

INNOCOM TECHNOLOGY HOLDINGS, INC.
Form 10-Q
November 19, 2013

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

FORM 10-Q

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

For the quarter ended September 30, 2013

Commission File Number 0-50164

INNOCOM TECHNOLOGY HOLDINGS, INC.

(Exact Name of small business issuer as specified in Its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

87-0618756
(I.R.S. Employer Identification No.)

26/F., Top Glory Tower, 262 Gloucester Road,

Causeway Bay, Hong Kong, PRC

(Address of principal executive offices)(Zip code)

Issuer's telephone number, including area code: **(852) 3102 1602**

(Former name, former address or former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) 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 whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer . Accelerated filer .
Non-accelerated filer . (Do not check if a smaller reporting company) .
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes . No .

The number of shares outstanding of each of the Registrant's classes of common stock, as of November 19, 2013 was 220,631,841 shares, all of one class of \$0.001 par value Common Stock.

INNOCOM TECHNOLOGY HOLDINGS, INC.

FORM 10-Q

Quarter Ended September 30, 2013

TABLE OF CONTENTS

	Page	
PART I FINANCIAL INFORMATION		
Item 1	Financial Statements	4
	Condensed Consolidated Balance Sheets as of September 30, 2013 (unaudited) and December 31, 2012 (audited)	4
	Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three and Nine Months Ended September 30, 2013 and 2012 (unaudited)	5
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2013 and 2012 (unaudited)	6
	Condensed Consolidated Statement of Stockholders Deficit for the Nine Months Ended September 30, 2013 (unaudited)	7
	Notes to Condensed Consolidated Financial Statements	8
Item 2	Managements Discussion and Analysis of Financial Condition and Results of Operation	13
Item 3	Quantitative and Qualitative Disclosures About Market Risk	16
Item 4	Controls and Procedures	16
PART II OTHER INFORMATION		
Item 1	Legal Proceedings	17
Item 1A	Risk Factors	17
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	17
Item 3	Defaults Upon Senior Securities	17
Item 4	Mine Safety Disclosures	17

Item 5	Other Information	17
Item 6	Exhibits	17
	SIGNATURES	18

SPECIAL NOTE ON FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2 of Part I of this report include forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by forward-looking statements.

In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. There may be events in the future that we are not able to accurately predict or control. Before you invest in our securities, you should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline and you could lose all or part of your investment. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.

PART I.**FINANCIAL INFORMATION****ITEM 1. Financial Statements****INNOCOM TECHNOLOGY HOLDINGS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012****(Currency expressed in United States Dollars (US\$), except for number of shares)**

	September 30, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,326	\$ 3,579
Prepayments and other receivables	6,785	3,976
TOTAL ASSETS	\$ 12,111	\$ 7,555
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current liabilities:		
Accounts payable	\$ 89,644	\$ 87,301
Amount due to a related party	51,951	5,145,626
Other payables and accrued liabilities	153,139	356,856
Total current liabilities	294,734	5,589,783
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; None of shares issued and outstanding as of September 30, 2013 and December 31, 2012	-	-
Common stock, \$0.001 par value; 490,000,000 shares authorized; 220,631,841 and 37,898,251 shares issued and	220,632	37,898

Edgar Filing: INNOCOM TECHNOLOGY HOLDINGS, INC. - Form 10-Q

outstanding as of September 30, 2013 and December 31,
2012

Additional paid-in capital	12,200,509	6,901,232
Accumulated other comprehensive income	274,246	345,078
Accumulated deficit	(12,978,010)	(12,866,436)
Total stockholders' deficit	(282,623)	(5,582,228)
TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT	\$ 12,111	\$ 7,555

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012
(Currency expressed in United States Dollars (US\$), except for number of shares)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Revenues, net	\$ -	\$ -	\$ -	\$ -
Cost of revenue	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
General and administrative	39,792	49,403	111,574	161,890
Total operating expenses	39,792	49,403	111,574	161,890
LOSS BEFORE INCOME TAXES	(39,792)	(49,403)	(111,574)	(161,890)
Income tax expense	-	-	-	-
NET LOSS	\$ (39,792)	\$ (49,403)	\$ (111,574)	\$ (161,890)
Other comprehensive loss:				
- Foreign currency translation loss	(20,774)	3,033	(70,832)	(18,601)
COMPREHENSIVE LOSS	\$ (60,566)	\$ (46,370)	\$ (182,406)	\$ (180,491)
Net loss per share Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding Basic and diluted	39,884,486	37,898,251	38,567,605	37,898,251

