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**U. S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2016

**TRANSITION REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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

*Commission File Number: 000-54107*

**COLORSTARS GROUP**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

06-1766282

(I.R.S. Employer  
Identification No.)

10F, No. 566 Jung Jeng Rd. Sindian City, New Taipei City 231, Taiwan, R.O.C.  
(Address of principal executive offices)

(949) 336-6161

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 website, 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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer," "non-accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
Emerging growth

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Check whether the issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 22, 2018, there were 102,274,515 shares of common stock, par value \$0.001, issued and outstanding.

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**COLORSTARS GROUP**  
**FORM 10-Q**  
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**COLORSTARS GROUP**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

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**PART I – FINANCIAL INFORMATION**

**Item 1 Financial Statements**

**COLORSTARS GROUP**  
**CONSOLIDATED BALANCE SHEETS**  
 June 30, 2016(Unaudited) and December 31, 2015(Audited)

	June 30, 2016	December 31, 2015
<u>Assets</u>		
Current assets:		
Cash and equivalents	\$ 116,264	\$ 24,129
Accounts receivable, net of allowance for doubtful accounts of \$166,457 at June 30, 2016 and \$228,134 at December 31, 2015	3,240	21,856
Prepaid expenses and other current assets	60,578	37,349
Total current assets	180,082	83,334
Equipment, net of accumulated depreciation	51,750	62,864
Other assets	12,282	15,005
Total assets	\$ 244,114	\$ 161,203
<u>Liabilities and stockholders' equity</u>		
Current liabilities:		
Short term loan	\$ 526,111	\$ 517,600
Accounts payable		
Including due to related party of \$7,005 at June 30, 2016	59,510	152,142
Advance from shareholder	70,000	20,000
Accrued expenses	12,358	12,997
Other current liabilities	4,399	9,060
Current portion of long term loan	72,789	-
Total current liabilities	745,167	711,799
Long term loan	111,536	-
Total liabilities	\$ 856,703	\$ 711,799
Commitments and contingencies		
Stockholders' equity		
Common Stock –Par Value \$0.001 67,448,890 shares issued and outstanding, 450,000,000 shares are authorized at June 30, 2016 and December 31, 2015	67,449	67,449
Additional paid in capital	3,112,230	3,112,230
Accumulated other comprehensive income	182,686	171,537
Accumulated deficit	(3,974,954)	(3,901,812)
Total stockholders' equity	(612,589)	(550,596)
Total liabilities and stockholders' equity	\$ 244,114	\$ 161,203

*The accompanying notes are an integral part of the consolidated financial statements.*

**COLORSTARS GROUP**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(UNAUDITED)**

	Three months ended June 30,	
	2016	2015
Net sales	\$ 82,785	\$ 380,874
Cost of goods sold	58,385	414,467
Gross profit	24,400	(33,593)
Operating expenses		
Selling, general and administrative	73,060	95,353
Bad debt Selling	-	5,091
Rent	11,138	17,148
Depreciation & Amortization	7,330	6,802
Research and development	-	715
Total operating expenses	91,528	125,109
Loss from operations	(67,128)	(158,702)
Other expenses		
Interest expense (net)	(2,283)	(2,636)
Loss on foreign exchange, net	(2,192)	(6,424)
Loss before income tax	(71,603)	(167,762)
Income tax provision	-	677
Net loss	(71,603)	(167,085)
Other comprehensive loss:		
Foreign currency translation gain	2,274	84,351
Comprehensive loss	\$ (69,329)	\$ (82,734)
Earnings per share attributable to common stockholders:		
Basic and diluted per share	\$ 0.00	\$ 0.00
Weighted average shares outstanding:		
Basic and diluted	67,448,890	67,448,890

*The accompanying notes are an integral part of the consolidated financial statements.*

**COLORSTARS GROUP**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(UNAUDITED)**

	Six months ended June 30,	
	2016	2015
Net sales	\$ 205,322	\$ 570,489
Cost of goods sold	140,754	498,177
Gross profit	64,568	72,312
Operating expenses		
Selling, general and administrative	146,125	204,371
Bad debt Selling	-	2,520
Rent	21,977	37,072
Depreciation & Amortization	15,826	13,274
Research and development	-	705
Total operating expenses	183,928	257,942
Loss from operations	(119,360)	(185,630)
Other income (expenses)		
Interest expense (net)	(4,554)	(5,892)
Loss on foreign exchange	(13,384)	(18,782)
Bad debt recovery	64,156	-
Other, net	-	533
Loss before income tax	(73,142)	(209,771)
Income tax provision	-	9,087
Net loss	(73,142)	(200,684)
Other comprehensive loss:		
Foreign currency translation gain	11,149	54,951
Comprehensive loss	\$ (61,993)	\$ (145,733)
Earnings per share attributable to common stockholders:		
Basic and diluted per share	\$ 0.00	\$ 0.00
Weighted average shares outstanding:		
Basic and diluted	67,448,890	67,448,890

