

INNOCOM TECHNOLOGY HOLDINGS, INC.  
Form 10-Q/A  
January 26, 2011

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

**FORM 10-Q/A**

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

**For the quarter ended September 30, 2009**

**-OR-**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-50164**

**INNOCOM TECHNOLOGY HOLDINGS, INC.**

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

**NEVADA** **87-0618756**  
(State or other jurisdiction of (I.R.S. Employer Identification No.)

incorporation or organization)

**Suite 1501, Bank of East Asia Harbour View Centre,** (Zip code)

**56 Gloucester Road, Wanchai, 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 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 2, 2009 was 37,900,536 shares, all of one class of \$0.001 par value Common Stock.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**FORM 10-Q/A**

**Quarter Ended September 30, 2009**

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**SPECIAL NOTE ON FORWARD LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q/A, 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 Annual 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.**

**(A Development Stage Company)**

**INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

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**INNOCOM TECHNOLOGY HOLDINGS, INC.****(A Development Stage Company)****CONDENSED CONSOLIDATED BALANCE SHEETS****AS OF SEPTEMBER 30, 2009 AND DECEMBER 31, 2008****(Currency expressed in United States Dollars ( US\$ ), except for number of shares)**

	September 30,	December 31,
	2009	2008
	(Unaudited)	(Audited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,740	\$ 11,553
Prepayments and other receivables	72,870	72,869
Total current assets	75,610	84,422
Non-current assets:		
Intangible assets, net	-	-
Land use right, net	-	-
Property, plant and equipment, net	735,457	737,859
<b>TOTAL ASSETS</b>	<b>\$ 811,067</b>	<b>\$ 822,281</b>
<b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>		
Current liabilities:		
Accounts payable	\$ 80,688	\$ 80,692
Amount due to a related party	4,441,554	4,152,410
Other payables and accrued liabilities	175,673	210,866
Total current liabilities	4,697,915	4,443,968
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 September 30, 2009 and December 31, 2008	37,898	37,898
Additional paid-in capital	6,901,232	6,901,232
Accumulated other comprehensive income	532,344	532,248
Retained earnings	5,086,568	5,351,825
Deficit accumulated during the development stage	(16,444,890)	(16,444,890)
Total stockholders deficit	(3,886,848)	(3,621,687)

<b>TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT</b>	\$	811,067	\$	822,281
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See accompanying notes to condensed consolidated financial statements.



**INNOCOM TECHNOLOGY HOLDINGS, INC.****(A Development Stage Company)****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****AND COMPREHENSIVE INCOME (LOSS)****FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008****AND FOR THE PERIOD FROM JANUARY 19, 2007 (INCEPTION)****THROUGH SEPTEMBER 30, 2009****(Currency expressed in United States Dollars ( US\$ ), except for number of shares)****(Unaudited)**

	Three months ended		Nine months ended		Period from January
	September 30,		September 30,		19, 2007 (inception)
	2009	2008	2009	2008	30, 2009
<b>Revenues, net</b>	\$ -	\$ -	\$ -	\$ -	-
<b>Cost of revenue</b>	-	-	-	-	-
<b>Gross profit</b>	-	-	-	-	-
<b>Operating expenses:</b>					
Impairment loss on long-lived assets	-	-	-	-	14,481,991
General and administrative	91,470	295,505	265,257	1,194,887	2,198,256
Total operating expenses	91,470	295,505	265,257	1,194,887	16,680,247
<b>LOSS FROM OPERATIONS</b>	(91,470)	(295,505)	(265,257)	(1,194,887)	(16,680,247)
<b>Other income (expense):</b>					
Interest expense	-	(167,699)	-	(270,403)	(240,498)
Interest income	-	9,719	-	20,796	20,727
Loss on disposal of plant & equipment	-	-	-	-	(1,669)
Foreign exchange gain	-	98,346	-	191,540	191,540
<b>LOSS BEFORE INCOME TAXES</b>	(91,470)	(355,139)	(265,257)	(1,252,954)	(16,710,147)

Income tax expense	-	-	-	-	-
<b>LOSS FROM CONTINUING OPERATIONS, NET OF TAX</b>	(91,470)	(355,139)	(265,257)	(1,252,954)	(16,710,147)
Income from discontinued operations, net of tax	-	73,078	-	324,490	401,190
<b>NET LOSS</b>	\$ (91,470)	\$ (282,061)	\$ (265,257)	\$ (928,464)	\$ (16,308,957)

See accompanying notes to condensed consolidated financial statements.

