

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

FORM 10-K

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

For the fiscal year ended: **December 31, 2011**

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**

**SINOCUBATE, 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)

**Kerry Centre, 1515 West Nanjing Road, Suite 1002**  
**Shanghai, P.R. China, 2000040**

(Address of principal executive offices)

**+ 86 (21) 5298 6257**

(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 June 30, 2011, the aggregate market value of the shares of the Registrant's common equity held by non-affiliates was approximately \$186,015. 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 March 29, 2012 was 18,553,778.

**DOCUMENTS INCORPORATED BY REFERENCE:**

None.

#### 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**  
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## PART I

### Item 1. Business

The Registrant, SinoCubate, Inc., is sometimes referred to hereinafter as “SinoCubate” 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 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 29, 2011, and on August 29, 2011, 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”), 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 SinoCubate respectively (the SinoCubate Shares”). On August 29, 2011, the Company acquired, from Tom Simeo, the Company’s Chairman, Chief Executive Officer and President, Viking Investments Group, LLC, incorporated in Delaware (“Viking Delaware”) for a value of One Hundred Dollars (\$100). 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 are subject to a “Leak-Out Provision” whereby only a certain amount of shares can be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement, April 7, 2012. In determining the fair value of the shares, the Company and Viking Nevis, agreed to use, where applicable, the closing bid price for the most recent trading days prior to the closing day of the transactions.

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 financing, professional advisory services, board member services, 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. SinoCubate 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. SinoCubate is not an investment adviser pursuant to the Investment Advisers Act of 1940. SinoCubate is not registered with FINRA or SIPC.

This is a new direction for SinoCubate. Previously, SinoCubate's business plan had been focused on investigating and then, if deemed economically feasible, entering into contractual arrangements with entities that would have enabled SinoCubate 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. SinoCubate does not expect to see immediate economic results from its development and, ultimately, there can be no guarantee that the business model will develop to become successful and/or profitable.

On November 25, 2011, and on December 12, 2011, the Company entered into binding Letter of Intent with two new 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 Beijing client operates over 100 retail stores selling women's underwear. In addition to adding up to 200 more stores in the next two years, the client plans to establish a comprehensive online presence. The Shanghai client, a restaurant and tea house company, operates close to 130 stores in Shanghai and the Hunan province. The client plans to add 50 more stores per year during the next three years and to build a central kitchen serving 300 stores. Upon completion of the listing in the United States, the Company will 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 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 the listing in the United States, the Company will own a stake in this client.

#### **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, and its principal shareholder, 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 companies in the United States and emerging growth countries. 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 Delaware, employs approximately 10 people involved in business development, business analysis, financial consulting, 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 principal executive office of the Company is located at located at Kerry Centre, 1515 West Nanjing Road, Suite 1002, Shanghai, P.R. China, 200040, where it leases office space.

**Item 3. Legal Proceedings**

As of December 31, 2011, 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, 2011, the Company's common stock was quoted on the NASD OTC Bulletin Board under the symbol "SBAT.OB". 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 2011 and 2010, 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, 2010	0.20	0.20
June 30, 2010	0.20	0.20
September 30, 2010	0.21	0.21
December 31, 2010	0.30	0.30
March 31, 2011	0.30	0.30
June 30, 2011	0.30	0.30
September 30, 2011	0.20	0.20
December 31, 2011	0.30	0.30

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, 2011, the Company had 45 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. This incubate service include financing, professional advisory services, board member services, 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. SinoCubate is neither an underwriter as the term is defined in Section 2(a)(11) of the Securities Act of 1933. SinoCubate is not an investment company pursuant to the Investment Company Act of 1940. SinoCubate is not an investment adviser pursuant to the Investment Advisers Act of 1940. SinoCubate is not registered with FINRA or SIPC.

This is a new direction for SinoCubate. Previously, SinoCubate's business plan had been focused on investigating and then, if deemed economically feasible, entering into contractual arrangements with entities that would have enabled SinoCubate 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. SinoCubate does not expect to see immediate economic results from its development and, ultimately, there can be no guarantee that the business model will develop to become successful and/or profitable.

### *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, 2011 the Company had working capital deficiency of US\$ 20,075

At December 31, 2011, the Company had a holding of 566,813 shares of China Wood, with the open market bid price at December 31, 2011 of US\$6 per share with an aggregate value of approximately US\$3,400,878. However, the stock is currently illiquid, and the management arbitrarily estimates and anticipates a fair market price per share of US\$4.00 (see Note 5 to the financial statements). Such estimate is based on Viking Nevis' subsequent Guaranty Agreement, executed by Viking Nevis, on April 11, 2011, whereby Viking Nevis agreed to repurchase all 566,813 shares of China Wood for US\$4.00 per share if the 45-day volume-weighted average price (VWAP)\* of the shares of China Wood equaled US\$4.00 per share or less.

\*Volume-weighted average price (VWAP) is the ratio of the value traded to total volume traded over a particular time horizon. It is a measure of the average price a stock traded at over the trading horizon.

### *Revenue*

The Company had no net sales at December 31, 2011 or December 31, 2010.