*The accompanying notes are an integral part of the consolidated financial statements.*

**COLORSTARS GROUP**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(UNAUDITED)

	For six months ended June 30,	
	2016	2015
<b>Cash flows from operating activities</b>		
Net (loss)	\$ (73,142)	\$ (200,684)
Depreciation	15,826	13,274
Provision for doubtful accounts	-	2,520
Bad debt recovery	(64,156)	-
Changes in operating assets and liabilities:		
Accounts receivable	82,772	294,182
Inventories	-	44,807
Prepaid expenses and other current assets	(24,351)	(7,366)
Accounts payable	(92,632)	(210,234)
Accrued expenses	(639)	(5,236)
Receipts in advance and other current liabilities	(4,661)	63,651
	(160,983)	(5,086)
<b>Cash flows from investing activities</b>		
Addition to fixed assets	-	(10,175)
	-	(10,175)
<b>Cash flows from financing activities</b>		
Advance from shareholder	50,000	20,000
Increase (decrease) in long-term loans	184,325	-
	234,325	20,000
Effect of exchange rate changes on cash and cash equivalents	18,793	27,864
Net increase in cash and cash equivalents	92,135	32,603
Beginning cash and cash equivalents	24,129	75,397
Ending cash and cash equivalents	\$ 116,264	\$ 108,000
<b>Supplemental disclosure of cash flow information</b>		
Cash paid during the period for:		
Interest	\$ 4,573	\$ 5,921
Tax paid	\$ -	\$ (3)

*The accompanying notes are an integral part of the consolidated financial statements.*

**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 1 – Nature of Business and Basis of Presentation**

**Nature of Business** – Circletronics Inc., now ColorStars Group (“the Company”), was incorporated in Canada on January 21, 2005. Circletronics Inc.- was redomiciled to Nevada and its name changed to ColorStars Group on November 3, 2005. ColorStars Group owns 100% of the shares of ColorStars Inc.

Color Stars Inc. (“Color Stars TW”, “the Subsidiary”) was incorporated as a limited liability company in Taiwan, Republic of China in April 2003 and commenced its operations in May 2003. The Company through its wholly owned Subsidiary was primarily engaged in manufacturing, designing and selling light-emitting diode and lighting equipment until 2018.

The Company intends to change its business model into a holding company due to environmental changes at 2018 adversely affecting the LED lighting market. The Company’s business model commencing in 2018 is to acquire various operating companies. There is no assurance that the Company will be able to acquire any operating companies.

**Basis of Presentation** - The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for a complete presentation of the financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair statement of the financial position, results of operations and cash flows for the three and six months ended June 30, 2016 and 2015 have been included. Operating results for the three and six months ended June 30, 2016 are not necessarily indicative of the results to be expected for any subsequent interim period or for the year ending December 31, 2016. The balance sheet at December 31, 2015 included herein was derived from the consolidated financial statements included in the Company’s Annual Report on Form 10-K as of that date. Accordingly, the consolidated financial statements included herein should be reviewed in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission (“SEC”) on April 14, 2016. Some reported amounts have been reclassified to conform to current-period presentation, although no net effect on the previously-reported financial information

**Basis of Consolidation** - The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated.

**Note 2 - Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has negative working capital of \$565,085 and an accumulated deficit of \$3,974,954 as of June 30, 2016, and it reported net losses for past two years. These factors, among others, 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 the Company is unable to continue as a going concern. The Company needs to raise additional capital from external sources or from shareholder loans to support it operation. There is no assurance that the Company will be able to obtain any additional or obtain additional funding with acceptable terms.



**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 3 - Concentration of Risk**

For the six months ended June 30, 2016, products sold to largest customers accounted for approximately 59% of total revenue. Products purchased from three suppliers accounted for approximately 56%, 18% and 17% of the total purchases during the six months ended June 30, 2016.

For the six months ended June 30, 2015, products sold to two customers accounted for approximately 58% and 15% of total revenue. Products purchased from three suppliers accounted for approximately 30%, 17% and 15% of the total purchases during the six months ended June 30, 2015.