**INNOCOM TECHNOLOGY HOLDINGS, INC.****(A Development Stage Company)****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****AND COMPREHENSIVE INCOME (LOSS)****FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008****AND FOR THE PERIOD FROM JANUARY 19, 2007 (INCEPTION)****THROUGH SEPTEMBER 30, 2009****(Currency expressed in United States Dollars ( US\$ ), except for number of shares)****(Unaudited)**

	Three months ended		Nine months ended		Period from
	September 30,		September 30,		January
	2009	2008	2009	2008	19,
					2007
					(inception)
					through
					September
	2009	2008	2009	2008	30,
					2009
Other comprehensive income:					
Foreign currency translation gain	(5,380)	188,384	96	617,919	351,926
<b>COMPREHENSIVE LOSS</b>	\$ (96,850)	\$ (93,677)	\$ (265,161)	\$ (310,546)	\$ 595,031
Loss from continuing operations per share - Basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.03)	\$ (0.44)
Income from discontinued operations per share - Basic and diluted	\$ -	\$ 0.00	\$ -	\$ 0.01	\$ 0.01
Net loss per share - Basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.43)

Weighted average shares outstanding basic and diluted	37,898,251	37,898,251	37,898,251	37,898,251	37,898,251
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See accompanying notes to condensed consolidated financial statements.

## INNOCOM TECHNOLOGY HOLDINGS, INC.

(A Development Stage Company)

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE  
PERIOD FROM JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009

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

(Unaudited)

	Period from		
	Nine months ended September 30,	January 19, 2007 (inception) through	
	2009	2008	September 30, 2009
<b>Cash flows from operating activities:</b>			
Loss from continuing operations	\$ (265,257)	\$ (1,252,954)	\$ (16,710,147)
Adjustments to reconcile loss from continuing operations to net cash used in operating activities:			
Depreciation	2,365	2,384	5,927
Amortization of intangible assets	-	447,472	598,562
Impairment of long-lived assets	-	-	14,481,991
Write-off of obsolete inventories	-	-	87,299
Loss on disposal of plant and equipment	-	1,667	1,669
Change in operating assets and liabilities:			
Inventories	-	(139,430)	(87,299)
Prepayments and other receivables	-	(211,849)	(46,233)
Deferred revenue	-	(323,879)	-
Accounts payable, trade	-	-	80,692
Accounts receivable, trade	-	81,491	-
Amount due to related party	-	99,937	-
Other payables and accrued liabilities	(35,193)	37,562	(22,024)
Net cash used in operating activities	(298,085)	(1,257,599)	(1,609,563)
Net cash provided by discontinued operations	-	324,490	401,190
<b>Cash flows from investing activities:</b>			
Proceeds from disposal of subsidiary	-	5,617,101	-
Payment to the investment in an unconsolidated entity	-	-	(8,448,584)
Acquisition of property, plant and equipment	-	(240,722)	(262,313)
Acquisition of land use right	-	(261,840)	(185,402)
Acquisition of intangible assets	-	-	(5,960,775)
Net cash used in investing activities	-	5,114,539	(14,857,074)
Net cash provided by (used in) discontinued operations	-	-	(2,382)

**Cash flows from financing activities:**

Advances from (repayment to) a related party	289,144	(4,797,925)	15,537,885
Net increase in bank overdraft	-	33,503	-
Proceeds from short-term borrowings	-	512,065	6,080,032
Proceeds from (repayment of ) bills payable	-	-	(6,080,032)
Net cash provided by (used in) financing activities	289,144	(4,252,357)	15,537,885
Effect of exchange rate changes on cash and cash equivalents	128	594,476	532,684
Net change in cash and cash equivalents	(8,813)	523,549	2,740
<b>BEGINNING OF PERIOD</b>	11,553	3,597	-
<b>END OF PERIOD</b>	\$ 2,740	\$ 527,146	\$ 2,740

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

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

See accompanying notes to condensed consolidated financial statements.