### *Expenses*

The operating expenses were \$3,637,578 in the year ended December 31, 2011, compared with \$25,198 for the corresponding period in 2010. The increase was mainly due to office rental fees, wages, the office expenses and impairment loss on long-term investment.

### *Net Loss*

The Company incurred a net loss of \$ 3,637,564 in the year ended December 31, 2011, compared with net loss of \$25,198 in the year ended December 31, 2010. The increase in net loss was mainly due to rental fees, wages and the office 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' 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**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
SinoCubate, Inc.  
(A Development Stage Company)

We have audited the accompanying consolidated balance sheets of SinoCubate, Inc. (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive loss, statement of stockholders' equity, and cash flows 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 did not audit the financial statements of the Company from the date of inception to December 31, 2007, which statements reflect cumulative total assets of \$66,273 and cumulative expenses of \$1,057,305 for the period from inception to December 31, 2007. Those statements were audited by another auditor whose report has been furnished to us, and our opinion, insofar as it relates to the cumulative financial information from inception of the development stage on January 1, 2004 to December 31, 2007, is based solely on the report of the other auditor.

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 audit to obtain reasonable assurance about whether the 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 controls 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 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 based on our audits and the report of the other accounting firm the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010 and the results of its operations and its cash flows for the years then ended and for the period from inception of the development stage on January 1, 2004 to December 31, 2011 in conformity with generally accepted accounting principles in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company is a development stage company and has no established source of revenue. Management's plans regarding these matters are also disclosed in Note 1. These conditions raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Toronto, Ontario, Canada  
April 14, 2012

2300 Yonge Street, Suite 1500  
Toronto, Ontario M4P 1E4  
Tel: 416 785 5353  
Fax: 416 785 5663



Chartered Accountants  
Licensed Public Accountants

**SINOCUBATE, INC.**  
(A Development Stage Company)  
Consolidated Balance Sheets  
(Audited)  
(Amounts expressed in US dollars)

	<b>December 31</b>	
	<b>2011</b>	<b>2010</b>
<b>ASSETS</b>		
Cash	\$ 7,946	\$ -
Other receivables	718	-
Total current assets	8,664	-
Long-term Investment (Notes 4)	2,267,252	-
<b>TOTAL ASSETS</b>	<b>\$ 2,275,916</b>	<b>\$ -</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Current liabilities		
Accrued expenses	\$ 28,739	\$ -
<b>TOTAL LIABILITIES</b>	<b>\$ 28,739</b>	<b>\$ -</b>
Related Party Transactions (Note 3)		
Commitment (Note 6)		
Subsequent Event (Note 11)		
<b>STOCKHOLDER'S EQUITY</b>		
Capital Stock		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized, no shares issued or outstanding as of December 31, 2011 and 2010 (Note 9)	-	-
Common stock, \$0.001 par value, 100,000,000 shares authorized and outstanding 18,553,778 shares issued as of December 31, 2011, and 995,655 shares issued as of December 31, 2010 (Note 9)	\$ 18,554	\$ 996
Additional Paid-In Capital (Note 9)	8,227,046	2,359,863
Deficit	(1,305,454)	(1,305,454)
Deficit accumulated during the development stage	(4,692,969)	(1,055,405)
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b>2,247,177</b>	<b>-</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 2,275,916</b>	<b>\$ -</b>

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

**SINOCUBATE, INC.**  
(A Development Stage Company)  
Consolidated Statement Of Operations And Comprehensive Loss  
(Audited)  
(Amounts expressed in US dollars)

	<b>For the Year Ended December 31, 2011</b>	<b>For the Year Ended December 31, 2010</b>	<b>January 1, 2004 (Date of Inception of the Development Stage) to December 31, 2011</b>
General and administrative expenses:			
Amortization	\$ -	\$ -	\$ 27,077
Bad debt	-	-	525
Corporate promotion	-	-	13,920
Finance charges	-	-	27,397
Insurance	-	-	15,901
Interest on notes payable	-	-	34,648
Management and consultant fees	-	-	314,374
Office supplies and miscellaneous expenses	24,675	3,198	75,617
Professional fees	35,739	22,000	367,256
Rent	43,676	-	59,987
Wages	734,902	-	819,160
Impairment loss on long-term investment (note 4)	2,798,586	-	2,798,586
Loss before other items	(3,637,578)	(25,198)	(4,554,448)
Other items:			
Loss on disposition of equipment	-	-	(15,028)
Write-down of intangible assets	-	-	(50,001)
Write-off of payables	-	-	73,607
Write-off of notes payable	-	-	14,823
Gain on settlement of lawsuit	-	-	44,445
Gain on sale of investment	-	-	31,874
Other income	14	-	42,544
Loss from continuing operations	(3,637,564)	(25,198)	(4,412,184)
Operating loss from discontinued operations	-	-	(388,905)
Gain on sales of discontinued operations	-	-	108,120
Net loss and Comprehensive loss	<u>\$ (3,637,564)</u>	<u>\$ (25,198)</u>	<u>\$ (4,692,969)</u>
Basic and diluted Loss per common share	(0.84)	(0.03)	
Weighted average number of common share outstanding – basic and diluted	<u>4,306,118</u>	<u>995,655</u>	

