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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 March 31, 2019

**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)

(+886) 2-8667-6600

(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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth	<input type="checkbox"/>

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 May 10, 2019, 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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**COLORSTARS GROUP**  
**CONSOLIDATED BALANCE SHEETS**  
March 31, 2019(Unaudited) and December 31, 2018(Audited)  
(in USD)

<u>Assets</u>	<u>March 31, 2019</u>	<u>December 31, 2018</u>
<b>Current assets:</b>		
Cash and equivalents	\$ 17,305	\$ 18,054
Accounts receivable, net of allowance for doubtful accounts of \$146,970 at March 31, 2019 and \$148,336 at December 31, 2018	-	-
Prepaid expenses and other current assets	2,933	3,025
<b>Total current assets</b>	<b>20,238</b>	<b>21,079</b>
Equipment, net of accumulated depreciation	40,780	41,554
Right-of-use lease asset	71,061	
Other assets	973	982
<b>Total assets</b>	<b>\$ 133,052</b>	<b>\$ 63,615</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	508	20,537
Advance from shareholder	294,921	269,198
Accrued expenses- related party	6,375	5,614
Other current liabilities	154	159
<b>Total current liabilities</b>	<b>301,958</b>	<b>295,508</b>
Lease liability	71,061	-
<b>Total liabilities</b>	<b>\$ 373,019</b>	<b>\$ 295,508</b>
<b>Commitments &amp; Contingencies</b>	<b>-</b>	<b>-</b>
<b>Stockholders equity</b>		
Common Stock –Par Value \$0.001 102,274,515 shares issued and outstanding, 450,000,000 shares are authorized at March 31, 2019 and December 31, 2018	102,275	102,275
Additional paid in capital	4,157,518	4,157,518
Accumulated other comprehensive income	149,471	147,185
Accumulated deficit	(4,649,231)	(4,638,871)
<b>Total stockholders' equity</b>	<b>(239,967)</b>	<b>(231,893)</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 133,052</b>	<b>\$ 63,615</b>

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

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

	Three months ended March 31,	
	2019	2018
Net sales	\$ 6,768	\$ 1,185
Cost of goods sold	-	597
Gross profit	6,768	588
Operating expenses		
Selling, general and administrative	17,389	21,053
Professional fees	2,600	15,555
Rent	11,731	15,566
Depreciation & Amortization	394	470
Total operating expenses	32,114	52,644
Loss from operations	(25,346)	(52,056)
Other expenses		
Interest expense (net)	-	(11,364)
Loss on foreign exchange, net	(1)	(3,991)
Gain on forgiveness of debt	14,987	-
Loss before income tax	(10,360)	(67,411)
Income tax provision	-	-
Net loss	(10,360)	(67,411)
Other comprehensive gain/(loss):		
Foreign currency translation gain/(loss)	2,286	(2,144)
Comprehensive loss	\$ (8,074)	\$ (69,555)
Earnings per share attributable to common stockholders:		
Basic and diluted per share	\$ 0.00	\$ 0.00
Weighted average shares outstanding:		
Basic and diluted	102,274,515	98,274,515

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

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

	For three months ended March 31,	
	2019	2018
Cash flows from operating activities		
Net (loss)	\$ (10,360)	\$ (67,411)
Depreciation	394	470
Gain on forgiveness of debt	(14,987)	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	102	14,951
Accounts payable	(5,044)	1,028
Accrued expenses	761	1,264
Receipts in advance and other current liabilities	(5)	(199,909)
Cash flows provided by (used for) operating activities	<u>(29,139)</u>	<u>(249,607)</u>
Cash flows from financing activities		
Advance from shareholder	28,202	96,475
Repay advance from shareholder		(157,963)
Increase (decrease) in long-term loans	-	(87,538)
Increase (decrease) in capital	-	410,258
Cash flows provided by financing activities	<u>28,202</u>	<u>261,232</u>
Effect of exchange rate changes on cash and cash equivalents	<u>188</u>	<u>(2,924)</u>
Net increase (decrease) in cash and cash equivalents	(749)	8,701
Beginning cash and cash equivalents	<u>18,054</u>	<u>359,403</u>
Ending cash and cash equivalents	<u>\$ 17,305</u>	<u>\$ 368,104</u>
Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Interest	\$ -	\$ -
Tax paid	\$ -	\$ -