**Note 4 - Long Term Investments**

	June 30, 2016	December 31, 2015
<b>Cost-method investment – Anteya Technology Corp</b>		
Carrying value of investment at the beginning	\$ -	\$ 137,767
Exchange difference	-	(24,590)
Loss on impairment of investments		(113,177)
	-	-
Carrying value at the end	-	-
Net value	\$ -	\$ -

The Company adopted the provisions of ASC 820, which require us to determine the fair value of financial assets and liabilities using a specified fair-value hierarchy. The objective of the fair-value measurement of our financial instruments is to reflect the hypothetical amounts at which we could sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date (exit price). ASC 820 describes three levels of inputs that may be used to measure fair value, as follows:

Level 1 value is based on observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 value is based on inputs other than quoted market prices included in Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3 values are driven by models with one or more significant inputs or significant value drivers that are unobservable.

Anteya Technology Corp (Anteya) is a private company incorporated in Taiwan. The equity interest held by the Company is 13.68% on June 30, 2016.

The unaudited financial information of Anteya Technology Corp. as of June 30, 2016 and December 31, 2015 and for the six months ended June 30, 2016 and 2015 (in US dollars) are as follows:

**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 4 - Long Term Investments (continued)**

Anteya Technology ceased operations in April 2017 and, as a result, no future economic benefit was considered realizable by the Company and, as a result, the investment was fully impaired in the year ended December 31, 2015.

Fin-Core (holding roughly 57,000 shares) had no actual operating behavior and had deducted by full impairment.

Balance sheet	June 30, 2016	December 31, 2015
Current assets	\$ 4,553,165	\$ 3,849,571
Non-current assets	840,079	723,833
<b>Total assets</b>	<b>5,393,244</b>	<b>4,573,404</b>
Current liabilities	2,490,398	1,361,178
Non-current liabilities	1,579,745	1,590,979
Stockholders' equity	1,323,101	1,621,247
<b>Total stockholders' equity and liabilities</b>	<b>5,393,244</b>	<b>\$ 4,573,404</b>

  

Statement of operation	Six months ended June 30,	
	2016	2015
Net sale	\$ 1,249,974	\$ 1,451,200
Cost of goods sold	(1,107,439)	(1,301,373)
Gross profit	142,535	149,827
Operating and non-operating expenses	(510,730)	(572,061)
<b>Net profit (loss)</b>	<b>\$ (368,195)</b>	<b>\$ (422,234)</b>

**Note 5- Inventory**

Inventories stated at the lower of cost or market value are as follows:

	June 30, 2016	December 31, 2015
Finished goods	\$ 745,891	\$ 742,003
Allowance for Inventory Valuation and Obsolescence Losses	(745,891)	(742,003)
<b>Total</b>	<b>\$ -</b>	<b>\$ -</b>

**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 5- Inventory (continued)**

The Company decided to shift in operational focus and that it was determined remaining inventory had little-to-no value, thus fully impaired at December 31, 2015.

**Note 6 - Income Taxes**

The Company is subject to U.S. federal income tax as well as income tax in states and foreign jurisdictions(Taiwan). For the major taxing jurisdictions, the tax years 2013 through 2015 remain open for state and federal examination. The Company believes assessments, if any, would be immaterial to its consolidated financial statements. With respect to the foreign jurisdiction, the Company is no longer subject to income tax audits for the year 2015 (inclusive).

The income tax provision information is provided as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Component of income (loss) before income taxes:				
United States	\$ (32,838)	\$ (210,663)	\$ (46,887)	\$ (236,276)
Foreign	(38,765)	43,578	(26,255)	35,592
Net loss	<u>\$ (71,603)</u>	<u>\$ (167,085)</u>	<u>\$ (73,142)</u>	<u>\$ (200,684)</u>
Provision for income taxes				
Current				
U.S. federal	-	-	-	-
State and local	-	-	-	-
Foreign	-	\$ 677	-	\$ 9,087
Income tax benefit(loss)	<u>\$ -</u>	<u>\$ 677</u>	<u>\$ -</u>	<u>\$ 9,087</u>

**Note 7 - Bank Short Term Debt**

	June 30, 2016	December 31, 2015
Short term loan	\$ 526,111	\$ 517,600

The Company signed revolving credit agreements with a lending institution. The interest rate on short-term borrowings outstanding as of June 30, 2016 is 1.80% per annum, as of December 31, 2015, interest rate is 1.94% per annum. The short term debt is secured by:

1. personal guarantee from directors
2. the realty property of spouse of directors

**Note 8 - Long Term Loan**

The Company signed sales with buyback agreement of 5 million New Taiwan Dollars (US\$154,750.85) with Chailease Finance Co., Ltd. in July 2016. The loan is amortized to 36 months and the monthly repayment amount is based on the remaining principal at the beginning of each 12 months. The interest rate is fixed at 6.37% per annum over the term of the agreement. For the first 12 months of the term the monthly repayment was \$196,000 NTD (US\$6,066.23) beginning in July 2016, and fixed for the next 12 months until June 2017. The monthly repayment was reduced to \$168,000 NTD (US\$5,199.63) beginning in July 2017, and fixed for the next 12 months until June 2018. However the company made an overall repayment of the remaining amounts due of \$2,283,954 NTD (US\$70,688.77) on Feb. 13, 2018 and terminated this loan agreement.