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

**SINOCUBATE, INC.**  
(A Development Stage Company)  
Consolidated Statement Of Cash Flows  
(Audited)  
(Amounts expressed in US dollars)

	<b>For the Year Ended December 31, 2011</b>	<b>For the Year Ended December 31, 2010</b>	<b>January 1, 2004 (Date of Inception of the Development Stage) to December 31, 2011</b>
Cash flows from operating activities:			
Net loss	\$ (3,637,564)	\$ (25,198)	\$ (4,692,969)
Adjustments to reconcile net loss to net cash used in operating activities:			
Finance charges			27,387
Accrued interest on notes payable			31,414
Amortization			27,077
Expenses and service costs assumed by shareholders	769,378	25,198	871,886
Foreign exchange effect on notes payable			5,303
Issuance of common stock for services			1,000
Stock-based compensation			28,480
Loss on disposition of equipment			225,184
Write-down of intangible assets			360,001
Write-off of payables			(73,607)
Write-off of notes payable			(18,729)
Gain on settlement of lawsuit			(44,445)
Gain on sale of discontinued operations			(108,121)
Gain on sale of investments			(31,874)
Other income			(42,530)
Impairment loss on long-term investment (note 4)	2,798,586		2,798,586
Changes in non-cash working capital items:			
Increase in accrued expenses	28,739		28,739
Other receivables	(718)		142,803
Cash used in continuing operations	(41,579)	-	(464,415)

**SINOCUBATE, INC.**  
(A Development Stage Company)  
Consolidated Statement Of Cash Flows  
(Audited)  
(Amounts expressed in US dollars)

	<u>For the Year Ended December 31, 2011</u>	<u>For the Year Ended December 31, 2010</u>	<u>January 1, 2004 (Date of Inception of the Development Stage) to December 31, 2011</u>
Discontinued operations			(171,213)
Net cash used in operating activities	(41,579)	-	(635,628)
Cash flows from investing activities:			
Proceeds from sale of subsidiary			1
Proceeds from assets disposition			5,458
Purchase of equipment			(5,808)
Net cash used in investing activities	-	-	(349)
Cash flows from financing activities:			
Settlement of notes payable			398,614
Proceeds from issuance of common stock	49,525		50,525
Net cash provided by financing activities	49,525		449,139
Effect of exchange rate changes on cash			(14,734)
Net increase/(decrease) in cash	7,946	-	(201,572)
Cash, beginning of year	-	-	209,518
Cash, ending of year	<u>\$ 7,946</u>	<u>\$ -</u>	<u>\$ 7,946</u>

Supplemental Cash Flow Information (See Note 7)

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

**SINOCUBATE, INC.**  
(A Development Stage Company)  
Consolidated Statement Of Stockholders' Equity  
(Audited)  
(Amounts expressed in US dollars)

	Common Shares		Treasury Stock	Additional Paid-in Capital	Subscriptions Received	Accumulated Other Comprehensive Income	Deficit	Deficit Accumulated During the Development Stage	Total Stockholders' Equity
	Number	Amount							
		\$	\$	\$	\$	\$	\$	\$	\$
May 3, 1989 (Inception) through December 31, 1997	60,022	600	—	9,400	—	—	(10,000)	—	—
Net loss	—	—	—	—	—	—	(148,931)	—	(148,931)
Shares issued for cash	180,000	1,800	—	148,200	2,000	—	—	—	152,000
Balance at December 31, 1998	240,022	2,400	—	157,600	2,000	—	(158,931)	—	3,069
Net loss	—	—	—	—	—	—	(511,587)	—	(511,587)
Foreign currency translation adjustment	—	—	—	—	—	(14,130)	—	—	(14,130)
Share issued for services	15,000	150	—	124,850	—	—	—	—	125,000
Subscription receivable	12,000	120	—	99,880	8,000	—	—	—	108,000
Share issued for intangible assets	15,000	150	—	124,850	—	—	—	—	125,000
Balance at December 31, 1999	282,022	2,820	—	507,180	10,000	(14,130)	(670,518)	—	(164,648)
Net loss	—	—	—	—	—	—	(339,063)	—	(339,063)
Foreign currency translation adjustment	—	—	—	—	—	18,885	—	—	18,885
Shares issued for cash	21,600	216	—	259,784	—	—	—	—	260,000
Shares issued for settlement of debt	4,500	45	—	174,955	—	—	—	—	175,000
Subscription receivable	600	6	—	9,994	(200)	—	—	—	9,800
Subscription received	30,000	300	—	499,700	(9,350)	—	—	—	490,650
Stock option benefit	—	—	—	14,235	—	—	—	—	14,235
Balance at December 31, 2000	338,722	3,387	—	1,465,848	450	4,755	(1,009,581)	—	464,859
Net loss	—	—	—	—	—	—	375,621	—	375,621
Foreign currency translation adjustment	—	—	—	—	—	13,629	—	—	13,629
Shares issued for cash	300	3	—	2,247	—	—	—	—	2,250
Subscription received	—	—	—	—	200	—	—	—	200
Stock option benefit	—	—	—	118,920	—	—	—	—	118,920
Repurchase of common stock for treasury	—	—	(270)	(6,611)	—	—	—	—	(6,881)
Balance at December 31, 2001	339,022	3,390	(270)	1,580,404	650	18,384	(633,960)	—	968,598
Net loss	—	—	—	—	—	—	(63,864)	—	(63,864)
Foreign currency translation adjustment	—	—	—	—	—	(1,155)	—	—	(1,155)
Shares issued for cash	4,500	45	—	33,705	—	—	—	—	33,750
Balance at December 31, 2002	343,522	3,435	(270)	1,614,109	650	17,229	(697,824)	—	937,329
Net loss	—	—	—	—	—	—	(607,630)	—	(607,630)
Foreign currency translation adjustment	—	—	—	—	—	1,752	—	—	1,752
Stock option benefit	—	—	—	11,800	—	—	—	—	11,800
Cancellation of agreement	—	—	—	—	(650)	—	—	—	(650)
Share issues for cash on exercise of options	12,000	120	—	11,880	—	—	—	—	12,000
Share issues for consulting services	45,000	450	—	49,675	—	—	—	—	50,125
Share issues for intangible assets	60,000	600	—	104,400	—	—	—	—	105,000

