

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended September 30, 2016
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission file number: 000-22711**

**LOGICQUEST TECHNOLOGY, INC.**

*(Exact name of registrant as specified in its charter)*

**Nevada**  
*(State or other jurisdiction of  
incorporation or organization)*

**76-0640970**  
*(I.R.S. Employer  
Identification No.)*

**5 Independence Way, Suite 300, Princeton, NJ, U.S.A.**  
*(Address of principal executive offices)*

**08540**  
*(Zip Code)*

**Registrant's telephone number, including area code 609-514-5136**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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, a non-accelerated filer, or a smaller reporting company. See the definitions in of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

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

### **APPLICABLE ONLY TO CORPORATE ISSUERS**

On November 14, 2016, the registrant had outstanding 2,301,968 shares of Common Stock, \$0.001 par value per share.

---

---

## **TABLE OF CONTENTS**

### **PART I. FINANCIAL INFORMATION**

#### **ITEM 1. FINANCIAL STATEMENTS 1**

##### **Unaudited Financial Statements**

##### **Balance Sheets as of September 30, 2016 and December 31, 2015 1**

##### **Statements of Operations for the nine months ended September 30, 2016 and 2015 2**

##### **Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 3**

##### **Notes to Financial Statements 4**

#### **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 6**

#### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK 10**

#### **ITEM 4. CONTROLS AND PROCEDURES 10**

## PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS	11
ITEM 1A. RISK FACTORS	11
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	11
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	11
ITEM 4. MINE SAFETY DISCLOSURES	11
ITEM 5. OTHER INFORMATION	11
ITEM 6. EXHIBITS	11
SIGNATURES	12

---

## PART I. FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS

#### LOGICQUEST TECHNOLOGY, INC. BALANCE SHEETS

	September 30, 2016 (Unaudited)	December 31, 2015
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents	\$—	\$—
Prepaid expenses and other current assets	7,798	29,032
Total current assets	7,798	29,032
Intangible assets, net	16,693	—

Total assets	<u>\$24,491</u>	<u>\$29,032</u>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current liabilities:		
Accrued liabilities	\$2,453,277	\$2,197,507
Due to related party	306,634	204,587
Note payable	<u>1,337,600</u>	<u>1,337,600</u>
Total current liabilities	<u>4,097,511</u>	<u>3,739,694</u>
Stockholders' deficit:		
Undesignated preferred stock, \$.001 par value, 9,999,942 shares authorized, none issued and outstanding	—	—
Series C Convertible Non-Redeemable preferred stock, \$.001 par value, 48 shares authorized, issued and outstanding at September 30, 2016 and December 31, 2015; \$12,500 per share liquidation preference (\$600,000 aggregate liquidation preference at September 30, 2016)	—	—
Series D Convertible Non-Redeemable preferred stock, \$.001 par value, 10 shares authorized, issued and outstanding at September 30, 2016 and December 31, 2015; \$8,725 per share liquidation preference (\$87,250 aggregate liquidation preference at September 30, 2016)	—	—
Common stock, \$0.001 par value, 200,000,000 shares authorized, 2,301,968 shares issued and outstanding at September 30, 2016 and December 31, 2015	2,302	2,302
Additional paid-in capital	22,487,937	22,487,937
Accumulated deficit	<u>(26,563,259)</u>	<u>(26,200,901)</u>
Total stockholders' deficit	<u>(4,073,020 )</u>	<u>(3,710,662 )</u>
Total liabilities and stockholders' deficit	<u>\$24,491</u>	<u>\$29,032</u>

