



**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)

(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  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 May 20, 2015 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 March 31, 2015**

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### **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 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.**

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**(UNAUDITED)**

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**INNOCOM TECHNOLOGY HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**AS OF MARCH 31, 2015 AND DECEMBER 31, 2014**

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

	March 31, 2015 (Unaudited)	December 31, 2014 (Audited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,394	\$ 2,492
Prepayments and other receivables	1,548	1,547
<b>TOTAL ASSETS</b>	<b>\$ 3,942</b>	<b>\$ 4,039</b>
<b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>		
Current liabilities:		
Accounts payable	\$ 89,708	\$ 89,402
Amount due to a related party	236,073	200,682
Other payables and accrued liabilities	166,899	150,473
Total current liabilities	492,680	440,557
Commitments and contingencies		
Stockholders' deficit:		
Common stock, \$0.001 par value; 490,000,000 shares authorized; 220,631,841 shares issued and outstanding as of March 31, 2015 and December 31, 2014	220,632	220,632
Additional paid-in capital	12,200,509	12,200,509
Accumulated other comprehensive income	276,681	286,884
Accumulated deficit	(13,186,560)	(13,144,543)
Total stockholders' deficit	(488,738)	(436,518)
<b>TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT</b>	<b>\$ 3,942</b>	<b>\$ 4,039</b>

See accompanying notes to condensed consolidated financial statements.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF**  
**OPERATIONS AND COMPREHENSIVE INCOME**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
(Currency expressed in United States Dollars ( US\$ ), except for number of shares)  
(Unaudited)

	Three months ended March 31,	
	2015	2014
<b>Revenues, net:</b>	\$ -	\$ -
<b>Cost of revenue</b>	-	-
<b>Gross profit</b>	-	-
Operating expenses:		
General and administrative	42,017	39,643
Total operating expenses	42,017	39,643
<b>LOSS BEFORE INCOME TAXES</b>	(42,017)	(39,643)
Income tax expense	-	-
<b>NET LOSS</b>	\$ (42,017)	\$ (39,643)
Other comprehensive income:		
- Foreign currency translation (loss) gain	(10,203)	23,082
<b>COMPREHENSIVE LOSS</b>	\$ (52,220)	\$ (16,561)
Net loss per share Basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding Basic and diluted	220,631,841	220,631,841

See accompanying notes to condensed consolidated financial statements.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014**  
**(Currency expressed in United States Dollars ( US\$ ))**

**(Unaudited)**

	Three months ended March 31,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net loss	\$ (42,017)	\$ (39,643)
Change in operating assets and liabilities:		
Prepaid expenses and other receivables	(1)	(30,903)
Other payables and accrued liabilities	16,732	23,863
Net cash provided by (used in) operating activities	(25,286)	(46,683)
<b>Cash flows from financing activities:</b>		
Advances from a related party	35,391	40,854
Net cash provided by financing activities	35,391	40,854
Effect of exchange rate changes on cash and cash equivalents	(10,203)	(5)
Net change in cash and cash equivalents	(98)	(5,834)
<b>CASH AND CASH EQUIVALENT, BEGINNING OF PERIOD</b>	<b>2,492</b>	<b>8,081</b>
<b>CASH AND CASH EQUIVALENT, END OF PERIOD</b>	<b>\$ 2,394</b>	<b>\$ 2,247</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

See accompanying notes to condensed consolidated financial statements.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2015**

(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 income	Accumulated deficit	
Balance as of January 1, 2015	220,631,841	\$ 220,632	\$ 12,200,509	\$ 286,884	\$(13,144,543)	\$(436,518)
Net loss for the period	-	-	-	-	(42,017)	(42,017)
Foreign currency translation adjustment	-	-	-	(10,203)	-	(10,203)
Balance as of March 31, 2015	220,631,841	\$ 220,632	\$ 12,200,509	\$ 276,681	\$(13,186,560)	\$(488,738)

See accompanying notes to condensed consolidated financial statements.



**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2015**

**(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, 2014 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 March 31, 2015 are not necessarily indicative of the results to be expected for the entire fiscal year ending December 31, 2015 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, 2014.

**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.

We are a shell company with no or nominal operations. We are actively considering various acquisition targets and other business opportunities. We hope 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 period ended March 31, 2015, the Company has experienced a continuous loss of \$42,017 with an accumulated deficit of \$13,186,560 as of that date. The continuation of the Company as a going concern through March 31, 2015 is dependent upon the continued financial support from its stockholders. Management believes this funding will continue, and is also actively seeking new investors. Management believes the existing stockholders 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.

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.

### **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

The Company has ceased all of its business and is currently considered as a shell company.

**INNOCOM TECHNOLOGY HOLDINGS, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2015**

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

**(Unaudited)**

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 six months ended June 30, 2015. 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.

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 addition