## INNOCOM TECHNOLOGY HOLDINGS, INC.

(A Development Stage Company)

## CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT)

FOR THE PERIOD FROM JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009

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

(Unaudited)

	Common stock		Accumulated			Deficit	Total
	No. of shares	Amount	Additional paid-in capital	other comprehensive (loss) income	Retained earnings	accumulated during development stage	
Balance as of January 19, 2007	37,898,251	\$ 37,898	\$ 6,901,232	\$ 180,418	\$ 8,585,184	\$ -	\$ 15,704,732
Net loss for the year	-	-	-	-	(3,634,549)	-	(3,634,549)
Foreign currency translation adjustment	-	-	-	(8,766)	-	-	(8,766)
Balance as of December 31, 2007	37,898,251	37,898	6,901,232	171,652	4,950,635	-	12,061,417
Net income (loss) for the year	-	-	-	-	401,190	(16,444,890)	(16,043,700)
Foreign currency translation adjustment	-	-	-	360,596	-	-	360,596
Balance as of December 31, 2008	37,898,251	37,898	6,901,232	532,248	5,351,825	(16,444,890)	(3,621,687)
	-	-	-	-	(265,257)	-	(265,257)

Net loss for the period								
Foreign currency translation adjustment	-	-	-	96	-	-	-	96
Balance as of September 30, 2009	37,898,251	\$ 37,898	\$ 6,901,232	\$ 532,344	\$ 5,086,568	\$ (16,444,890)	\$	(3,886,848)

See accompanying notes to condensed consolidated financial statements.



**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(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, 2008 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, 2009 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2009 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, 2008.

**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, through its subsidiaries, is principally engaged in trading and manufacture of mobile phone handsets and components in Hong Kong and the People’s Republic of China ( the PRC ).

In February, the Company has temporarily ceased its planned principal operation 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 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.

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

### **NOTE 3**

#### **GOING CONCERN UNCERTAINTIES**

These condensed consolidated financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The accompanying condensed consolidated financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate significant revenue, and has negative cash flows from operations, which raise substantial doubt about the Company’s ability to continue as a going concern.

The continuation of the Company is dependent upon the continuing financial support from its shareholders throughout September 30, 2010. Management believes this funding will continue, and is also actively seeking new investors. Management believes the existing shareholders will provide the additional cash to meet the Company’s obligations as they become due, and will allow its planned principal business to commence and assembly the production lines of mobile handsets and components in the PRC.



**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(Unaudited)**

**NOTE 4**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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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.

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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.

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Development stage company

The Company has no substantive operations as of September 30, 2009 and the historical operations of the Company relating to its planned manufacturing facility in the PRC are presented for the period from January 19, 2007 (date of inception). The Company is considered as a development stage company in accordance with the provisions of Accounting Standards Codification ("ASC") Topic 915 *Development Stage Entities* .

#### Revenue recognition

The Company will recognize its revenue in accordance with the ASC Topic 605, "*Revenue Recognition in Financial Statements*". Revenue will be recognized upon shipment, provided that evidence of an arrangement exists, title and risk of loss have passed to the customer, fees are fixed or determinable and collection of the related receivable is reasonably assured. Revenue will be recorded net of taxes and estimated product returns, which is based upon the Company's return policy, sales agreements, management estimates of potential future product returns related to current period revenue, current economic trends, changes in customer composition and historical experience. To date, the Company has had no revenues and is in the development stage.

#### 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.

#### Intangible assets

Intangible assets include trademarks of mobile phone handsets purchased from a third party. In accordance with ASC Subtopic 350-50 *General Intangibles Other Than Goodwill* , intangible assets with finite useful lives related to developed technology, customer lists, trade names and other intangibles are being amortized on a straight-line basis over the estimated useful life of the related asset.

Trademarks are carried at cost less accumulated amortization and impairment loss, are amortized on a straight-line basis over their estimated useful lives of 10 years beginning at the time the related trademarks are granted. They will be used in the planned assembly line for mobile phone communication products and components in the PRC and subject to amortization when they are in operational use.

For the three and nine months ended September 30, 2009, amortization is no longer required since their carrying values were fully provided for impairment loss in 2008.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(Unaudited)**

Land use right

All lands in the People's Republic of China (the PRC) are owned by the PRC government. The government in the PRC, according to the relevant PRC law, may sell the right to use the land for a specified period of time. Thus, all of the Company's land purchases in the PRC are considered to be leasehold land and are stated at cost less accumulated amortization and any recognized impairment loss. Amortization is provided over the term of the land use right agreements on a straight-line basis, which is 45 years and they will expire in 2054.