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

(Currency expressed in United States Dollars (US\$))

(Unaudited)

	Nine months ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net loss	\$ (111,574)	(161,890)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	-	741
Loss on disposal of plant and equipment	-	643
Change in operating assets and liabilities:		
Prepayments and other receivables	(2,810)	17,213
Other payables and accrued liabilities	39,482	74,347
 Net cash used in operating activities	 (74,902)	 (68,946)
Cash flows from investing activities:		
Payment on plant and equipment	-	(5,851)
 Net cash used in investing activities	 -	 (5,851)
Cash flows from financing activities:		
Advances from a related party	76,650	75,377
 Net cash provided by financing activities	 76,650	 75,377
Effect of exchange rate changes on cash and cash equivalents	(1)	7
 Net change in cash and cash equivalents	 1,747	 587
 CASH AND CASH EQUIVALENT, BEGINNING OF PERIOD	 3,579	 3,725
	\$ 5,326	4,312

**CASH AND CASH EQUIVALENT, END
OF PERIOD**

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid for income taxes	\$	-	\$	-
Cash paid for interest	\$	-	\$	-

NON-CASH TRANSACTIONS:

Settlement of debts in lieu of shares issued	\$	5,482,011	\$	-
--	----	-----------	----	---

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS DEFICIT
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013
(Currency expressed in United States Dollars (US\$), except for number of shares)
(Unaudited)

	Common stock		Accumulated			Total stockholders deficit
	No. of shares	Amount	Additional paid-in capital	other comprehensive (loss) income	Accumulated deficit	
Balance as of January 1, 2013	37,898,251	\$ 37,898	\$ 6,901,232	\$ 345,078	\$ (12,866,436)	\$ (5,582,228)
Shares issued to settle the debts and accrued payroll	182,733,590	182,734	5,299,277	-	-	5,482,011
Net loss for the period -	-	-	-	-	(111,574)	(111,574)
Foreign currency translation adjustment -	-	-	-	(70,832)	-	(70,832)
Balance as of September 30, 2013	220,631,841	\$ 220,632	\$ 12,200,509	\$ 274,246	\$ (12,978,010)	\$ (282,623)

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

(Unaudited)

NOTE 1

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States (GAAP), and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain information and note disclosures normally included in audited financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of management, the consolidated balance sheet as of December 31, 2012 which has been derived from audited financial statements and these unaudited condensed consolidated financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended September 30, 2013 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2013 or for any future period.

These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with the Management’s Discussion and the audited financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2012.

NOTE 2

ORGANIZATION AND BUSINESS BACKGROUND

Innocom Technology Holdings, Inc. (the “Company” or “INCM”) was incorporated in the State of Nevada on June 26, 1998. On June 20, 2006, the Company changed its name from “Dolphin Productions, Inc.” to “Innocom Technology Holdings, Inc.

The Company is currently a shell company with no or nominal operations. The Company is actively considering various acquisition targets and other business opportunities. It is expected to acquire one or more operating businesses or consummate a business opportunity within the next twelve months.

INCM and its subsidiaries are hereinafter referred to as (the Company).

NOTE 3

GOING CONCERN UNCERTAINTIES

The accompanying condensed consolidated financial statements have been prepared using the going concern basis of accounting, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

For the nine months ended September 30, 2013, the Company has experienced a continuous loss of \$111,574 with an accumulated deficit of \$12,978,010 as of that date. The continuation of the Company as a going concern through September 30, 2013 is dependent upon the continued financial support from its stockholders. Management believes this funding will continue, and is also actively seeking new business opportunities. Management believes the existing stockholders will provide the additional cash to meet the Company's obligations as they become due.

These factors raise substantial doubt about the Company's ability to continue as a going concern. These condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets and liabilities that may result in the Company not being able to continue as a going concern.

INNOCOM TECHNOLOGY HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(Currency expressed in United States Dollars (“US\$”), except for number of shares)

(Unaudited)

NOTE 4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

1

Shell company

During 2012, the Company ceased all of its business and is currently considered as a shell company.