	Common Shares		Treasury Stock	Additional Paid-in Capital	Subscriptions Received	Accumulated Other Comprehensive Income	Deficit	Deficit Accumulated During the Development Stage	Total Stockholders' Equity
	Number	Amount							
		\$	\$	\$	\$	\$	\$	\$	\$
Share issued for software	60,000	600	—	53,400	—	—	—	—	54,000
Balance at December 31, 2003	520,522	5,205	(270)	1,845,264	—	18,981	(1,305,454)	—	563,726
Net loss	—	—	—	—	—	—	—	(795,364)	(795,364)
Foreign currency translation adjustment	—	—	—	—	—	(238)	—	—	(238)
Stock-based compensation	—	—	—	4,460	—	—	—	—	4,460
Shares issued for cash on exercise of options	1,000	10	—	990	—	—	—	—	1,000
Share issued for debt	140,000	1,400	—	68,600	—	—	—	—	70,000
Share issued for consulting services	2,000	20	—	980	—	—	—	—	1,000
Balance at December 31, 2004	663,522	6,635	(270)	1,920,294	—	18,743	(1,305,454)	(795,364)	(155,416)
Net loss	—	—	—	—	—	—	—	(54,416)	(54,416)
Foreign currency translation adjustment	—	—	—	—	—	(702)	—	—	(702)
Share issues for consulting services	18,000	180	—	8,820	—	—	—	—	9,000
Balance at December 31, 2005	681,522	6,815	(270)	1,929,114	—	18,041	(1,305,454)	(849,780)	(201,534)
Net loss	—	—	—	—	—	—	—	(36,575)	(36,575)
Foreign currency translation adjustment	—	—	—	—	—	563	—	—	563
Share issues for debt	50,000	500	—	24,500	—	—	—	—	25,000
Balance at December 31, 2006	731,522	7,315	(270)	1,953,614	—	18,604	(1,305,454)	(886,355)	(212,546)
Net loss	—	—	—	—	—	—	—	(170,950)	(170,950)
Discount on notes payable	—	—	—	20,573	—	—	—	—	20,573
Foreign currency translation adjustment	—	—	—	—	—	(13,391)	—	—	(13,391)
Balance at December 31, 2007	731,522	7,315	(270)	1,974,187	—	5,213	(1,305,454)	(1,057,305)	(376,314)
Issuance of new shares	284,637	2,846	—	267,559	—	—	—	—	270,405
Cancellation of shares	(20,504)	(205)	270	(65)	—	—	—	—	—
Services assumed by majority stockholder	—	—	—	32,000	—	—	—	—	32,000
Change in par value of common share from \$0.01 per share to \$0.001 per share	—	(8,960)	—	8,960	—	—	—	—	—
Net income	—	—	—	—	—	—	—	79,122	79,122
Foreign currency translation adjustment	—	—	—	—	—	(5,213)	—	—	(5,213)
Balance at December 31, 2008 (audited)	995,655	996	—	2,282,641	—	—	(1,305,454)	(978,183)	—
Services assumed by majority stockholder	—	—	—	28,004	—	—	—	—	28,004
Stock-based compensation	—	—	—	24,020	—	—	—	—	24,020
Net Loss	—	—	—	—	—	—	—	(52,024)	(52,024)
Balance at December 31, 2009 (audited)	995,655	996	—	2,334,665	—	—	(1,305,454)	(1,030,207)	—
Services assumed by majority stockholder	—	—	—	25,198	—	—	—	—	25,198
Net Loss	—	—	—	—	—	—	—	(25,198)	(25,198)
Balance at December 31, 2010	995,655	996	—	2,359,863	—	—	(1,305,454)	(1,055,405)	-