For the three and nine months ended September 30, 2009, amortization is no longer required since its carrying value was fully provided for impairment loss during 2008.

Plant and equipment, net

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis (after taking into account their respective estimated residual values) over the following expected useful lives from the date on which they become fully operational:

	Depreciable life	Residual value
Plant and machinery	5-10 years	5%

Furniture, fixtures and office equipment	5 years	5%
Leasehold improvement	2 years	0%

Expenditure for repairs and maintenance is expensed as incurred. When assets have retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the results of operations.

#### Valuation of long-lived assets

Long-lived assets primarily include plant and equipment, land use right and intangible assets. In accordance with ASC Subtopic 360-10- *Impairment or Disposal of Long-Lived Assets* , the Company periodically reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives are no longer appropriate. Each impairment test is based on a comparison of the undiscounted cash flows to the recorded value of the asset. If an impairment is indicated, the asset is written down to its estimated fair value based on a discounted cash flow analysis. Determining the fair value of long-lived assets includes significant judgment by management, and different judgments could yield different results. There has been no impairment as of September 30, 2009.

#### Comprehensive (loss) income

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



**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(Unaudited)**

Income taxes

The Company adopts the ASC Topic 740 *Income Taxes*, regarding accounting for uncertainty in income taxes 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 period ended September 30, 2009. 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.

Net (loss) income per share

The Company calculates net (loss) income per share in accordance with ASC Topic 260, *Earnings per Share*. Basic (loss) income per share is computed by dividing the net (loss) income by the weighted-average number of common

shares outstanding during the period. Diluted (loss) income per share is computed similar to basic (loss) income 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.

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 the United States dollar ("US\$"). The Company's subsidiaries operating in Hong Kong maintained their books and records in its local currency, Hong Kong Dollars ("HK\$"), 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 HK\$ into US\$ has been made at the following exchange rates for the respective period:

	September 30, 2009	September 30, 2008
Period-end RMB:US\$ exchange rate	6.838	6.855
Average monthly RMB:US\$ exchange rate	6.843	6.999
Period-end HK\$:US\$ exchange rate	7.750	7.770
Average monthly HK\$:US\$ exchange rate	7.752	7.798

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.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(Unaudited)**

Fair value measurement

ASC Topic 820 *Fair Value Measurements and Disclosures* ("ASC 820") establishes a new framework for measuring fair value and expands related disclosures. Broadly, ASC 820 framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 establishes a three-level valuation hierarchy based upon observable and non-observable inputs. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

For financial assets and liabilities, fair value is the price the Company would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

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 April 2009, the FASB issued an update to ASC Topic 820 *Fair Value Measurements and Disclosures* to provide additional guidance on estimating fair value when the volume and level of transaction activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. Additionally, additional disclosures are required regarding fair value in interim and annual reports. These provisions are effective for interim and annual periods ending after June 15, 2009. The Company adopted this guidance and it did not materially affect the Company's financial position and results of operations.

In May 2009, the FASB issued ASC Topic 855 *Subsequent Events* which established general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Furthermore, this requires disclosure of the date through which subsequent events were evaluated. These requirements are effective for interim and annual periods after June 15, 2009. The Company adopted these requirements for the quarter ended September 30, 2009, and have evaluated subsequent events through November 2, 2009.

In June 2009, the FASB issued Accounting Standards Update ( ASU ) No. 2009-1, *Topic 105 Generally Accepted Accounting Principles* which amended ASC 105, *Generally Accepted Accounting Principles* to establish the Codification as the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date, the Codification superseded all then-existing non-SEC accounting and reporting standards. All previous references to the superseded standards in our consolidated financial statements have been replaced by references to the applicable sections of the Codification. The adoption of these sections did not have a material impact on the Company's condensed consolidated financial statements.