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

**COLORSTARS GROUP**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT) EQUITY**  
(IN US\$)

	Shares	Value	Additional Paid in capital	Accumulated deficit	Accumulated other comprehensive income	Total Stockholder's equity
Balance, December 31, 2017	90,274,515	\$ 90,275	\$ 3,759,260	\$ (4,303,885)	\$ 139,825	\$ (314,525)
Capital increase	12,000,000	12,000	398,258	-	-	410,258
Foreign currency translation	-	-	-	-	(2,144)	(2,144)
Net loss	-	-	-	(67,411)	-	(67,411)
<b>Balance, March 31, 2018</b>	<b><u>102,274,515</u></b>	<b><u>\$ 102,275</u></b>	<b><u>\$ 4,157,518</u></b>	<b><u>\$ (4,371,296)</u></b>	<b><u>\$ 137,681</u></b>	<b><u>\$ 26,178</u></b>
Balance, December 31, 2018	102,274,515	\$ 102,275	\$ 4,157,518	\$ (4,638,871)	\$ 147,185	\$ (231,893)
Foreign currency translation	-	-	-	-	2,286	2,286
Net loss	-	-	-	(10,360)	-	(10,360)
<b>Balance, March 31, 2019</b>	<b><u>102,274,515</u></b>	<b><u>\$ 102,275</u></b>	<b><u>\$ 4,157,518</u></b>	<b><u>\$ (4,649,231)</u></b>	<b><u>\$ 149,471</u></b>	<b><u>\$ (239,967)</u></b>

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

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

**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 is mainly engaged in manufacturing, designing and selling light-emitting diode and lighting equipment.

The company signed a joint venture agreement with an entity in the Kingdom of Saudi Arabia in February of 2019. According to this joint venture agreement the company will transfer its IPs, trade marks, and technologies in LED lighting to this new joint venture company. The company will stop the LED lighting business line and pursue other business opportunities, including solar power projects, waste-tire-to-oil systems, and LNG trading projects.

**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 months ended March 31, 2019 and 2018 have been included. Operating results for the three months ended March 31, 2019 are not necessarily indicative of the results to be expected for any subsequent interim period or for the year ending December 31, 2019.

The balance sheet at December 31, 2018 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, 2018, as filed with the Securities and Exchange Commission (“SEC”) on April 12, 2019.

Certain previously reported amounts have been adjusted to conform to current-period presentation, however there is no net effect to 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.



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

**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 \$281,720 and an accumulated deficit of \$4,649,231 as of March 31, 2019, 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 its operation. There is no assurance that the Company will be able to obtain funding with acceptable terms.

**Note 3 - Concentration of Risk**

For the three months ended March 31, 2019, products sold to largest customers accounted for approximately 54% of total revenue. No purchases occurred in this period

For the three months ended March 31, 2018, products sold to largest customers accounted for approximately 100% of total revenue. Products purchased from largest suppliers accounted for approximately 100% of the total purchases during the three months ended March 31, 2018.

On Feb. 26, 2019, the company signed a joint venture agreement (JVA) with an entity in the Kingdom of Saudi Arabia (KSA). According to this JVA, the company shall make transfer of its patents, trademarks, and customer list to the new joint company to be formed. The company will also help to build an electronic manufacturing plant in the KSA, and to provide training of its staff and operators for the engineering, manufacturing, and selling of LED lighting products. For the patents and trademarks granted in the JVA, the company shall be compensated with US\$1.5 million dollars in cash payment. In addition, for the technology and training support, the company shall be awarded with US\$2.65 million dollars in the form of shares in the new joint venture company, calculated based on fair price. The closing conditions for the cash payment and the shares granted for the joint venture company are mainly (1) government approvals for the investment in the joint venture company for both parties, (2) formation of the joint company, and (3) board approval of the joint venture company to undertake activities in the JVA. We are not sure when the Company will start the execution of the JVA and will receive the cash payment and share grants of the joint venture company.

**Note 4 - Long Term Investments**

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.

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

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 March 31, 2019.

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 resulting in a loss of \$113,177.

**Note 5- Inventory**

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

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Finished goods	\$ 769,293	\$ 776,441
Allowance for Inventory Valuation and Obsolescence Losses	(769,293)	(776,441)
Total	<u>\$ -</u>	<u>\$ -</u>

The Company decided to shift in operational focus and that it was determined that the remaining inventory had little-to-no value, thus was 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 2017 through 2019 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 years prior to 2018 (inclusive).

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

The income tax provision information is provided as follows:

	Three months ended March 31,	
	2019	2018
Component of income (loss) before income taxes:		
United States	\$ (2,633)	\$ (15,645)
Foreign	(7,727)	(51,766)
Net loss	<u>\$ (10,360)</u>	<u>\$ (67,411)</u>
Provision for income taxes		
Current		
U.S. federal	-	-
State and local	-	-
Foreign	-	-
Income tax benefit(loss)	<u>-</u>	<u>-</u>

Given the Company's history of operating losses, a full valuation of the deferred tax assets related to the Company's net operating losses has been recorded, resulting in no material impact on the financial statements.