	Common Shares		Treasury Stock	Additional Paid-in Capital	Subscriptions Received	Accumulated Other Comprehensive Income	Deficit	Deficit Accumulated During the Development Stage	Total Stockholders' Equity
	Number	Amount							
Net Loss	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (3,637,564)	\$ (3,637,564)
Expenses assumed by stockholders	-	-	-	51,148	-	-	-	-	51,148
Issuance 14,481,420 new shares for exchanging 566,813 shares of the common stock of China Wood (note 9)	14,481,420	14,481	-	5,051,357	-	-	-	-	5,065,838
Issuance new shares for investment from shareholders (Note 9)	263,780	264	-	49,261	-	-	-	-	49,525
Issuance new shares to shareholders for expenses assumed (Note 9)	2,812,923	2,813	-	715,417	-	-	-	-	718,230
Balance at December 31, 2011	<u>18,553,778</u>	<u>18,554</u>	<u>-</u>	<u>8,227,046</u>	<u>-</u>	<u>-</u>	<u>(1,305,454)</u>	<u>(4,692,969)</u>	<u>2,247,177</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 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 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.

Since November 2008, the Company has 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. The Company is a development stage company as defined by the Financial Accounting Standards Board *Accounting Standards Codification*, or FASB ASC 915, "Development Stage Entities."

On August 29, 2011, the Company acquired from Tom Simeo, the Company's Chairman, Chief Executive Officer and President, Viking Investments LLC, incorporated in Delaware ("Viking Delaware") for a nominal value of One Hundred Dollars (\$100). At the time of the acquisition, except for a lease obligation related to the Company's office, located at Kerry Centre, 1515 West Nanjing Road, Suite 1002, Shanghai, P.R. China, 200040, Viking Delaware had no assets and no liabilities.

On June 29, 2011, and on August 29, 2011, 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") 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 SinoCubate respectively (the SinoCubate Shares"). On August 29, 2011, the Company acquired from Tom Simeo, the Company's Chairman, Chief Executive Officer and President, Viking Investments Group, LLC, incorporated in Delaware ("Viking Delaware") for a nominal value of One Hundred Dollars (\$100). At the time of the acquisition, except for a lease obligation related to the Company's office, located at Kerry Centre, 1515 West Nanjing Road, Suite 1002, Shanghai, P.R. China, 200040, Viking Delaware had no assets and no liabilities. 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 are subject to a "Leak-Out Provision" whereby only a certain amount of shares can be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement, April 7, 2012. In determining the fair value of the shares, the Company and Viking Nevis, agreed to use, where applicable, the closing bid price for the most recent trading days prior to the closing day of the transactions.

On September 26, 2011, the Company entered into a non-competition agreement with Viking Investments Group LLC, a Nevis and St. Kitts corporation ("Viking Nevis") whereby Viking Nevis agreed to cease all operations in China and transfer all rights, title and interest related to its business in China to the Company and its wholly owned subsidiary, Viking Investments Group LLC, a Nevada corporation, in exchange for the Company issuing registered shares of its common stock under a Form S-8 to Viking's staff.

The Company had a net loss of \$3,637,564 and \$25,198 for the years ended December 31, 2011 and December 31, 2010 respectively. The Company had cash balances in the amount of \$7,946. The Company's loss in 2011 was higher than 2010 as a result of an impairment loss recognized for a long-term investment owned by the Company as of December 31, 2011 (See Note 4). The Company had a working capital deficiency in the amount of \$20,075 as of December 31, 2011. The Company's ability to continue as a going concern is dependent upon its ability to generate

**Note 1 Nature of Business and Going Concern (continued)**

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.

**Note 2 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. 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 receivables and current liabilities 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.

**Note 2 Summary of Significant Accounting Policies (continued)**

- 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.

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 is impaired and its carrying value is reduced to reflect its fair value based on level 3 inputs. The fair value estimates are based on various assumptions, methodologies, subjective considerations and the Guaranty and Repurchase Agreement entered into between the Company and Viking Nevis, which vary widely among different financial institutions and which are subject to change. (See Note 11 also)

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) 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, 2011 and 2010, comprehensive loss was \$ (3,637,564) and \$ (25,198) respectively.

h) 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 2011. In addition, the Company is subject to state and local income tax examinations for the tax years 2006 through 2011.

**Note 2      Summary of Significant Accounting Policies (continued)**

i)      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.

j)      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, 2011 and 2010, the Company has no trading and held-to-maturity securities. The Company's long-term investment was classified as available-for-sale.