In August 2009, the FASB issued an update of ASC Topic 820 *Measuring Liabilities at Fair Value* . The new guidance provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using prescribed techniques. The Company adopted the new guidance in the third quarter of 2009 and it did not materially affect the Company's financial position and results of operations.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

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

**(Unaudited)**

In October 2009, the FASB issued ASU No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements (a consensus of the FASB Emerging Issues Task Force)* which amends ASC 605-25, *Revenue Recognition: Multiple-Element Arrangements*. ASU No. 2009-13 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how to allocate consideration to each unit of accounting in the arrangement. This ASU replaces all references to fair value as the measurement criteria with the term selling price and establishes a hierarchy for determining the selling price of a deliverable. ASU No. 2009-13 also eliminates the use of the residual value method for determining the allocation of arrangement consideration. Additionally, ASU No. 2009-13 requires expanded disclosures. This ASU will become effective for us for revenue arrangements entered into or materially modified on or after April 1, 2011. Earlier application is permitted with required transition disclosures based on the period of adoption. The Company is currently evaluating the application date and the impact of this standard on its condensed consolidated financial statements.

**NOTE 5**

**DISCONTINUED OPERATIONS**

Starting from the fourth quarter of 2008, global economic conditions have deteriorated significantly across the countries and the demand for communication products and components was adversely slowed down. The Company has discontinued its trading business in the mobile communication products and components in Hong Kong since the customers no longer demanded for sales orders during the first, second and third quarters of 2009.

**NOTE 6**

**AMOUNT DUE TO A RELATED PARTY**

As of September 30, 2009, a balance of \$4,441,554 due to a director and a major shareholder of the Company, Mr. William Hui, represented temporary advance to the Company which was unsecured, interest-free with no fixed repayment term.

## **NOTE 7**

### **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 nine months ended September 30, 2009 and 2008 and for the period from January 19, 2007 (Inception) through September 30, 2009, no provision for Hong Kong Profits Tax is provided for since the Company's income neither arises in, nor is derived from Hong Kong under its applicable tax law.

#### *The PRC*

The Company's subsidiary, CICTL is subject to the unified income rate of 25% on the taxable income. For the nine months ended September 30, 2009 and 2008 and for the period from January 19, 2007 (Inception) through September 30, 2009, CICTL generated net operating losses and accordingly, no provision for income tax has been recorded.





**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**(A Development Stage Company)**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008 AND FOR THE PERIOD FROM**

**JANUARY 19, 2007 (INCEPTION) THROUGH SEPTEMBER 30, 2009**

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

**(Unaudited)**

**NOTE 8**

**COMMITMENTS AND CONTINGENCIES**

Operating lease commitment

The Company leases an office premise under a non-cancelable operating lease for a term of 2 years due June 15, 2010. Costs incurred under this operating lease are recorded as rent expense and totaled approximately \$98,893, \$76,368 and \$326,968 for the nine months ended September 30, 2009 and 2008, and the period from January 19, 2007 (Inception) through September 30, 2009.

As of September 30, 2009, the Company has the future minimum rental payments of \$99,174 under a non-cancelable operating lease in the next 12 months.

**NOTE 9**

**SUBSEQUENT EVENTS**

The Company evaluated subsequent events through November 2, 2009, the date the financial statements were issued, and there were no subsequent events which impacted the Company's financial position or results of operations as of September 30, 2009 or which required disclosure.



## ITEM 2.

### MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

The following review concerns three months ended September 30, 2009 and September 30, 2008, and nine months ended September 30, 2009 and September 30, 2008, 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 years 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.

### **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 did not intend to dispose by sale and may continue to operate the manufacturing facility depending upon the market recovery condition in the next 12 months.

### **Results of Operations for Three Months ended September 30, 2009 and September 30, 2008 and Nine Months Ended September 30, 2009 and September 30, 2008**

During the three months ended September 30, 2009, we experienced a net loss of \$91,470 compared to a net loss of \$282,061 for three months ended September 30, 2008. During nine months ended September 30, 2009, we experienced a net loss of \$265,257 compared to a net loss of \$928,464 for nine months ended September 30, 2008. The loss is attributable to the significant deteriorated environment and the challenging economic crisis of the period.

#### *Revenue*

As a result of temporary 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, 2009.

#### *Cost of Sales*

As a result of temporary discontinuation 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, 2009.

*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,	
	2009	2008	2009	2008
Depreciation	\$ 788	\$ 1,138	\$ 2,365	\$ 2,384
Amortization of intangible assets	-	150,213	-	447,472
	\$ 788	\$ 151,351	\$ 2,365	\$ 449,856

The depreciation policy adopted in for the fiscal year 2009 was consistent with that adopted in 2008.