See accompanying notes to unaudited financial statements

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Operating expenses				
Selling, general and administrative expenses	\$40,266	\$39,702	\$121,740	\$113,431
Loss from operations	<u>(40,266 )</u>	<u>(39,702 )</u>	<u>(121,740 )</u>	<u>(113,431 )</u>
Interest expense	<u>(80,573 )</u>	<u>(80,573 )</u>	<u>(240,618 )</u>	<u>(240,068 )</u>
Net loss	<u><u>\$(120,839 )</u></u>	<u><u>\$(120,275 )</u></u>	<u><u>\$(362,358 )</u></u>	<u><u>\$(353,499 )</u></u>
Net loss per share – basic and diluted	\$ (0.05 )	\$ (0.05 )	\$ (0.16 )	\$ (0.15 )
Basic and diluted weighted average shares outstanding	2,301,968	2,301,849	2,301,968	2,301,849

See accompanying notes to unaudited financial statements

**LOGICQUEST TECHNOLOGY, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**  
**UNAUDITED**

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$ (362,358 )	\$ (353,499 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	1,313	—
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	3,228	(20,335 )

Accrued liabilities	357,817	373,834
Net cash used in operating activities	—	—
Net decrease in cash and cash equivalents	—	—
Cash and cash equivalents at beginning of period	—	—
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ —</u>
Supplemental information:		
Cash paid for interest	<u>\$ —</u>	<u>\$ —</u>
Cash paid for income taxes	<u>\$ —</u>	<u>\$ —</u>
Non-cash transactions:		
Reclassification of prepaid expenses to intangible assets	<u>\$ 18,006</u>	<u>\$ —</u>
Operating expenses directly paid by related party	<u>\$ 102,047</u>	<u>\$ 133,148</u>

See accompanying notes to unaudited financial statements

---

**LOGICQUEST TECHNOLOGY, INC.  
NOTES TO FINANCIAL STATEMENTS  
UNAUDITED**

**1. BASIS OF PRESENTATION**

The accompanying unaudited interim financial statements of Logicquest Technology, Inc. (“we”, “our”, “Logicquest” or the “Company”), have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in Logicquest's Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which substantially duplicate the disclosure contained in the audited financial statements for the year ended December 31, 2015 as reported in the Form 10-K have been omitted.

**2. GOING CONCERN CONSIDERATIONS**

During the nine months ended September 30, 2016, Logicquest has been unable to generate cash flows sufficient to support its operations and has been dependent on debt raised from a related party and an independent third party. In addition to negative cash flow from operations, Logicquest has experienced recurring net losses, and has a negative working capital and shareholders' deficit.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if Logicquest is unable to continue as a going concern.

### **3. RECLASSIFICATIONS**

Certain prior year amounts have been reclassified to conform to the current period presentation. These reclassifications had no impact on net earnings and financial position.

### **4. DUE TO RELATED PARTY**

The due to related party is summarized below:

	<u>9/30/2016</u>	<u>12/31/2015</u>
Fees paid by Logicquest Technology Limited, a company controlled by the Company's Chief Financial Officer, Cheng Yew Siong, on behalf of the Company	<u>\$ 306,634</u>	<u>\$ 204,587</u>

### **5. INTANGIBLE ASSETS**

The following table presents the detail of intangible assets for the periods presented:

	<u>9/30/2016</u>	<u>12/31/2015</u>
Trademarks		
Gross Carrying Value	\$18,006	\$—
Less: Accumulated Amortization Total	(1,313 )	—
Trademarks, net	<u>\$16,693</u>	<u>\$—</u>

### **6. COMMITMENTS AND CONTINGENCIES**

On May 27, 2016, the Company entered into an agreement for the lease of a virtual office in Princeton, NJ for monthly rental of \$155. The lease began on May 12, 2016 and will expire on either party's termination.

**LOGICQUEST TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**UNAUDITED**

**7. SUBSEQUENT EVENTS**

On March 31, 2016, the Company entered into a Memorandum of Understanding/Letter of Intent with Logicquest Technology Limited, pursuant to which the Company intended to effect a business combination (the "Transaction"). The Transaction was to be effected in one of several ways, whether by asset acquisition, by merger of Logicquest Technology Limited and the Company, or by share purchase whereby the Company would purchase the shares of Logicquest Technology Limited from its shareholders for cash and/or for shares of the Company. On July 22, 2016, the Company and Logicquest Technology Limited agreed to extend the closing deadline stipulated in the Letter of Intent from June 30, 2016 to October 31, 2016. On October 31, 2016 the Letter of Intent expired prior to the completion of a definitive agreement to complete the Transaction. As at the date of this report, we have no additional plans to pursue a business combination with Logicquest Technology Limited.