**Note 2      Summary of Significant Accounting Policies (continued)**

k)      Recent Accounting Pronouncements

In May 2011, FASB issued ASU No 2011-04, "Fair value Measurement (Topic 820): Amendments to achieve value Measurement and Disclosure Requirements in US GAAP and IFRSs." ASU 2011-04 amends Topic 820 to provide common fair value measurement and disclosure requirements in US General Accepted Accounting Principles ("U.S. GAAP") and International Financial Reporting Standards. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements, as well as providing guidance on how fair value should be applied where it is used already required or permitted by other standards within U.S. GAAP. ASU No 2011-04 is to be applied prospectively, and early adoption is not permitted. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 is not expected to have a material impact on our results of operations or our financial position.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income ("ASU 2011-05 which is intended to facilitate the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS") as well as to increase the transparency of items reported in other comprehensive income. As a result of ASU 2011-05, all nonowner changes in stockholders' equity are required to be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. The option to present other comprehensive income in the statement of changes in equity has been eliminated. ASU 2011-05 is effective for fiscal years beginning after December 15, 2011 and should be applied retrospectively. The Company expects to adopt this standard beginning in 2012. As ASU 2011-05 impacts presentation only, it will have no effect on the Company's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-12, "Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Item Out of Accumulated Other Comprehensive Income in Accounting Standards Update No 2011-05." ASU 2011-12 defers the specific requirement to present items that are reclassified from accumulated other comprehensive income to net income separately with their respective components of net income and other comprehensive income. ASU 2011-12 did not defer the requirement to report comprehensive income either in a single continuous statement or in two separate but consecutive financial statements. The amendments are effective at the same time as the amendments in ASU 2011-05.

**Note 3 Related Party Transactions**

On April 3, 2009, the Company entered into an agreement with Viking Delaware, providing that effective August 15, 2008, Viking Delaware will pay for any services performed on behalf of the Company by third parties until such time that Viking Delaware is no longer the majority shareholder of the Company. On August 2, 2011, effective as of April 1, 2011, Viking Delaware will advance and pay all third party costs for SinoCubate as needed, but SinoCubate has 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 are transferred to Viking Nevis.

For the year ended December 31, 2011, Viking Delaware assumed the rental, wages, professional service fee, and other office expenses in the aggregate amount of \$769,378 on its own. For the year ended December 31, 2010, Viking Nevis disbursed professional and other service fees in the aggregate amount of \$25,198 to be repaid by the Company to Viking Nevis on demand.

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 SinoCubate respectively (the SinoCubate Shares"). 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 are subject to a "Leak-Out Provision" whereby only a certain amount of shares can be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement, (April 7, 2012). In determining the fair value of the shares, the Company and Viking Nevis, agreed to use, where applicable, the closing bid price for the most recent trading days prior to the closing day of the transactions. (See Note 4)

**Note 4 Long-term investment**

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
	\$	\$
Shares of Common Stock in China Wood Inc.	5,065,838	—
Impairment loss	(2,798,586)	—
Net value	<u>2,267,252</u>	<u>—</u>

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 SinoCubate respectively (the SinoCubate Shares").

**Note 4 Long-term investment (continued)**

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 are subject to a "Leak-Out Provision" whereby only a certain amount of shares can be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement, April 7, 2012. Accordingly, the Company classifies its holdings in these securities as available-for-sale securities. The Company records the investment at fair value. The stock is currently illiquid, and the management estimates and anticipates a fair market price per share of US\$4.00. Such estimate is based on Viking Nevis' Guaranty and Repurchase Agreement that Viking Nevis agreed to repurchase all 566,813 shares of China Wood for US\$4.00 per share if the 45-day volume-weighted average price of the shares of China Wood equaled US\$4.00 per share or less (see Note 11). The company recognized an impairment loss of \$2,798,586 based on the estimated \$4.00 price per share and charged the impairment loss to net income.

**Note 5 Expenses**

Expenses including the rental, professional service fee, other office expenses for the years ended December 31, 2011 and December 31, 2010 were \$104,090 and \$25,198, respectively, were all assumed by the major stockholders.

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 stock-based compensation with an amount of \$718,230 in net income. (See Note 9.b)

**Note 6 Commitment**

The Company, via Viking Investment Group LLC ("Viking Delaware") entered into a lease agreement with Shanghai New Ci Hou Real Estate Co. Ltd., from April 9, 2011 to April 8, 2013. The monthly rental fee is US\$7,273. Total net rental fee deducted with the sublease in the year ended December 31, 2011 was US\$43,676. The total commitment for the total gross rental fee without net of sublease for the lasting lease period is US\$111,224.

**Note 7 Supplemental Cash Flow Information**

	Years ended December 31,		January 1, 2004 (Date of Inception of the Development stage) to December 31, 2011
	2011	2010	2011
Cash paid for:			
Interest	\$ —	\$ —	\$ —
Income taxes (recovery)	\$ —	\$ —	\$ (3,934)
Common shares issued to settle notes payable	\$ —	\$ —	\$ 295,405
Expenses paid by principal stockholders	<u>\$ 769,378</u>	<u>\$ 25,198</u>	<u>\$ 871,786</u>



**Note 8 Income Tax**

The Company's deferred tax assets are as follows:

	December 31, 2011	December 31, 2010
Net operating loss carry-forwards	\$ 3,637,564	\$ 25,198
Statutory tax rate	35%	35%
Income Tax at Statutory tax rate	1,273,147	8,819
Non-deductible expenses	(979,505)	-
Valuation allowance	(293,642)	(8,819)
	<u>\$ -</u>	<u>\$ -</u>

No provision for income taxes has been provided in these consolidated financial statements due to the net loss for the years ended December 31, 2011 and 2010. Remaining tax loss carry forward prior to the acquisition of control has not been considered as a deferred tax asset as its availability to the continuing company is uncertain. The net operating loss at December 31, 2011 will expire on December 31, 2031.