**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 9 - Geographic Information**

Product revenues for the six months ended June 30, 2016 and 2015 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Customers based in:				
Europe	\$ 28,998	\$ 110,361	\$ 69,864	\$ 108,879
Asia	5,980	10,885	7,847	198,147
United States	44,731	259,628	123,835	263,463
Others	3,076	-	3,776	-
	<u>\$ 82,785</u>	<u>\$ 380,874</u>	<u>\$ 205,322</u>	<u>\$ 570,489</u>

**Note 10 - Related Party Transactions**

The Company has recorded expenses for the following related party transactions for six months ended June 30, 2016 and 2015:

	Six months ended June 30,	
	2016	2015
Purchase from Anteya Technology Corp	\$ 68,706	\$ 56,661
Rent paid to Mr. Wei-Rur Chen	21,976	23,074

As of the balance sheet date indicated, the Company had the following receivable and liabilities recorded with respect to related party transactions:

	June 30, 2016	December 31, 2015
Anteya Technology Corp		
Due (to) from affiliate	\$ (7,005)	\$ 712
Mr. Wei-Rur Chen		
Payable to Shareholder	\$ (70,000)	\$ (20,000)

The Company leases office space from Mr. Wei-Rur Chen which the term for the agreement is from November 2015 to November 2020 with amount rent of \$45,000. Rent payments were \$21,976 and \$23,074 for the six months ended June 30, 2016 and 2015 respectively.

The Company conducted business with a related party company Anteya Technology Corp. The Company owns 13.68% of the outstanding common stock of Anteya Technology Corp as of June 30, 2016. All transactions were at market-based prices.

Mr. Wei-Rur Chen made various advances to the Company. The balance of advance was \$70,000 as of June 30, 2016. The advances are non-interest bearing and due on demand.

**COLORSTARS GROUP AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 10 - Commitments**

The company leases offices in Taiwan under operating leases. Minimum future rental payments due under non-cancelable operating leases with remaining terms at June 30, 2016 are as follows:

	For the year ended December 31,	
	2016	\$ 22,282
	2017	44,565
	2018	44,565
		\$ 111,412
Six months ended June 30,		
	2016	2015
Rent expenses	\$ 21,976	\$ 37,072

**Note 11 - Subsequent Events**

The Company evaluated all events subsequent to June 30, 2016 through the date of the issuance of the financial statements, there are no other significant or material transactions to be reported except as follows:

On June 14, 2016, the Public Company Accounting Oversight Board (“PCAOB”) issued an order, which among other things, revoked the PCAOB registration of Michael F. Albanese, CPA (“Albanese”), who had been the independent registered public accounting firm of the Company since December 29, 2005. As a result of that revocation, the Company could no longer include the audit report and consent of Albanese in its filings and other reports with the Securities and Exchange Commission. In light of the foregoing actions by the PCAOB, the Company deemed that Albanese would no longer be engaged as the Company’s independent registered public accounting firm. On July 11, 2016, the Company engaged Partiz & Company, P.A. (“Partiz”) as the Company’s independent registered public accounting firm.

Effective as of June 15, 2017, the Board of Directors of the Company determined to dismiss Partiz as the Company’s independent registered public accounting firm. On June 15, 2017, the Company engaged Anton & Chia, LLP (“Anton & Chia”) as the Company’s independent registered public accounting firm.

On October 5, 2017, the Company completed the sale of a total of 12,825,625 shares of Company common stock to 13 investors at a price per share of US \$0.0264 for a total of US \$337,961.13 in proceeds to the Company.

On November 13, 2017, the Company completed the sale of a total of 10,000,000 shares of Company common stock to 11 investors at a price per share of US \$0.033 for a total of US \$330,000 in proceeds to the Company.

Effective as of January 2, 2018, the Company dismissed Anton & Chia, LLP (“Anton & Chia”) as the Company’s independent registered public accounting firm. Anton & Chia did not issue any reports on the audited financial statements of the Company. On January 2, 2018, the Company engaged Fruci & Associates II, PLLC (“Fruci”) as the Company’s independent registered public accounting firm.

On February 5, 2018, the Company completed the sale of a total of 12,000,000 shares of Company common stock to 23 investors at a price per share of US \$0.034188 for a total of US \$410,256.38 in proceeds to the Company.

On February 14, 2018, Ms. Chiu Mei-Ying resigned as a Director and the Secretary of the Company. Her resignations were not the result of any disagreements with the Company. Effective February 21, 2018, the remaining two directors on the Board of Directors of the Company appointed Mr. Wilson Chen to the Board of Directors to fill the vacancy created by the resignation of Ms. Chiu Mei-Ying.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operation.

