Wei Zhang	\$ 6,250(2)	\$ 0
Gordon SanFu Lin	\$ 6,250(3)	\$ 0
Jiyun Ge	\$ 0	\$ 2,000(4)
Townsend Tang	\$ 0	\$ 2,000(5)
Tejesh Srivastav	\$ 0	\$ 2,000(6)

1. 2,160,000 shares of common stock in 2011.
2. 25,000 shares of common stock. See Narrative to Executive Compensation Table above for more information.
3. 25,000 shares of common stock. See Narrative to Executive Compensation Table above for more information.
4. 25,000 shares of common stock. See Narrative to Executive Compensation Table above for more information.
5. In conjunction with Mr. Tang becoming a director on July 10, 2012, he was granted 25,000 of common stock.
6. In conjunction with Mr. Srivastav becoming a director on July 10, 2012, he was granted 25,000 of common stock.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information regarding beneficial ownership of the Company's common stock (and preferred stock) as of December 31, 2012 (i) by each person who is known by us to beneficially own more than 5% of the Company's common stock; (ii) by each of its officers and directors as of such date; and (iii) by all of its officers and directors as a group.

Unless otherwise specified, the address of each of the persons set forth below is in care of the Company.

<u>Title of Class</u>	<u>Name & Address of Beneficial Owners</u>	<u>Amount & Nature of Beneficial Ownership (1)</u>	<u>Percent of Class (2)</u>
Common Stock, \$0.001 par value	Viking Investments Group, LLC (Nevis)	16,294,719	66.0%
Common Stock, \$0.001 par value	Shenlin Xu	2,000,575	8.1%
Common Stock, \$0.001 par value	Tom Simeo	1,965,000	8.0%
Series C Preferred Stock, \$0.001 par value	Tom Simeo	28,092	100%
Common Stock, \$0.001 par value	Dr. Wei-Wei Zhang	25,000	*%
Common Stock, \$0.001 par value	Tejesh Srivastav	25,000	*%
Common Stock, \$0.001 par value	Townsend Tang	25,000	*%
Common Stock, \$0.001 par value	Jiyun Ge	25,000	*%
Common Stock, \$0.001 par value	All officers and directors as a Group	18,359,791	74.4%

*Less than 1%

- Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the shares of the Company's common stock. Tom Simeo has sole voting power over the shares owned by Viking Investments Group, LLC (Nevis).
- As of December 31, 2012, a total of 24,683,285 shares of the Company's common stock are considered to be outstanding pursuant to SEC Rule 13d-3(d)(1). For each Beneficial Owner above, any options exercisable within 60 days have been included in the denominator. On October 3, 2012, the Company issued 28,092 shares of preferred stock to the Chairman of the Company in exchange for the return the equal amount of shares of common stock, owned by the Chairman and deposited in a brokerage account, to the Company for cancellation. As of April 15, 2013, the Company's transfer agent had still not received the 28,092 shares of common stock for cancellation, although the Chairman acknowledged his unconditional obligation to return the 28,092 shares of common stock to the Company and has arranged for his brokerage to do so. Thus the 28,092 shares of common stock which the Chairman is returning to the Company are considered as no longer issued and outstanding as of December 31, 2012, while the 28,092 shares of preferred stock are issued and outstanding as of that date.

Changes in Control

To the knowledge of management, there are no present arrangements or pledges of the Company securities, which may result in a change of control of the Company.

Item 13. Certain Relationships and Related Transactions

Related Transactions

On April 3, 2009, the Company entered into an agreement with Viking Investments Group, LLC, a Delaware limited liability company (“Viking Delaware”) owned by Viking Investments Group, LLC, a company controlled and managed by the Company’s Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, (“Viking Nevis”), providing that effective August 15, 2008, Viking Delaware would pay for any services performed on behalf of the Company by third parties until such time that Viking Delaware (or Viking Nevis) is no longer the majority shareholder of the Company. On August 2, 2011, effective as of April 1, 2011, Viking Delaware agreed to advance and pay all third party costs for the Company as needed, but the Company had an obligation to reimburse Viking Delaware at a later stage upon demand from Viking Delaware. As of August 29, 2011, Viking Delaware’s rights and obligations were transferred to Viking Nevis.