**Note 9 Capital Stock and Additional Paid-in Capital**

	December 31, 2011			December 31, 2010		
	Number of shares		Amount	Number of shares		Amount
	Authorized	Outstanding		Authorized	Outstanding	
Capital Stock				\$		\$
Preferred stock, \$0.001 par value	5,000,000	-	-	5,000,000	-	-
Common stock, \$0.001 par value	100,000,000	18,553,778	18,554	100,000,000	995,655	996
Additional Paid-in Capital			8,227,046			2,359,863

## (a) Preferred Stock

The Company is authorized to issue 5,000,000 shares of preferred stock, par value \$.001 per share, none of which are currently outstanding.

## (b) Common Stock

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.

**Note 9 Capital Stock and Additional Paid-in Capital (continued)**

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:

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

The Company did not issue any stock options or warrants during 2010 and 2011. In 2011, the Company cancelled all options and warrants issued in 2009.

**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 hold 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 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 Event**

On April 11, 2012 the company entered into a Guaranty and Repurchase Agreement with Viking Investment Groups, LLC that Viking Investment agreed to repurchase all 566,813 shares of China Wood for US\$4.00 per share if the 45-day volume-weighted average price (VWAP)\* of the shares of China Wood equaled US\$4.00 per share or less.

\*Volume-weighted average price (VWAP) is the ratio of the value traded to total volume traded over a particular time horizon. It is a measure of the average price a stock traded at over the trading horizon.

**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, 2011, 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, 2011. Based on this evaluation, Management concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2011.

*(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, 2011. Based on this assessment, management concluded that, as of December 31, 2011, 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, 2011 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.

#### Identification of Directors and Executive Officers

The name of the officers and directors of the Company as of December 31, 2011, as well as certain information about them are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Tom Simeo	58	Director/CEO/Treasurer
Dr. Wei-Wei Zhang	55	Director
Gordon SanFu Lin,	47	Director/CFO*
Jiyun Ge	37	Director/CFO*

\*On March 29, 2012, Mr. Lin tendered his resignation as a Director and the Company's CFO, and Ms. Ge was appointed as Director and CFO to fill the vacancy left by Mr. Lin.

#### 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, 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. (Am. LL.M 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 played 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.

#### **Gordon SanFu Lin**

Mr. Lin, was elected to the Board of Directors and employed as the Company's CFO on October 20, 2011. Mr. Lin has more than twenty years of experience in finance as a controller and auditor. Between the years of 2007 to 2010, Mr. Lin was located in the United States and assisted several Chinese based companies to obtain financing in conjunction with or before their listing in the United States. Prior to living in the United States, Mr. Lin worked for ten years in PricewaterhouseCoopers ("PWC"), of which he spent five years in Taipei and five years in Shanghai. With PWC Mr. Lin held various senior positions and left the firm as a Senior Manager. Mr. Lin provided the total service of auditing, accounting, tax and follow-up on the IPO program for more than 80 Wholly-Foreign-Owned subsidiary companies, Sino-joint venture, and Co-operative companies located in the United States, Canada, France, Germany, Sweden, England, Hong Kong, and Singapore.

Mr. Lin majored in Economic Law, and has a Master of Law LL.M., from East China Politics and Law University. Mr. Lin also has a major in accounting and graduated as Bachelor in accounting from the National Cheng Zhi University of Taiwan. Further, Mr. Lin majored in Business Consulting with The China Production Power Center of Taiwan and received the Certificate of Consultant Mentor.

#### **Jiyun Ge**

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

Ms. Ge brings to the Company more than ten years of general accounting, taxation and auditing experience both in China and the U.S. Before joining SinoCubate, 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 Bachelors 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 a CPA certified in the state of Colorado and a member of AICPA, as well as a member of The Institute of Internal Auditors (IIA).

#### **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 finding 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, 2011 and 2010

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	2011	0	0	540,000	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
We-Wei Zhang (1)	2011	0	0	6,250	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0
Gordon SanFu Lin (2)	2011	0	0	6,250	0	0	0	0	0
	2010	0	0	0	0	0	0	0	0

#### 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 granted August 31, commencing 2012, – warrants to acquire 25,000 shares of common stock exercisable for three (3) years, at an exercise price equal to the fair market value of SinoCubate's stock as of the date of grant, subject to annual re-election as member of the Board of Directors.
2. In conjunction with Mr. Gordon SanFu Lin becoming a director on October 20, 2011, he was granted August 31, commencing 2012, – warrants to acquire 25,000 shares of common stock exercisable for three (3) years, at an exercise price equal to the fair market value of SinoCubate's stock as of the date of grant, subject to annual re-election as member of the Board of Directors.
3. In conjunction with Ms. Ge becoming a director on March 29, 2012, she was granted April 1, 2012, commencing 2013, – warrants to acquire 25,000 shares of common stock exercisable for three (3) years, at an exercise price equal to the fair market value of SinoCubate's stock as of the date of grant, subject to annual re-election as member of the Board of Directors.