---

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS**

**FORWARD LOOKING STATEMENT**

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's 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 these forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United



States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our unaudited financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. All references to “common shares” refer to the common shares in our capital stock.

The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.

As used in this quarterly report, the terms “we”, “us”, “our” and “our company” mean Logicquest Technology, Inc., unless otherwise indicated.

## **General Overview**

We were originally incorporated as Solis Communications, Inc. on July 23, 2001 and adopted a name change to Crescent Communications Inc. upon completion of a reverse acquisition of Berens Industries, Inc. In 2004, we changed our name to Bluegate Corporation. On March 19, 2015, we changed our name to Logicquest Technology, Inc.

We are a Nevada corporation that previously consisted of the networking service (carrier/circuit) business, which provided internet connectivity to corporate clients on a subscription basis; essentially operating as a value added provider. During May 2014 our board of directors authorized an orderly wind down of our company's internet connectivity business which ceased effective June 30, 2014.

## **Our Current Business**

We were previously engaged in the networking service (carrier/circuit) business that provides internet connectivity to corporate clients on a subscription basis; essentially operating as a value added provider. During May 2014 our board of directors authorized an orderly wind down our company's internet connectivity business which ceased effective June 30, 2014.

On March 31, 2016, our company entered a memorandum of understanding/letter of intent (“**MOU**”) with Logicquest Technology Limited pursuant to which we intended to effect a business combination (the “**Transaction**”). The Transaction was to be effected in one of several different ways, including by asset acquisition, by merger of our company and Logicquest Technology Limited, or by share purchase whereby we would purchase the shares of Logicquest from its shareholders for cash and/or for shares of our company.

The MOU provided that we would pay an aggregate of USD\$3,000,000 to the shareholders of Logicquest Technology Limited for all issued and outstanding share of Logicquest Technology Limited, payable as follows:

- (a) \$1,000,000 on closing of the Transaction;
- (b) \$1,000,000 six months from closing of the Transaction; and
- (c) \$1,000,000 on the first anniversary of the closing of the Transaction.

The MOU further provided that the parties would enter into a definitive agreement to complete the Transaction by June 30, 2016. The definitive agreement was to contain provisions that are customary for a transaction of this nature, including, but not be limited to,

- (a) approvals of the boards of directors of Logicquest and us and shareholders of Logicquest;
- (b) obtaining all required consents of third parties;
- (c) completion of all required audited and unaudited financial statements of Logicquest, prepared in accordance with US GAAP and audited and by a PCAOB registered audit firm;
- (d) no adverse material change in the business or financial condition of Logicquest or us since the execution of the Transaction Agreement; and
- (e) closing of Transaction by June 30, 2016.

On July 22, 2016 we entered into a letter of agreement with Logicquest Technology to extend the deadline for closing the Transaction from June 30, 2016 to October 31, 2016. On October 31, 2016 the Letter of Intent expired prior to the completion of a definitive agreement to complete the Transaction.

As at the date of this report, we have no additional plans to pursue a business combination with Logicquest Technology Limited. Our management intends to seek and evaluate opportunities to create value for our shareholders through merger or acquisition.

## **Results of Operations**

### *Three and Nine Months Ended September 30, 2016 compared to the Three and Nine Months Ended September 30, 2015*

We had a net loss of \$362,358 for the nine month period ended September 30, 2016, which was \$8,859 more than the net loss of \$353,499 for the nine month period ended September 30, 2015. The change in our results over the two periods is a result of an increase in selling, general and administrative expenses.