**Note 7 - Geographic Information**

Product revenues for the three months ended March 31, 2019 and 2018 are as follows:

	Three months ended March 31,	
	2019	2018
Customers based in:		
Europe	\$ -	\$ -
Asia	2,206	-
United States	4,562	1,185
Others	-	-
	<u>\$ 6,768</u>	<u>\$ 1,185</u>

**Note 8 - Related Party Transactions**

The Company has recorded expenses for the following related party transactions for three months ended March 31, 2019 and 2018:

	Three months ended March 31,	
	2019	2018
Purchase from Anteya Technology Corp	\$ -	\$ -
Rent paid to Mr. Wei-Rur Chen	11,731	-

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

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

	March 31, 2019	March 31, 2018
Anteya Technology Corp		
Due to affiliate (liabilities)	\$ -	\$ 14,075
Mr. Wei-Rur Chen		
Payable to Shareholder	\$ (294,921)	\$ (380,115)
Accrued expenses (wages paid to Mr. Chen)	\$ 4,662	\$ 3,754

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 December 31, 2018. All transactions were at market-based prices. No (or very little) business activity took place between the Company and Anteya in the 2 years presented

Mr. Wei-Rur Chen made various advances to the Company as personal loan. This personal loan carried no interest and was payable upon request. For the year ended March 31, 2019, advances from Mr. Chen was \$28,202. The balance of advance from Mr. Chen was \$294,921 as of March 31, 2019.

**Note 9 - Commitments**

The company leases offices in Taiwan. The main office is relocated in New Taipei City with monthly rent of NTD\$120,000, and the term is from 11-7-2015 to 10-6-2020. The company rented a branch office located in Taipei City with a monthly rental of NTD\$160,000 on 11-11-2017, and the term is from 12-1-2017 to 11-30-2019. However, this branch office is closed on April 10, 2018 and the lease is cancelled. The lease of the main office remains in effect. Total rent paid for 3 months ended March 31, 2019 and 2018 are as listed below:

	Three months ended March 31,	
	2019	2018
Rent expenses	\$ 11,731	\$ 15,566

The following table presents our contractual obligations and commitments as of March 31, 2019:

Contractual Obligation	Less than 1 Year (US\$)	1-3 years (US\$)	3-5 years (US\$)	After 5 years (US\$)
Operating Leases	35,193	35,868	0	0
Total contractual cash obligations	35,193	35,868	0	0

**Note 10 - Subsequent Events**

The Company evaluated all events subsequent to Mar 31, 2019 through the date of the issuance of the financial statements, there are no other significant or material transactions to be reported.

## 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 have historically operated as 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 has historically ranged 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. Due to environmental changes in 2018 adversely affecting the LED lighting market, in 2018 the Company began to phase out of the LED lighting market and change its business model into a holding company to acquire and operate other companies. There is no assurance that the Company will be able to acquire any operating companies.

#### (b) Material Transactions During the Reporting Period.

None.

### Results of Operations

#### *Comparison of Three Months Ended March 31, 2019 to Three Months Ended March 31, 2018*

*Net Sales.* Net sales increased to \$6,768 for the three months ended March 31, 2019, from \$1,185 for the three months ended March 31, 2018. The increase in sales was due to sales of inventory items to existing customers.

*Cost of Goods Sold.* Cost of goods sold decreased to \$0 for the three months ended March 31, 2019, from \$597 for the three months ended March 31, 2018. The decrease in cost of goods sold was due to goods are from existing inventory items.

*Gross Profit.* Gross profit increased to \$6,768 for the three months ended March 31, 2019, from \$588 for the three months ended March 31, 2018. The increase in gross profit was due to the increase in sales.

*Gross Profit Percentage.* Gross profit percentage increased to 100% for the three months ended March 31, 2019, from 49.6% for the three months ended March 31, 2018. The increase in gross profit percentage was due high margin items sold for smaller quantities from the existing inventory.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses decreased to \$17,389 for the three months ended March 31, 2019, from \$21,053 for the three months ended March 31, 2018. The decrease in selling, general and administrative expenses was due to decrease in maintenance and repair cost and business meeting expenses.

*Research and Development Expenses* . Research and development (R&D) expenses were \$0 for the three months ended March 31, 2019, from \$0 for the three months ended March 31, 2018. The lack of research and development expenditure was due to overall lack of profitability.

*Depreciation and Amortization.* Depreciation and amortization decreased to \$394 for the three months ended March 31, 2019, from \$470 for the three months ended March 31, 2018. The decrease in depreciation and amortization was mainly due to some assets were of end of life value for the period.