1

Use of estimates

In preparing these condensed consolidated financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheets and revenues and expenses during the periods reported. Actual results may differ from these estimates.

1

Basis of consolidation

The condensed consolidated financial statements include the financial statements of INCM and its subsidiaries. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

1

Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

1

Comprehensive income or loss

ASC Topic 220, *Comprehensive Income* establishes standards for reporting and display of comprehensive income or loss, its components and accumulated balances. Comprehensive income or loss as defined includes all changes in equity during a period from non-owner sources. Accumulated comprehensive income or loss, as presented in the accompanying consolidated statement of stockholders' deficit consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income or loss is not included in the computation of income tax expense or benefit.

1

Income taxes

The Company adopts ASC Topic 740 *Income Taxes*, regarding accounting for uncertainty in income taxes which prescribes the recognition threshold and measurement attributes for financial statement recognition and measurement of tax positions taken or expected to be taken on a tax return. In addition, the guidance requires the determination of whether the benefits of tax positions will be more likely than not sustained upon audit based upon the technical merits of the tax position. For tax positions that are determined to be more likely than not sustained upon audit, a company recognizes the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement in the financial statements. For tax positions that are not determined to be more likely than not sustained upon audit, a company does not recognize any portion of the benefit in the financial statements. The guidance provides for de-recognition, classification, penalties and interest, accounting in interim periods and disclosure.

The Company did not have any unrecognized tax positions or benefits and there was no effect on the financial condition or results of operations for the three and nine months ended September 30, 2013. The Company and its subsidiaries are subject to local and various foreign tax jurisdictions. The Company's tax returns remain open subject to examination by major tax jurisdictions.

INNOCOM TECHNOLOGY HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(Currency expressed in United States Dollars (US\$), except for number of shares)

(Unaudited)

1

Net loss per share

The Company calculates net loss per share in accordance with ASC Topic 260 *Earnings per Share* . Basic loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common stock equivalents had been issued and if the additional common shares were dilutive.

1

Foreign currencies translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

The reporting currency of the Company is United States Dollars ("US\$"). The Company's subsidiaries operating in Hong Kong and the PRC maintained their books and records in their local currency, Hong Kong Dollars ("HK\$") and Renminbi Yuan (RMB), which are functional currencies as being the primary currency of the economic environment in which these entities operate.

In general, assets and liabilities are translated into US\$, in accordance with ASC Subtopic 830-30 *Translation of Financial Statement* , using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiaries are recorded as a separate component of accumulated other comprehensive income within the statement of stockholders' equity.

Translation of amounts from RMB and HK\$ into US\$1 has been made at the following exchange rates for the respective period:

	September 30, 2013	September 30, 2012
Period-end RMB:US\$1 exchange rate	6.1514	6.3340
Average period RMB:US\$1 exchange rate	6.2215	6.3275
Period-end HK\$:US\$1 exchange rate	7.7548	7.7549
Average period HK\$:US\$1 exchange rate	7.7580	7.7597

1

Related parties

Parties, which can be a corporation or individual, are considered to be related if the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Companies are also considered to be related if they are subject to common control or common significant influence.

INNOCOM TECHNOLOGY HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(Currency expressed in United States Dollars (US\$), except for number of shares)

(Unaudited)

1

Fair value of financial instruments

The carrying value of the Company's financial instruments: cash and cash equivalents, prepayments and other receivables, accounts payable, amount due to a related party, other payables and accrued liabilities approximate at their fair values because of the short-term nature of these financial instruments.

The Company also follows the guidance of the ASC Topic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10"), with respect to financial assets and liabilities that are measured at fair value. ASC 820-10 establishes a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

.
Level 1 : Observable inputs such as quoted prices in active markets;

.
Level 2 : Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

.
Level 3 : Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

1

Recent accounting pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

In February 2013, the Financial Accounting Standards Board (FASB) issued guidance requiring an entity to disclose additional information about reclassifications out of accumulated other comprehensive income, including (1) changes in accumulated other comprehensive income balances by component and (2) significant items reclassified out of accumulated other comprehensive income and the effect on the respective line items in net income if the amounts are required to be reclassified in their entirety to net income. For other amounts that are not required to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. The new guidance is effective prospectively for fiscal years beginning after December 15, 2012. The adoption of these disclosure requirements did not have a material impact on the Company's financial statements.