### Forward Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes”, “project”, “expects”, “anticipates”, “estimates”, “intends”, “strategy”, “plan”, “may”, “will”, “would”, “will be”, “will continue”, “will likely result”, and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

### Overview

#### (a) Business Overview

ColorStars Group (“we”, “us”, “our”, the “Company”) was initially incorporated in the Province of Ontario, Canada on January 21, 2005. On November 3, 2005, we converted to a Nevada corporation. We are a vertically integrated lighting company that develops light emitting diodes (“LED”) based lighting products for general consumer applications as well as LED lighting products for professional lighting installations. Our LED lighting application development activity ranges from LED packaging to optical lens and heat management, from retrofit LED lamps and bulbs to lighting fixtures designed for general and special lighting applications. The Company intends to change its business model into a holding company due to environmental changes in 2018 adversely affecting the LED lighting market. The Company’s business model commencing in 2018 is to acquire various operating companies. There is no assurance that the Company will be able to acquire any operating companies.

#### (b) Significant Business Transactions Overview

On July 24, 2005, we entered into an acquisition agreement with ColorStars, Inc., a Taiwanese corporation (“ColorStars Taiwan”), pursuant to which, on February 14, 2006, the shareholders of ColorStars Taiwan were issued shares of our Company in exchange for their shares of ColorStars Taiwan. This resulted in ColorStars Taiwan becoming a wholly owned subsidiary of the Company. Specifically, for each share of common stock outstanding of ColorStars Taiwan (1,500,000 shares of ColorStars Taiwan were issued and outstanding at such time), 20 shares of our common stock were issued in exchange for each such share (the aggregate of 30,000,000 shares of our common stock).

On March 20, 2009, ColorStars Taiwan acquired 50.4% of the outstanding common shares of Fin-Core Corporation, a Taiwanese corporation (“Fin-Core”) for a cash consideration of US \$468,262. This resulted in Fin-Core becoming a subsidiary of ours. The purchase price for the common shares of Fin-Core was determined through private negotiations between the parties and was not based upon any specific criteria of value. Fin-Core is principally engaged in the design and manufacturing of thermal management devices, the design and manufacturing of electrical and lighting devices and trade, and the import and export of electrical and lighting devices.

On July 7, 2010, ColorStars Taiwan sold 30.4% of its common shares of Fin-Core to Meiloon Industrial Co., Ltd., a publicly traded company on the Taiwan Stock Exchange, for a cash offering of US \$429,000. As a result of this transaction, ColorStars Taiwan owned only 20% of the outstanding common shares of Fin-Core.

On August 5, 2009, ColorStars Taiwan acquired a 51% equity interest in Jun Yee Industrial Co., Ltd., a Taiwanese corporation (“Jun Yee”) for a cash consideration of US \$536,000. The purchase price for the equity interest in Jun Yee was determined through private negotiations between the parties and was not based upon any specific criteria of value. Upon acquiring the equity interest, Jun Yee became a subsidiary of ours. The principal activity of Jun Yee is the manufacturing of LED light.

On November 26, 2010, ColorStars Taiwan entered into two related stock purchase agreements whereby ColorStars Taiwan sold all of its shares of Jun Yee common stock to Mr. Ming-Chun Tung and Ms. Ming-Fong Tung. Pursuant to the stock purchase agreement entered into with Mr. Ming-Chun Tung, ColorStars Taiwan sold 265,000 shares of its Jun Yee common stock to Mr. Ming-Chun Tung at a price per share of NTD \$23 (USD \$0.76) for a total purchase price of NTD \$6,095,000 (USD \$200,427). Furthermore, pursuant to the stock purchase agreement entered into with Ms. Ming-Fong Tung, ColorStars Taiwan sold 500,000 shares of its Jun Yee common stock to Ms. Ming-Fong Tung at a price per share of NTD \$23 (USD \$0.76) for a total purchase price of NTD \$11,500,000 (USD \$378,165). As a result of the transactions consummated above, Jun Yee is no longer our subsidiary.

In October 2011, Fin-Core decided to increase its capital by issuing 3,000,000 new shares at par value of NTD10 per share. The Company was entitled to subscribe for up to 600,000 shares for NTD 6,000,000. However, the Company chose not to participate in the subscription of any newly issued shares of Fin-Core. As a result, on November 4, 2011, the Company’s equity interest in Fin-Core decreased to 11.43% from 20% after issuance of 3,000,000 new shares.

On Dec. 20, 2012, Fin-Core Corporation decreased its total shares from 7,000,000 to 500,000. The Company’s invested cost and percentage of shareholding were unchanged after the share consolidation. The Company held 57,143 shares in Fin-Core after the consolidation.