*Interest Expense* . Interest expense decreased to \$0 for the three months ended March 31, 2019, from \$(1,364) for the three months ended March 31, 2018. The decrease in interest expense was due to full repayment of the long-term loan.

*Net Income (loss)* . For the three months ended March 31, 2019, we incurred a net loss of \$(10,360) as compared to a net loss of \$(67,411) for the three months ended March 31, 2018. The decrease in net loss was primarily a result of the decrease in operating expenses and interest payout.

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

Our historical revenues are primarily derived from the sale of LED devices and systems. Although our historical financial results are mainly dependent on sales, general and administrative, compensation and other operating expenses, our financial results have also been dependent on the level of market adoption of LED technology as well as general economic conditions. As the LED lighting business has become very competitive, the Company has been seeking for other business lines or investment opportunities.

*Net cash provided by (used in) operating activities.* During the three months ended March 31, 2019, net cash used by operating activities was \$(29,139) compared with \$(249,607) used in operating activities for the three months ended March 31, 2018. The cash flow used by operating activities in the three months ended March 31, 2019 was primarily the operational loss and account payable for Mr. Chen's wages. The cash flow used in operating activities in the three months ended March 31, 2018 was primarily the result of operational loss and transfer of proceeds paid in by shareholders.

*Net cash provided by (used in) financing activities.* During the three months ended March 31, 2019, net cash provided by financing activities was \$28,202 compared with \$261,232 provided for the three months ended March 31, 2018. The cash flow provided by financing activities in the three months ended March 31, 2019 was primarily from the advance of shareholders. The cash flow provided by financing activities in the three months ended March 31, 2018 was primarily the proceeds from issuance of new shares.

The Company needs to raise additional capital from external sources or from shareholder loans to support its operation. There is no assurance that the Company will be able to obtain funding with acceptable terms.

### **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 for the monthly rent of NTD\$120,000, and the term is from 11-7-2015 to 10-6-2020. The rent payments were \$11,731 and \$0 for the three months ended March 31, 2019 and 2018, 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.

### **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.

On September 17, 2018, the U.S. Securities and Exchange Commission ("Commission") announced the temporary suspension of trading in the securities of the Company, commencing at 9:30 a.m. EDT on September 18, 2018 and terminating at 11:59 p.m. EDT on October 1, 2018. The Commission temporarily suspended trading in the securities of the Company due to a lack of current and accurate information about the Company because it has not filed certain periodic reports with the Commission. This order was entered pursuant to Section 12(k) of the Securities Exchange Act of 1934 ("Exchange Act") and was accompanied by an Order Instituting Administrative Proceedings and Notice of Hearing (the "Proceeding") pursuant to Section 12(j) of the Exchange Act. The stated purpose of the order and hearing is for the Commission to determine whether it is necessary and appropriate to continue the suspension in the trading of the securities of the Company for a period not exceeding twelve months, or to revoke the registration of the Company's securities pursuant to Section 12 of the Exchange Act. The Company filed an Answer in the Proceeding on September 26, 2018.

On October 18, 2018, the Company had a pre-hearing telephone conference with the Commission regarding the Proceeding. During the pre-hearing conference, it was agreed that the Commission's motion for summary disposition against the Company was due on November 15, 2018; the Company's opposition brief was due on December 13, 2018; and that the Commission's reply brief was due on December 20, 2018, and such filings were made. In the pre-hearing telephone conference with the Commission, the Commission offered the Company the alternative to consent to the revocation of the registration of the Company's securities pursuant to Section 12 of the Exchange Act to avoid the time and cost associated with contesting the Proceeding. If the Company were to consent to the revocation of its registration, the Company would then need to file a registration statement (with two years of audited financials) with the Commission and cause that registration statement to become effective in order to reinstate the registration of the Company's securities. It is the Company's understanding from the pre-hearing conference with the Commission that the only remedy the Commission has for delinquent filers such as the Company, even if the filer becomes current by the date of the hearing, is the revocation of the registration of the Company's securities pursuant to Section 12 of the Exchange Act. Therefore, the Company cannot provide any assurances that it will be able to avoid the revocation of the registration of the Company's securities pursuant to Section 12 of the Exchange Act due to the Company becoming delinquent in its filings. If the registration of the Company's securities is revoked, the Company intends to file a registration statement with the Commission to reinstate the registration of the Company's securities. The Company cannot provide any assurances as to the timing of the filing and effectiveness of such a registration statement.

**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
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: May 15, 2019

By: */s/ Wei-Rur Chen*

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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: May 15, 2019

*/s/ Wei-Rur Chen*

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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: May 15, 2019

*/s/ Wei-Rur Chen*

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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 March 31, 2019 (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

May 15, 2019

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 March 31, 2019 (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

May 15, 2019

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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