### **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, 2011, 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**

No directors of the Company were compensated as such during the fiscal year ended December 31, 2010, and the directors were compensated during the fiscal year ended December 31, 2011 with common stock as follows:

<b>Name</b>	<b>Compensation</b>
Tom Simeo	2,160,000 shares of common stock
We-Wei Zhang	25,000 shares of common stock
Gordon SanFu Lin	25,000 shares 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 as of December 31, 2011(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; 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 &amp; Address of Beneficial Owners</u>	<u>Amount &amp; Nature of Beneficial Ownership (1)</u>	<u>Percent of Class (2)</u>
Common Stock, \$0.001 par value	Viking Investments Group, LLC (Nevis)	15,113,577	81.46%
Common Stock, \$0.001 par value	Tom Simeo	2,160,000	11.64 %
Common Stock, \$0.001 par value	Dr. Wei-Wei Zhang	25,000	*%
Common Stock, \$0.001 par value	Gordon SanFu Lin	25,000	*%
Common Stock, \$0.001 par value	All officers and directors as a Group	2,210,000	11.91%

\*Less than 1%

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.
2. A total of 18,553,778 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.

#### **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 Transaction***

On September 22, 2008, the Company entered into an agreement with Viking, (the Company's majority shareholder which is in turn controlled by and managed by Tom Simeo, the Company's chairman, chief executive officer and president), relating to the issuance of 284,637 new shares of the Company's common stock to Viking in exchange for the release of Synthenol by Viking from an obligation to repay certain outstanding promissory notes and debt of Synthenol owing to Viking in the aggregate amount of \$270,405 (inclusive of principal and interest) as reported on a Current Report on Form 8-K filed with the SEC on September 24, 2008. The amount of the newly issued shares was determined by dividing \$270,405 by \$0.95 which price is equal to the price per share Viking paid for certain shares of Synthenol common stock pursuant to a stock purchase agreement dated as of August 15, 2008. The transaction was recorded at exchange values.

On April 3, 2009, the Company entered into an agreement with Viking, providing that effective August 15, 2008, Viking will pay for any services performed on behalf of the Company by third parties until such time that Viking is no longer the majority shareholder of the Company.

For the fiscal year ended December 31, 2010, Viking assumed professional and other service fee in the aggregate amount of \$25,198 as its own. For the fiscal year ended December 31, 2009, Viking assumed professional and other service fee in the aggregate amount of \$28,004 as its own.

On June 29, 2011, and on August 29, 2011, 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") 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 SinoCubate respectively (the SinoCubate Shares"). On August 29, 2011, the Company acquired, from Tom Simeo, the Company's Chairman, Chief Executive Officer and President, Viking Investments Group, LLC, incorporated in Delaware ("Viking Delaware") for a value of One Hundred Dollars (\$100). 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 are subject to a "Leak-Out Provision" whereby only a certain amount of shares can be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement, April 7, 2012. In determining the fair value of the shares, the Company and Viking Nevis, agreed to use, where applicable, the closing bid price for the most recent trading days prior to the closing day of the transactions.

#### ***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, 2011 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**

**1. Audit Fees**

Fees billed by its auditors for auditing and review of the Company's annual financial statements included in the Company's annual reports on Form 10-K and quarterly reports on Form 10Q for services that are normally provided by the accountants in connection with statutory and regulatory filings or engagements for those fiscal years, are as follows:

	<u>2011</u>	<u>2010</u>
Schwartz Levitsky Feldman LLP	\$ 25,000	\$ 9,000

**2. Audit-Related Fees**

There were no additional fees billed in each of the last two fiscal years for assurance and related services by the principal accountant, Schwartz Levitsky Feldman LLP that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under Item 9 (e)(1) of Schedule 14A.

**3. Tax Fees**

There were no professional services rendered by the principal accountant, Schwartz Levitsky Feldman LLP for tax compliance, tax advice and tax planning.

**4. All Other Fees**

There were no additional aggregate fees billed in each of the last two fiscal years for products and services provided by Schwartz Levitsky Feldman LLP, other than the services reported in Item 9(e)(1) through 9(e)(3) of Schedule 14A.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

**(a) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
31.1	Section 302 Certification of Tom Simeo, Chief Executive Officer and Treasurer.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended for Tom Simeo, Chief Executive Officer Ms. Jiyun Ge signs off as the CFO
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.

**SINOCUBATE, INC.**  
(Registrant)

Date: April 16, 2012

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: April 16, 2012

By:       /s/ Jiuyn Ge        
Jiuyn Ge  
Chief Executive Officer, Director and

## SECTION 302 CERTIFICATION

I, Tom Simeo, certify that:

1. I have reviewed this annual report on Form 10-K of SINOCUBATE, INC.;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statement, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the annual report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - (c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 16, 2012

/s/ Tom Simeo  
Tom Simeo  
Chief Executive Officer, Treasurer,  
Director and Secretary

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

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that this Annual Report on Form 10-K for the year ended December 31, 2011 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of SINOCUBATE, INC.

Date: April 16, 2012

/s/ Tom Simeo  
Tom Simeo  
Chief Executive Officer, Treasurer,  
Director and Secretary

Date: April 16, 2012

/s/ Jiyun Ge  
Jiyun Ge  
Chief Financial Officer