The following table summarizes key items of comparison and their related increase for the three and nine month periods ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	Nine Months Increase 2016 from 2015
Revenue	\$—	\$—	\$—	\$—	\$—
Selling, general and administrative expenses	40,266	39,702	121,740	113,431	8,309
Loss from operations	(40,266 )	(39,702 )	(121,740 )	(113,431 )	8,309
Interest expense	(80,573 )	(80,573 )	(240,618 )	(240,068 )	550
Net loss	<u>\$(120,839 )</u>	<u>\$(120,275 )</u>	<u>\$(362,358 )</u>	<u>\$(353,499 )</u>	<u>\$8,859</u>

#### *Revenue*

We have not earned any revenues during the quarter of September 30, 2016 and we do not anticipate earning revenues in the upcoming quarter.

#### **Liquidity and Capital Resources**

As of September 30, 2016, our cash and cash equivalents were nil; total current liabilities were \$4,097,511 and total stockholders' deficit was \$4,073,020.

#### *Working Capital*

	At September 30, 2016	At December 31, 2015
Current assets	\$7,798	\$29,032
Current liabilities	4,097,511	3,739,694
Working capital	<u>\$(4,089,713)</u>	<u>\$(3,710,662)</u>

We anticipate generating losses and, therefore, may be unable to continue operations further in the future.

---

#### **Financial Condition**

Nine Months Ended September 30	Increase (Decrease) 2016 from 2015
<u>2016</u>	<u>2015</u>

Net cash (used in) operating activities	\$	—	\$	—	\$	—
Net cash provided by financing activities		—		—		—
Net decrease in cash during period	\$	—	\$	—	\$	—
Cash balance at end of period		—		—		—

### *Operating Activities*

Net cash used in operating activities during the nine months ended September 30, 2016 was nil and nil during the nine months ended September 30, 2015.

### *Financing Activities*

Cash provided by financing activities during the nine months ended September 30, 2016 was nil and nil during the nine months ended September 30, 2015.

To date we have relied on proceeds from the sale of our shares and on loans from officers and directors, related companies and an independent third party in order to sustain our basic, minimum operating expenses; however, we cannot guarantee that we will secure any further sales of our shares or that our officers and directors, related companies or the independent third party will provide us with any future loans. We intend to use debt to cover the anticipated negative cash flows until we can operate at a break-even cash flow mode. We may seek additional capital to fund potential costs associated with possible expansion and/or acquisitions. We believe that future funding may be obtained from public or private offerings of equity securities, debt or convertible debt securities, or other sources. Stockholders should assume that any additional funding will likely be dilutive.

We are not aware of any known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in our liquidity increasing or decreasing in any material way.

### **Future Financings**

We anticipate continuing to rely on loans from a related company. We may obtain funding through equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned business activities.

We presently do not have any arrangements for additional financing for the expansion of our exploration operations, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with our plan of operations.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses,

results of operations, liquidity, and capital expenditures or capital resources that are material to stockholders.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon financial statements which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate these estimates. We base our estimates on historical experience and on assumptions that are believed to be reasonable. These estimates and assumptions provide a basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, and these differences may be material.

We believe that the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements.

#### *Revenue Recognition*

Our company's internet connectivity business ceased effective June 30, 2014. Our company has currently no business.

#### *Stock-Based Compensation*

Accounting Standard 718, "Accounting for Stock-Based Compensation" ("ASC 718") established financial accounting and reporting standards for stock-based employee compensation plans. It defines a fair value based method of accounting for an employee stock option or similar equity instrument. In January 2006, we implemented ASC 718, and accordingly, we account for compensation cost for stock option plans in accordance with ASC 718.

We account for share based payments to non-employees in accordance with ASC 505-50 "Accounting for Equity Instruments Issued to Non-Employees for Acquiring, or in Conjunction with Selling, Goods or Services".

#### *Derivative Financial Instruments*

We do not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income. For option-based derivative financial instruments, we use the Black-Scholes option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

### Going Concern

We remain dependent on outside sources of funding for continuation of our operations. Our independent registered public accounting firm issued a going concern qualification in their report dated March 30, 2016 (included in our annual report on Form 10-K for the year ended December 31, 2015), which raises substantial doubt about our ability to continue as a going concern.