In July 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740)-Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASU 2013-11). ASU 2013-11 provides guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, similar tax loss, or tax credit carryforward exists. This new standard requires the netting of unrecognized tax benefits against a deferred tax asset for a loss or other carryforward that would apply in settlement of the uncertain tax positions. ASU 2013-11 will be effective for us beginning in the first quarter of fiscal 2014. Early adoption is permitted. Since ASU 2013-11 only impacts financial statement disclosure requirements for unrecognized tax benefits, The Company does not expect its adoption to have an impact on the Company's financial position or results of operations.

NOTE 5

AMOUNT DUE TO A RELATED PARTY

As of September 30, 2013, amount due a related party represented temporary advances made by a director and a major shareholder of the Company, Mr. William Hui, which was unsecured, interest-free with no fixed terms of repayment. The imputed interest is not significant.

INNOCOM TECHNOLOGY HOLDINGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

(Currency expressed in United States Dollars (US\$), except for number of shares)

(Unaudited)

NOTE 6

INCOME TAXES

The Company operates in various countries: United States, British Virgin Island, Hong Kong and the PRC that are subject to taxes in the jurisdictions in which they operate, as follows:

United States of America

The Company is registered in the State of Nevada and is subject to United States current tax law.

British Virgin Island

Under the current BVI law, the Company is not subject to tax on income.

Hong Kong

For the three and nine months ended September 30, 2013, no provision for Hong Kong Profits Tax is made for as the Company's income neither arises in, nor is derived from Hong Kong under its applicable tax law.

The PRC

The Company's subsidiaries in the PRC are subject to the unified income rate of 25% on the taxable income. For the three and nine months ended September 30, 2013, the Company generated no operating result and accordingly, no provision for income tax has been recorded.

NOTE 7

STOCKHOLDERS' EQUITY

On September 17, 2013, the Company filed a Certificate of Amendment to its Articles of Incorporation and increased its capital stock from 50,000,000 common shares to 490,000,000 common shares, par value \$0.001 per share and 10,000,000 shares of preferred stock, par value \$0.001 per share. The majority shareholders approved the increase in capital by majority shareholder consent which became effective on September 12, 2013.

On September 30, 2013, the Company approved to issue 174,598,160 shares of its common stock to William Hui Sui, a director of the Company, as a settlement in full for his outstanding loan to the Company in the amount of \$5,237,945.

Concurrently, Company approved to issue 8,135,430 shares of its common stock to Eddie Cheung, chief financial officer, in lieu of unpaid executive compensation amounting to \$244,063.

These aggregate shares were valued at \$0.03 per share. The last quoted share trading price, which management believes represents the current market value of the Company's common stock, was \$0.02 per share.

As of September 30, 2013, the Company had a total of 220,631,841 shares of its common stock issued and outstanding.

NOTE 8

COMMITMENTS AND CONTINGENCIES

For the three and nine months ended September 30, 2013, the Company utilized office space of a director and stockholder at no charge. Such costs are immaterial to the financial statements and accordingly are not reflected herein.

NOTE 9

SUBSEQUENT EVENTS

The Company evaluated subsequent events through the date the financial statements were issued and filed with this Form 10-Q. There were no significant subsequent events that required recognition or disclosure.

ITEM 2.

MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

The following review concerns three months ended September 30, 2013 and September 30, 2012, and nine months ended September 30, 2013 and September 30, 2012, which should be read in conjunction with the financial statements and notes thereto presented in the Form 10-K.

Forward Looking Statements

The information in this discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements involve risks and uncertainties, including statements regarding our capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. We disclaim any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. The information constitutes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

History

Innocom Technology Holdings, Inc. (the Company or INCM) was incorporated in the State of Nevada on June 26, 1998.

On June 20, 2006, the Company changed its name from Dolphin Productions, Inc. to Innocom Technology Holdings, Inc.

On January 19, 2007, Changzhou Innocom Communication Technology Limited is incorporated and registered in the People's Republic of China (the PRC).

On May 16, 2007, the Company purchased a 10 year mobile phone manufacturing license in a consideration of RMB45 million (approximately \$5,770,000) and annual license fee of RMB500,000 (approximately \$64,000).