For the year ended December 31, 2011, Viking Delaware (and its parent, Viking Nevis) assumed the rental, wages, professional service fee, and other office expenses in the aggregate amount of \$769,378. For the year ended December 31, 2012, Viking Nevis assumed the rental, wages, professional service fee, and other office expenses of the Company in the aggregate amount of \$46,850.

At December 31, 2012, the Company owed Tom Simeo \$49,767 for accrued payroll, after paying him \$30,229 as a portion of his 2012 salary of \$135,000. During the fiscal year ending December 31, 2012, the Company also advanced Mr. Simeo \$55,004 to cover Company expenses.

Amount due to Director:

Balance December 31, 2011	\$ -
Add: 2012 Accrued payroll	135,000
Less 2012 Payments	(30,229)
Net off 2012 Advance to director	(55,004)
	<hr/>
Balance December 31, 2012	<u>\$ 49,767</u>

On October 3, 2012, the Company issued 28,092 shares of preferred stock to the Tom Simeo, the CEO and Chairman of the Company in exchange for the return the equal amount of shares of common stock, owned by the Chairman, which had been deposited in a brokerage account, to the Company for cancellation.

On November 16, 2012, Viking Investments Group, LLC, purchased 3,205,960 restricted shares of common stock of the Company for an aggregate purchase price of \$160,298. The purchase price has been paid to the Company, and the shares were issued to Viking Investments Group, LLC on December 27, 2012.

Indebtedness of Management

Other than as disclosed, there were no material transactions, series of similar transaction, current transactions, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeded \$120,000 or 1% of the Company’s total assets as of December 31, 2012 and in which any director or executive officer, or any security holder who is known to the Company to own of record or beneficially more than five percent of the Company's common stock, or any member of the immediate family of any of the foregoing persons, had a material interest.

Item 14. Principal Accounting Fees and Services

The following table sets forth the fees billed by our principal independent accountants, Schwartz Levitsky Feldman LLP, for each of our last two fiscal years for the categories of services indicated.

Category	Years Ended December 31,	
	2012	2011
Audit Fees	\$ 33,950	\$ 37,850
Audit Related Fees	-	-
Tax Fees	-	-
All Other Fees	4,200	-
Total	<u>\$ 38,150</u>	<u>\$ 37,850</u>

Audit fees. Consists of fees billed for the audit of our annual financial statements and review of our interim financial information and services that are normally provided by the accountant in connection with year-end and quarter-end statutory and regulatory filings or engagements.

Audit-related fees. Consists of fees billed for services relating to review of other regulatory filings including registration statements, periodic reports and audit related consulting.

Tax fees. Consists of professional services rendered by our principal accountant for tax compliance, tax advice and tax planning.

Other fees. Other services provided by our accountants.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

<u>Number</u>	<u>Description</u>
31.1	Certification of Principal Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
99.1	Guaranty and Repurchase Agreement dated April 11, 2012
99.2	Repurchase Agreement dated April 15, 2013
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VIKING INVESTMENTS GROUP, INC.
(Registrant)

Date: August 19, 2013

By: /s/ Tom Simeo
Tom Simeo
Chief Executive Officer, Director and Treasurer

In accordance with the Securities Exchange Act this report has been signed below by the following person(s) on behalf of the registrant and in the capacities and on the dates indicated.

Date: August 19, 2013

By: /s/ Guangfeng Yang
Guangfeng Yang
Chief Financial Officer & Director

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tom Simeo, certify that:

1. I have reviewed this annual report on Form 10-K/A of Viking Investments Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 19, 2013

By: /s/ Tom Simeo

Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Guangfeng Yang, certify that:

1. I have reviewed this annual report on Form 10-K/A of Viking Investments Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 19, 2013

By: /s/ Guangfeng Yang
Chief Financial Officer
(Principal Accounting Officer)

**CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Tom Simeo, Chief Executive Officer of Viking Investments Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Annual Report on Form 10-K/A of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2013

By: /s/ Tom Simeo

Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF
PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Guangfeng Yang, Chief Financial Officer, of Viking Investments Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Annual Report on Form 10-K/A of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 19, 2013

By: /s/ Guangfeng Yang

Chief Financial Officer
(Principal Accounting Officer)