During the nine months ended September 30, 2016 and the year ended December 31, 2015, we have been unable to generate cash flows sufficient to support our operations and have been dependent on debt raised from a related party.

During the nine months ended September 30, 2016 and 2015, we experienced negative financial results as follows:

	Nine Months Ended September 30,	
	2016	2015
Net loss	\$ (362,358)	\$ (353,499)
Negative working capital	(4,089,713)	(3,577,734)
Stockholders' deficit	(4,073,020)	(3,577,734)

---

These factors raise substantial doubt about our ability to continue as a going concern. The financial statements contained herein do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should we be unable to continue in existence. Our ability to continue as a going concern is dependent upon our ability to generate sufficient cash flows to meet our obligations on a timely basis, to obtain additional financing as may be required, and

ultimately to attain profitable operations. However, there is no assurance that profitable operations or sufficient cash flows will occur in the future.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **ITEM 4. CONTROLS AND PROCEDURES**

Evaluation of disclosure controls and procedures.

We are required to maintain “disclosure controls and procedures” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. In designing and evaluating our disclosure controls and procedures, our management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Based on their evaluation as of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective such that the information relating to our company, required to be disclosed in our Securities and Exchange Commission reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure as a result of continuing weaknesses in our internal control over financial reporting.

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015, based on management’s assessment of the effectiveness of our internal controls over financial reporting, management concluded that our internal controls over financial reporting were not effective as of December 31, 2015, due to insufficiently qualified accounting and other finance personnel with an appropriate level of U.S. GAAP knowledge and experience. Management believes that our lack of experience with U.S. GAAP constitutes a material weakness in our internal control over financial reporting. Until such time, if ever, that we remediate the material weakness in our internal control over financial reporting we expect that the material weaknesses in our disclosure controls and procedures will continue.

Changes in internal control over financial reporting.

There was no change in the Company’s internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the quarter ended September

30, 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We know of no material, active or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **ITEM 1A. RISK FACTORS**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5. OTHER INFORMATION**

On March 31, 2016, the Company entered into a Letter of Intent with Logicquest Technology Limited, pursuant to which the Company intended to effect a business combination (the "Transaction"). On July 22, 2016, the Company and Logicquest Technology Limited agreed to



extend the closing deadline stipulated in the Letter of Intent from June 30, 2016 to October 31, 2016. On October 31, 2016 the Letter of Intent expired prior to the completion of a definitive agreement to complete the Transaction.

## ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Name</u>
3.1	Articles of incorporation (incorporated by reference to Form SB-2 filed June 3, 2005 as Exhibit 3.1).
3.2	Bylaws (incorporated by reference to Form SB-2 filed June 3, 2005 as Exhibit 3.2).
10.1	Memorandum of Understanding between our company and Logicquest dated March 31, 2016 (incorporated by reference to our Current Report on Form 8-K filed on April 7, 2016 as Exhibit 10.1).
31.1	CERTIFICATION REQUIRED BY RULE 13a - 14(a) OR RULE 15d - 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 OF THE CHIEF EXECUTIVE OFFICER
31.2	CERTIFICATION REQUIRED BY RULE 13a - 14(a) OR RULE 15d - 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 OF THE CHIEF FINANCIAL OFFICER AND PRINCIPAL ACCOUNTING OFFICER
32.1	CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350), OF THE CHIEF EXECUTIVE OFFICER
32.2	CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350), OF THE CHIEF FINANCIAL OFFICER AND PRINCIPAL ACCOUNTING OFFICER
101	XBRL

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Logicquest Technology, Inc.

Date: November 14, 2016

By: /s/ Ang Woon Han  
Ang Woon Han  
Director, Chief Executive Officer and  
President

Date: November 14, 2016

Logicquest Technology, Inc.

By: /s/ Cheng Yew Siong  
Cheng Yew Siong  
Director, Chief Financial Officer and  
Principal Accounting Officer