On December 28, 2012, Fin-Core increased its total shares to 1,100,000 shares with a new capital injection. The Company decided to not participate in the new share subscription and kept its total shares at 57,143. As a result, on December 31, 2012, the Company’s equity interest in Fin-Core decreased to 5.19%. As a result of the consolidation and subsequent increase in outstanding shares, Fin-Core is no longer deemed our subsidiary.

In 2004, ColorStars, Inc. based in Taiwan acquired 20% of the outstanding common shares of Anteya Technology Corporation. Anteya provides the OEM service to us for the TRISTAR, EZSTAR, R4, LUXMAN, and HB series of product lines. On August 16, 2012, Anteya increased its share capital from 5,000,000 shares to 6,500,000 shares, and we subscribed for 300,000 additional shares at par value. The Company now holds a total of 1,300,000 shares in Anteya representing a total investment of NTD \$27,304,000 (USD \$910,492). The Company did not subscribe additional shares in Anteya when Anteya increased its outstanding shares from 6,500,000 shares to 9,500,000 shares. As a result, the Company’s equity position in Anteya decreased from 20% to 13.68% as of June 30, 2016.

On October 13, 2008 we acquired 2,800 shares in a German company, Phocos AG. On May 27, 2013, the Company sold its 2,800 shares of Phocos AG to MUUS Horizen Fund 1, LP for \$30 EU per share (\$84,000 EU in total). The Company has no remaining stake in Phocos AG.

(c) Material Transactions During the Reporting Period.

None.

## Results of Operations

### *Comparison of Three Months Ended June 30, 2016 to Three Months Ended June 30, 2015*

*Net Sales.* Net sales decreased to \$82,785 for the three months ended June 30, 2016, from \$380,874 for the three months ended June 30, 2015. The decrease in sales was due to global competition and lack of new products launching this period.

*Cost of Goods Sold.* Cost of goods sold decreased to \$58,385 for the three months ended June 30, 2016 from \$414,467 for the three months ended June 30, 2015. The decrease in cost of goods sold was primarily due to the decrease in overall sales.

*Gross Profit.* Gross profit increased to \$24,400 for the three months ended June 30, 2016 from (\$33,593) for the three months ended June 30, 2015. The increase in gross profit was primarily due to normal profit margin recovered from the inventory sold off in our US office in the same period of 2015.

*Gross Profit Percentage.* Gross profit percentage increased to 29.47% for the three months ended June 30, 2016 from -8.81% for the three months ended June 30, 2015. The increase in gross profit percentage was primarily due to high profit items movement during the period.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses decreased to \$73,060 for the three months ended June 30, 2016 from \$95,353 for the three months ended June 30, 2015. The decrease in selling, general and administrative expenses is primarily related to closing the California sales office.

*Research and Development Expenses.* Research and development (R&D) expenses decreased to \$0 for the three months ended June 30, 2016 as compared to \$715 for the three months ended June 30, 2015. The lack of research and development expenditure was due to overall lack of profitability.

*Depreciation and Amortization.* Depreciation and amortization increased to \$7,330 for the three months ended June 30, 2016 from \$6,802 for the three months ended June 30, 2015. The increase in depreciation and amortization was mainly due to new installation of air conditioning system in our Taipei office.

*Interest Expense.* Interest expense decreased to (\$2,283) for the three months ended June 30, 2016 from (\$2,636) for the three months ended June 30, 2015. The decrease in interest expense was due to foreign exchange fluctuation for the period.

*Net Income (loss).* For the three months ended June 30, 2016, we incurred a net loss of \$(71,603) as compared to a net loss of \$(167,085) for the three months ended June 30, 2015. The decrease in net loss was primarily a result of decrease of total sales and reduction of overall operational expenses.

### *Comparison of Six Months Ended June 30, 2016 to Six Months Ended June 30, 2015*

*Net Sales.* Net sales decreased to \$205,322 for the six months ended June 30, 2016, from \$570,489 for the six months ended June 30, 2015. The decrease in sales was due to global competition and lack of new products launching this period.

*Cost of Goods Sold.* Cost of goods sold decreased to \$140,754 for the six months ended June 30, 2016 from \$498,177 for the six months ended June 30, 2015. The decrease in cost of goods sold was primarily due to the decrease in overall sales.

*Gross Profit.* Gross profit decreased to \$64,568 for the six months ended June 30, 2016 from 72,312 for the six months ended June 30, 2015. The decrease in gross profit was primarily due to the decrease in overall sales.