On May 8, 2008, the Company completed the establishment of a new subsidiary, Changzhou Innocom Communication Technology Limited in the PRC upon the approval of its local government.

In February 2009, the Company temporarily ceased its principal operation in the manufacturing facility in Changzhou City, Zhejiang Province, the PRC. Starting from the fourth quarter 2008, global economic conditions deteriorated significantly across the countries and the demand for communication products and components was adversely slowed down. During such challenging economic times, the Company temporarily discontinued operation in the manufacture of mobile communication products and components in the PRC. The Company intends to continue to operate the manufacturing facility depending upon the market recovery condition and demands from the customers.

In February 2012, we established a new Hong Kong subsidiary company, named Lead Faith International Trading Limited, to explore possible trading business. We disposed of this subsidiary at cost by end of April 2012 as we consider the possible trading business is viable.

On September 17, 2013, the Company files an amendment with the Nevada Secretary of State to our Articles of Incorporation authorizing an increase of our authorized common stock from 50,000,000 common shares to 490,000,000 common shares, par value \$0.001 and authorizing 10,000,000 preferred shares, par value \$0.001 per share.

On September 30, 2013, the Company issued 174,598,160 common shares to William Hui, the Company's Chief Executive Officer, at \$0.03 cents per share as payment in full for his outstanding loan to the Company in amount of \$5,237,945.

On September 30, 2013, the Company issued 5,135,430 common shares to Eddie Cheung, the Company's Chief Financial Officer, at \$0.03 cents per shares as payment of unpaid executive compensation.

Overview and Future Plan of Operations

In February 2009, the Company determined to have a temporary closure in the manufacturing facility in Changzhou City, Zhejiang Province, the PRC. Starting from the fourth quarter 2008, global economic conditions have deteriorated significantly across the countries and the demand for communication products and components was adversely slowed down. During such challenging economic times, the Company has discontinued operation in the manufacture of mobile communication products and components in the PRC. However, the Company has no intention to dispose of the production facilities. We are seeking production contracts, both volume and operating contribution of which warrant us to start the production facilities again. We have expended several million dollars establishing our manufacturing facilities. Despite the fact that we have written down the value of the manufacturing facility we have no intention to dispose of it. We continue to seek out production contracts for the facility. We will need to privately offer and sell shares in order to finance initial working capital should we resume production.

In February 2012, we established a new Hong Kong subsidiary company, named Lead Faith International Trading Limited, to explore possible trading business. We disposed of this subsidiary at cost by end of April 2012 as we consider the possible trading business is not viable.

Results of Operations for Three Months ended September 30, 2013 and September 30, 2012 and Nine Months ended September 30, 2013 and September 30, 2012

Revenue

As a result of discontinue of business and operation in the manufacture of mobile communication products and components in the PRC, no revenue is recorded during both three and nine months ended September 30, 2013.

Cost of Sales

As a result of discontinue of business and operation in the manufacture of mobile communication products and components in the PRC, no cost of sale is recorded during both three and nine months ended September 30, 2013.

Administrative Expenses

Administrative expenses mainly included office rental charges, salaries and professional fee.

Below table sets out the components of non-cash items:

	Three Months ended		Nine Months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Depreciation	\$ -	\$ 390	\$ -	\$ 741

The depreciation policy adopted in for the fiscal year 2013 was consistent with that adopted in 2012.

Other Income

No other income occurred for both three months ended September 30, 2013 and September 30, 2012.

Net Loss

During the three months ended September 30, 2013, we experienced a net loss of \$39,792 compared to a net loss of \$49,403 for three months ended September 30, 2012. Net loss for the nine months ended September 30, 2013 was \$111,574 compared to net loss of \$161,890 for the nine months ended September 30, 2012.

The decrease of loss for the three months ended September 30, 2013 and for the nine months end September 30, 2012 was attributable to the decrease of administrative expenses. The decrease in administrative expenses was primarily attributable to the management effort to reduce general expenses and administrative expenses, in particular of office rental expenses

Trends, Events, and Uncertainties

N/A

Liquidity and Capital Resources for Nine Months Ended September 30, 2013 and 2012

Cash flows from operating activities

We experienced negative cash flows used in operations in the amount of \$74,902 for nine months ended September 30, 2013 as compared with negative cash flow used in the operations in the amount of \$68,946 for nine months ended September 30, 2012.