The decrease in amortization of intangible assets is due to intangible assets being written off during the last quarter of 2008.

*Other Income*

Total other income for both periods presented was immaterial and consisted of the following:

	Three Months	Three Months	Nine Months	Nine Months
	ended	ended	ended	ended
	September 30,	September 30,	September 30,	September 30,
	2009	2008	2009	2008
Interest income	\$ -	\$ 9,719	\$ -	\$ 20,796

Interest expense	\$	-	\$	167,699	\$	-	\$	270,403
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*Net Loss*

Net loss for the nine months ended September 30, 2009 was \$265,527 compared to net loss of \$928,464 for the nine months ended September 30, 2008. Loss of both periods is attributable to the significant deteriorated environment and the challenging economic crisis of the periods.

*Trends, Events, and Uncertainties*

On May 8, 2008, we have completed the establishment of a new subsidiary, Changzhou Innocom Communication Technology Limited in Changzhou, Jiangsu Province, China upon the approval of its local government. Trial assembling of mobile phones has been completed. We will assemble mobile phones under the purchased trade mark namely Tsinghua Unisplendour and other mobile phone components on OEM basis. On August 13, 2008, this subsidiary has entered into an annual assembling service agreement for a brand-name mobile phone manufacturer on OEM basis. We expect to start assembling service in first quarter of 2009.

However, 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 challenging economic times, the Company determined to discontinue operation in the manufacture of mobile communication products and components in February 2009.

**Liquidity and Capital Resources for Nine Months Ended September 30, 2009 and 2008**

*Cash flows from operating activities*

We experienced negative cash flows used in operations in the amount of \$298,085 for nine months ended September 30, 2009 as compared with negative cash flow used in the operations in the amount of \$933,109 for nine months ended September 30, 2008.

*Cash flows from investing activities*

During nine months ended September 30, 2009, there are no investment activities.



During nine months ended September 30, 2008, we had positive cash flow provided by investment activities in the amount of \$5,114,539. We received proceed from disposal of subsidiaries of \$5,617,101. We used \$240,722 to purchase property, plant and equipment and made a capital payment of \$261,840 in acquisition of land use right.

#### *Cash flows from financing activities*

During nine months ended September 30, 2009 we experienced positive cash flow advanced from a related party in the amount of \$289,144.

During nine months ended September 30, 2008, we experienced negative cash flows in financing activities in the amount of \$4,252,357. We repay advance from a related party in the amount of \$4,797,925. On the other hand, we obtained short-term bank loans and note payable of \$512,065 and \$33,503 respectively.

#### *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, 2009, we had approximately 5 full-time employees employed in Hong Kong. From time to time we employ independent contractors to support our production, engineering, marketing, and sales departments.

## **Website Access to our SEC Reports**

Our Internet website address is [www.innocomtechnology.com](http://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 Proxy Statements for our Annual Stockholder Meetings are also available through our Internet website. Our Internet website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K.

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

Attn: Investor Relations

Suite 1501, Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai, 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](http://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.**

*Foreign Exchange Risk*

While our reporting currency is the U.S. Dollar, all of our consolidated revenues and consolidated costs and expenses are denominated in Renminbi. All of our assets are denominated in RMB except for cash. As a result, we are exposed to foreign exchange risk as our revenues and results of operations may be affected by fluctuations in the exchange rate between U.S. Dollars and RMB. If the RMB depreciates against the U.S. Dollar, the value of our RMB revenues, earnings and assets as expressed in our U.S. Dollar financial statements will decline. We have not entered into any hedging transactions in an effort to reduce our exposure to foreign exchange risk.

*Inflation*

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenues if the selling prices of our products do not increase with these increased costs.

**ITEM 4T.**

**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, 2009 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, 2009, 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**

None.

**ITEM 3.**

**DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4.**

**SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**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.**

*/s/ William Yan Sui Hui*  
William Yan Sui Hui, Chief Executive Officer  
(Principal executive officer)

Dated: January 21, 2011

*/s/ Cheung Wai Hung, Eddie*  
Cheung Wai Hung, Eddie, Chief Financial Officer (Principal  
financial officer)

Dated: January 21, 2011