*Gross Profit Percentage.* Gross profit percentage increased to 31.45% for the six months ended June 30, 2016 from 12.68% for the six months ended June 30, 2015. The increase in gross profit percentage was primarily due to high profit items movement during the period.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses decreased to \$146,125 for the six months ended June 30, 2016 from \$204,371 for the six months ended June 30, 2015. The decrease in selling, general and administrative expenses is primarily related to closing the California sales office.

*Research and Development Expenses .* Research and development (R&D) expenses decreased to \$0 for the six months ended June 30, 2016 as compared to \$705 for the six months ended June 30, 2015. The lack of research and development expenditure was due to overall lack of profitability.

*Depreciation and Amortization.* Depreciation and amortization increased to \$15,826 for the six months ended June 30, 2016 from \$13,274 for the six months ended June 30, 2015. The increase in depreciation and amortization was mainly due to new installation of air conditioning system in our Taipei office.

*Interest Expense .* Interest expense increased to (\$4,554) for the six months ended June 30, 2016 from (\$5,892) for the six months ended June 30, 2015. The increase in interest expense was due to increase in short-term loan and foreign exchange fluctuation for the period.

*Net Income (loss) .* For the six months ended June 30, 2016, we incurred a net loss of \$(73,142) as compared to a net loss of \$(200,684) for the six months ended June 30, 2015.

### **Financial Condition, Liquidity and Capital Resources**

Our revenues during the period ended June 30, 2016 were primarily derived from the sale of LED devices and systems. Although our financial results for the period ended June 30, 2016 were mainly dependent on sales, general and administrative, compensation and other operating expenses, our financial results as of such date were also dependent on the level of market adoption of LED technology as well as general economic conditions.

Lighting products remained relatively static for 50 years until recently, when lighting became one of the last major markets to be transformed substantially by new technology. Because LED technology remains an emerging and expensive technology that has only recently become more economically viable, market adoption has been slow. Given the recent economic downturn, liquidity has been constrained forcing institutions and individuals to substantially reduce capital spending to focus only on critical path expenditures. LED lighting products have been a discretionary rather than mandatory investment, and as a result, sales of our devices and systems have been negatively impacted. We believe that as the global economy grows and provides institutions and individuals with greater liquidity, sales of our devices and systems will increase.

Increased market awareness of the benefits of LED lighting, increasing energy prices and the social movement influencing individuals and institutions towards greater investment in energy-efficient products and services will have, we believe, an increasingly positive impact on our sales in the future. Additionally, as of June 30, 2016, we intended to utilize our strategic partnerships to help us reduce the component and production costs of our devices and systems in order to offer them at competitive prices. Further, we believed our ability to provide attractive financing options to our clients with respect to the purchase of our devices and systems will positively affect our sales.

*Net cash provided by (used in) operating activities.* During the six months ended June 30, 2016, net cash used for operating activities was (\$160,983) compared with (\$5,086) used in operating activities for the six months ended June 30, 2015. The cash flow provided in operating activities in the six months ended June 30, 2016 was primarily the result of decrease in bad debt recovery and prepaid expenses and other current asset. The cash flow used in operating activities in the six months ended June 30, 2015 was primarily the result of net loss in operations.

*Net cash provided by (used in) investing activities* . During the six months ended June 30, 2016, net cash used in investing activities was \$-0- compared with \$(10,175) used in investing activities for the six months ended June 30, 2015.

*Net cash provided by (used in) financing activities*. During the six months ended June 30, 2016, net cash provided in financing activities was \$234,325 compared with \$20,000 provided in investing activities for the six months ended June 30, 2015.

As of the quarter ending June 30, 2016, we anticipated that our available cash and cash resources from expected revenues will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next twelve months.

As of the quarter ending June 30, 2016, we had an outstanding short-term loan with Bank SinoPac of Taiwan. We entered into one written, short-term loan agreements with this bank on February 24, 2016. The loan is secured by real property of Tsui-Ling Lee, spouse of Wei-Rur Chen, our president and CEO. The terms of the loan agreement is described in further detail in the chart below:

<u>Lender</u>	<u>Borrower</u>	<u>Loan Amount</u>	<u>Term</u>	<u>Interest Rate</u>
Bank SinoPac of Taiwan	ColorStars, Inc.	Seventeen Million New Taiwan Dollars (NTD \$17,000,000)(1)	February 24, 2016 to August 23, 2016	Fixed at 1.80% per annum

(1) NTD \$17,000,000 is approximately USD \$526,211.

Our continued existence is dependent upon several factors, including increased sales volumes, collection of existing receivables and the ability to achieve profitability from the sale of our products. In order to increase our cash flow, we are continuing our efforts to stimulate sales.

#### **Recent Developments**

There are no recent developments to report.

#### **Inflation**

At this time, we do not believe that inflation and changes in price will have a material effect on operations.

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

We have no off-balance sheet arrangements.