As the Company did not have any income during both periods, the cash flows used in operations representing general and administrative expenses paid..

Cash flows from investing activities

During nine months ended September 30, 2013, we have no investing activities.

During nine months ended September 30, 2012, we purchased \$5,851 plant and equipment.

Cash flows from financing activities

During nine months ended September 30, 2013 we experienced positive cash flow advanced from a related party in the amount of \$76,650.

During nine months ended September 30, 2012 we experienced positive cash flow advanced from a related party in the amount of \$75,377.

The said advance is in nature of interest free current account under oral agreement without repayment period, repayment of which depends upon future profitable operations or may be made by capitalization issue of new shares.

Liquidity

On a long-term basis, our liquidity will be dependent on establishing profitable operations, receipt of revenues, additional infusions of capital and additional financing. If necessary, we may raise capital through an equity or debt offering. The funds raised from this offering will be used to develop and execute our business plan. However, there can be no assurance that we will be able to obtain additional equity or debt financing in the future, if at all. If we are unable to raise additional capital, our growth potential will be adversely affected. Additionally, we will have to significantly modify our plans.

Critical Accounting Policies

The financial statements are prepared in accordance with accounting principles generally accepted in the U.S., which requires us to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying financial statements and related footnotes. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. We do not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates.

Details of critical accounting policies are set out in notes to the financial statements included in Item 1.

Employees

As of September 30, 2013, we had approximately 2 full-time employees employed in Hong Kong.

Website Access to our SEC Reports

Our Internet website address is www.innocomtechnology.com. Through our Internet website, we will make available, free of charge, the following reports as soon as reasonably practicable after electronically filing them with, or furnishing them to, the SEC: our Annual Reports on Form 10-K; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K; and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our Internet website and the information contained therein or connected thereto are not intended to be incorporated into this Quarterly Report on Form 10-K.

You may also obtain copies of our reports without charge by writing to:

Attn: Investor Relations

26/F., Top Glory Tower

262 Gloucester Road

Causeway Bay, Hong Kong, PRC

The public may also read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, or through the SEC website at www.sec.gov. The Public Reference Room may be contact at (800) SEC-0330. You may also access our other reports via that link to the SEC website.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to Smaller Reporting Companies.

ITEM 4.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

Based on an evaluation under the supervision and with the participation of management, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as defined in Section 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") were effective as of September 30, 2013 to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2013, which were identified in connection with management's evaluation required by paragraph (d) of rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1.

LEGAL PROCEEDINGS

We are not involved in any material pending legal proceedings at this time, and management is not aware of any contemplated proceeding by any governmental authority.

ITEM 1A.

RISK FACTORS

N/A

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On September 17, 2013, the Company files an amendment with the Nevada Secretary of State to our Articles of Incorporation authorizing an increase of our authorized common stock from 50,000,000 common shares to 490,000,000 common shares, par value \$0.001 and authorizing 10,000,000 preferred shares, par value \$0.001 per share.

On September 30, 2013, the Company issued 174,598,160 common shares to William Hui, the Company's Chief Executive Officer, at \$0.03 cents per share as payment in full for his outstanding loan to the Company in amount of \$5,237,945.

On September 30, 2013, the Company issued 5,135,430 common shares to Eddie Cheung, the Company's Chief Financial Officer, at \$0.03 cents per shares as payment of unpaid executive compensation.

ITEM 3.

DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4.

MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5.

OTHER INFORMATION

None.

ITEM 6.

EXHIBITS

**INDEX TO EXHIBITS
OF
INNOCOM TECHNOLOGY HOLDINGS, INC.**

- 31.1 Rule 13a-14 (a)/15d-14 (a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14 (a)/15d-14 (a) Certification of Chief Financial Officer
- 32.1 Section 1350 Certification of Chief Executive Officer
- 32.2 Section 1350 Certification of Chief Financial Officer

SIGNATURES

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

INNOCOM TECHNOLOGY HOLDINGS, INC.

Dated: November 19, 2013

/s/ William Yan Sui Hui

William Yan Sui Hui,

Chief Executive Officer

(Principal executive officer)

Dated: November 19, 2013

/s/ Cheung Wai Hung, Eddie

Cheung Wai Hung, Eddie,

Chief Financial Officer

(Principal financial officer)