

INNOCOM TECHNOLOGY HOLDINGS, INC.
Form 10-Q
August 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarter ended June 30, 2012

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.)

26th Floor, Top Glory Tower, 262 Gloucester Road,

Causeway Bay, Hong Kong, PRC

(Address of principal executive offices)

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 August 21, 2012 was 37,898,251 shares, all of one class of \$0.001 par value Common Stock.

INNOCOM TECHNOLOGY HOLDINGS, INC.

FORM 10-Q

Quarter Ended June 30, 2012

TABLE OF CONTENTS

		Page
PART I FINANCIAL INFORMATION		
Item 1	Financial Statements	4
	Condensed Consolidated Balance Sheets as of June 30, 2012 (unaudited) and December 31, 2011 (audited)	5
	Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three and Six Months Ended June 30, June 2012 and 2011 (unaudited)	6
	Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2012 and 2011 (unaudited)	7
	Condensed Consolidated Statement of Stockholders' Deficit for the Six Months Ended June 30, 2012 (unaudited)	8
	Notes to Condensed Consolidated Financial Statements	9
Item 2	Managements Discussion and Analysis of Financial Condition and Results of Operation	14
Item 3	Quantitative and Qualitative Disclosures About Market Risk	17
Item 4T	Controls and Procedures	17
PART II OTHER INFORMATION		
Item 1	Legal Proceedings	18
Item 1A	Risk Factors	18
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3	Defaults Upon Senior Securities	18

Item 4	Mine Safety Disclosures	18
Item 5	Other Information	18
Item 6	Exhibits	18
	SIGNATURES	19

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.

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

	Page
Condensed Consolidated Balance Sheets as of June 30, 2012 and December 31, 2011 (Audited)	5
Condensed Consolidated Statements of Operations And Comprehensive Loss for the Three and Six Months ended June 30, 2012 and 2011	6
Condensed Consolidated Statements of Cash Flows for the Six Months ended June 30, 2012 and 2011	7
Condensed Consolidated Statement of Stockholders' Deficit for the Six Months ended June 30, 2012	8
Notes to Condensed Consolidated Financial Statements	9

INNOCOM TECHNOLOGY HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF JUNE 30, 2012 AND DECEMBER 31, 2011

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

	June 30, 2012 (Unaudited)	December 31, 2011 (Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,361	\$ 3,725
Prepayments and other receivables	1,547	19,927
Total current assets	4,908	23,652
Non-current assets:		
Property, plant and equipment, net	5,717	856
TOTAL ASSETS	\$ 10,625	\$ 24,508
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current liabilities:		
Accounts payable	\$ 87,195	\$ 86,598
Amount due to a related party	5,104,710	5,030,088
Other payables and accrued liabilities	377,324	332,305
Total current liabilities	5,569,229	5,448,991
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.001 par value; 50,000,000 shares authorized; 37,898,251 shares issued and outstanding as of June 30, 2012 and December 31, 2011	37,898	37,898
Additional paid-in capital	6,901,232	6,901,232
Accumulated other comprehensive income	350,274	371,908
Accumulated deficit	(12,848,008)	(12,735,521)
Total stockholders' deficit	(5,558,604)	(5,424,483)
TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT	\$ 10,625	\$ 24,508

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

AND COMPREHENSIVE LOSS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011

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

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
Revenues, net	\$ -	\$ -	\$ -	\$ -
Cost of revenue	-	-	-	-
Gross profit	-	-	-	-
Operating expenses:				
General and administrative	56,552	17,347	112,487	211,669
Total operating expenses	56,552	17,347	112,487	211,669
LOSS BEFORE INCOME TAXES	(56,552)	(17,347)	(112,487)	(211,669)
Income tax expense	-	-	-	-
NET LOSS	\$ (56,552)	\$ (17,347)	\$ (112,487)	\$ (211,669)
Other comprehensive loss:				
- Foreign currency translation loss	(19,501)	(33,918)	(21,634)	(47,363)
COMPREHENSIVE LOSS	\$ (76,053)	\$ (51,265)	\$ (134,121)	\$ (259,032)
Net loss per share Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Weighted average common shares outstanding Basic and diluted	37,898,251	37,898,251	37,898,251	37,898,251

See accompanying notes to condensed consolidated financial statements.

INNOCOM TECHNOLOGY HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(Currency expressed in United States Dollars (US\$))
(Unaudited)

	Six months ended June 30,	
	2012	2011
Cash flows from operating activities:		
Net loss	\$ (112,487)	\$ (211,669)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	351	1,282
Loss on disposal of plant and equipment	643	-
Change in operating assets and liabilities:		
Prepayments and other receivables	18,400	-
Other payables and accrued liabilities	44,306	4,919
 Net cash used in operating activities	 (48,787)	 (205,468)
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	54,268	220,320
 Net cash provided by financing activities	 54,268	 220,320
Effect of exchange rate changes on cash and cash equivalents	6	-
 Net change in cash and cash equivalents	 (364)	 14,852
 CASH AND CASH EQUIVALENT, BEGINNING OF PERIOD	 3,725	 2,407

CASH AND CASH EQUIVALENT, END OF PERIOD	\$	3,361	\$	17,259
--	----	-------	----	--------