#### **Related Party Transactions**

The Company leases office space from Mr. Wei-Rur Chen. The Company leases office space from Mr. Wei-Rur Chen which the term for the agreement is from November 2015 to November 2020 with amount rent of \$45,000. Rent payments were \$21,976 and \$23,074 for the six months ended June 30, 2016 and 2015 respectively. Mr. Wei-Rur Chen owns one hundred percent (100%) interest in the lease agreement. Mr. Wei-Rur Chen is the President, Chief Executive Officer, Chief Financial Officer, and Chairman of the Board of the Company, as well as beneficial owner of more than five percent (5%) of the Company's common stock.

The Company also conducted business with a related party company Anteya Technology Corp. The Company owns 13.68% of the outstanding common stock of Anteya Technology Corp as of June 30, 2016. All transactions were at market-based prices.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

As we are 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 maintain disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) that are designed to assure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. As required by exchange Act Rule 13a-15(b), as of the end of the period covered by this report, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of that date.

*Changes in internal control over financial reporting.*

There were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings.

There are no legal proceedings that have occurred within the past five years concerning our directors or control persons which involved a criminal conviction, a criminal proceeding, an administrative or civil proceeding limiting one's participation in the securities or banking industries, or finding of securities or commodities law violations.

### Item 1A. Risk Factors.

As we are 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 .

#### (a) Unregistered Sales of Equity Securities .

None.

#### (b) Use of Proceeds .

Not applicable.

#### (c) Purchases by the Issuer and Affiliated Purchasers of Equity Securities .

None.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

### Item 5. Other Information.

None.

### Item 6. Exhibits.

INDEX TO EXHIBITS

Exhibit	Description
*2.1	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Hsien-Chang Lu on March 20, 2009</a>
*2.2	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Tsui-Ling Lee on March 20, 2009</a>
*2.3	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Ya-Yun Cheng on March 20, 2009</a>
*2.4	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Wei-Rur Chen on March 20, 2009</a>
*2.5	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Ming-Chun Tung on August 5, 2009</a>
*2.6	<a href="#">Stock Purchase Agreement entered into between ColorStars, Inc. and Ming-Fong Tung on August 5, 2009</a>
*3.1	<a href="#">Articles of Incorporation</a>
*3.2	<a href="#">By-laws</a>
*10.1	<a href="#">English Summary of Loan Agreement entered into between ColorStars, Inc. and Bank SinoPac on October 25, 2013</a>
31.1	<a href="#">Certification of our Chief Executive Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended</a>
31.2	<a href="#">Certification of our Chief Financial Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended</a>
32.1	<a href="#">Certification of our Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002</a>
32.2	<a href="#">Certification of our Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002</a>
**101.INS	XBRL Instance Document
**101.SCH	XBRL Taxonomy Extension Schema Document
**101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
**101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
**101.LAB	XBRL Taxonomy Extension Label Linkbase Document
**101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*	Included in previously filed reporting documents.
**	Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**SIGNATURES**

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

Dated: June 22, 2018

By: /s/ Wei-Rur Chen

Wei-Rur Chen  
President, Chief Executive Officer (Principal Executive Officer), Chief  
Financial Officer (Principal Financial Officer),  
Chairman of the Board of Directors



## CERTIFICATION

I, Wei-Rur Chen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ColorStars Group;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I, being the sole certifying officer in my capacity as both CEO and CFO, am responsible for disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I, being the sole certifying officer in my capacity as both CEO and CFO, have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 22, 2018

/s/ Wei-Rur Chen

Wei-Rur Chen, President and CEO

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## CERTIFICATION

I, Wei-Rur Chen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ColorStars Group;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I, being the sole certifying officer in my capacity as both CEO and CFO, am responsible for disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I, being the sole certifying officer in my capacity as both CEO and CFO, have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 22, 2018

/s/ Wei-Rur Chen

Wei-Rur Chen, CFO

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**CERTIFICATION PURSUANT TO**  
**18 U.S.C. SECTION 1350**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the 10-Q of ColorStars Group (the "Company") for the quarterly period ended June 30, 2016 (the "Report"), I, Wei-Rur Chen, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods expressed in the Report.

*/s/ Wei-Rur Chen*

\_\_\_\_\_  
Wei-Rur Chen  
Chief Executive Officer

June 22, 2018

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

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**CERTIFICATION PURSUANT TO**  
**18 U.S.C. SECTION 1350**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the 10-Q of ColorStars Group (the "Company") for the quarterly period ended June 30, 2016 (the "Report"), I, Wei-Rur Chen, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods expressed in the Report.

*/s/ Wei-Rur Chen*

\_\_\_\_\_  
Wei-Rur Chen  
Chief Financial Officer

June 22, 2018

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

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