

COVER SHEET

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SEC Registration Number

A P O L L O G L O B A L C A P I T A L , I N C .
(F O R M E R L Y , Y E H E Y ! C O R P O R A T I O N)

(Company's Full Name)

U N I T 5 0 4 , G A L L E R I A C O R P O R A T E
C E N T E R , E D S A C O R N E R O R T I G A S
A V E N U E , B R G Y . U G O N G N O R T E ,
Q U E Z O N C I T Y

(Business Address: No., Street City / Town / Province)

LUCKY T. UY

Contact Person

(632) 88015568

Company Telephone Number

1 2
Month

3 1
Day

Fiscal Year

SEC FORM 17-C

FORM TYPE

Last Friday of June

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

STAMPS

LCU

Cashier

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **July 30, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **A199806865** 3. BIR Tax Identification No. **005-301-677**
4. **APOLLO GLOBAL CAPITAL, INC.** Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **Unit 504 Galleria Corporate Center, Edsa Cor. Ortigas Avenue, Brgy. Ugong Norte, Quezon City 1100** Address of principal office
Postal Code
8. **+63 (02) 880-15568**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common Shares | 292,686,349,297 |
11. Indicate the item numbers reported herein: Item 9

Please find attached the final annual report of **APOLLO GLOBAL CAPITAL, INC.** on the application of proceeds from its Follow-on Offering.

Thank you.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

APOLLO GLOBAL CAPITAL, INC.
Issuer

July 30, 2024
Date


LYRA GRACIA Y. LIPAE-FABELLA
Corporate Secretary



July 30, 2024

SECURITIES AND EXCHANGE COMMISSION

17/F SEC Headquarters, 7907 Makati Avenue,
Bel-Air, Makati City 1209

Attention: **ATTY. OLIVER O. LEONARDO**
Director, Markets & Securities Regulation Dept.

THE PHILIPPINE STOCK EXCHANGE, INC.

6th Floor, Philippine Stock Exchange Tower
28th Street corner 5th Avenue Bonifacio Global City, Taguig City

Attention: **ATTY. STEFANIE ANN B. GO**
Officer-In-Charge, Disclosure Department

Ladies and Gentlemen:

In compliance with the Notice of Approval dated August 11, 2021 of The Philippine Stock Exchange, Inc., we are pleased to submit the details of our final annual report in connection with the use of proceeds from Apollo Global Capital, Inc.'s Follow-On Offering ("FOO") Primary Offer as of June 30, 2024, as follows:



Summary on the Application of the Proceeds from the FOO

As of June 30, 2024

	Balance as of December 31, 2021	Movements for the year 2022	Movements for the year 2023	Movements for the year 2024	Balance as of June 30, 2024
Gross Proceeds	988,000,000.00				
Offer expenses	(22,652,825.11)				
Net Proceeds	965,347,174.89	-	-	-	965,347,174.89
Use of Proceeds					
- To buy a 49% stake in PBO who owns the MB Siphon I vessel which will be used for the Offshore Mining activities of JDVC	(711,980,780.00)	-	-	-	(711,980,780.00)
- Purchase of Environmental and Ecological Mitigating Measures, Equipment and Insurance	(100,197,626.84)	(67,768,711.26)	(13,279,837.33)	-	(181,246,175.43)
- General Corporate Purposes	(2,985,557.24)	(37,561,602.33)	(24,886,972.14)	(6,686,087.75)	(72,120,219.46)
	(815,163,964.08)	(105,330,313.59)	(38,166,809.47)	(6,686,087.75)	(965,347,174.89)
Unapplied Proceeds	150,183,210.81	(105,330,313.59)	(38,166,809.47)	(6,686,087.75)	0.00



Apollo Global Capital

During the 2nd quarter of the year 2022, the company reallocated the part of the Environmental and Ecological Mitigating Measures, Equipment and Insurance.

- a. Original Use of Proceeds and amounts actually used.

Original Proceeds Allocation and Amount	Amount Allocated USD	Conversion in PHP	Amount Actually Used PHP	Balance/ Unused Proceeds
Oil Spill Response Equipment Platform including boat	\$ 900,000.00	₱ 45,056,698.01	₱ 22,607,894.79	₱ 22,448,803.22
Oil Spill reponse Boat Option A	\$ 109,387.40	₱ 5,476,281.16		
Pollution Prevention Curtain (2 m x 2 m x 60 m) with floatation frame and winch	\$ 31,960.00	₱ 1,600,013.41	₱ 4,450,000.00	₱ 2,626,294.57
Total	\$1,041,347.40	₱52,132,992.58	₱ 27,057,894.79	₱ 25,075,097.79

- b. Allocation of Unused Proceeds

Allocation of Unused Proceeds	Amount
Acquistion of Ball Mill Production Line	₱22,075,097.79
Trucking and Logistics	₱ 3,000,000.00
Total	₱25,075,097.79



Apollo Global Capital

On the 1st quarter of the year 2024, the company reallocated the following:

FROM		TO	
Payment of obligation for design and intellectual property rights	₱62,997.79	General corporate purposes	₱5,471,834.91
Oil spill response equipment platform including boat	₱62,483.23		
Hull & machinery insurance	₱4,150,000.00		
Oriental dredging	₱1,196,353.89		
TOTAL	₱5,471,834.91		

Very truly yours,



Lucky Uy
Chief Financial Officer

REPORT OF FACTUAL FINDINGS

The Stockholders and the Board of Directors
APOLLO GLOBAL CAPITAL INC.
Unit 504, Galleria Center, EDSA cor. Ortigas Avenue
Brgy. Ugong Norte, Quezon City

We have performed the procedures agreed with you and enumerated below with respect to the attached Progress Report as of and for the year ended **June 30, 2024** on the application of the proceeds from the Follow-On Offering (the “Offering”) of **Apollo Global Capital Inc.** (the “Company”). The procedures were performed solely to enable the Company to comply with the Philippine Stock Exchange, Inc.’s (PSE) requirement to submit an external auditor’s certification on the accuracy of information being presented by the Company relating to the use of proceeds. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, Engagements to Perform Agreed-Upon Procedures Regarding Financial Information. These agreed-upon procedures are summarized as follows:

1. Obtained the Progress Report on the Application of the Proceeds from the Follow-on Offering (“FOO”) as at and for the year ended June 30, 2024 (the “Schedule”);
2. Checked the mathematical accuracy of the Schedule;
3. Compared the disbursements in the Schedule to the Progress Report for the year ended June 30, 2024;
4. Traced disbursements to the supporting documents such as cash disbursements journal, billing statements, invoices, check vouchers, official receipts, bank statements, deposit slips and bank debit memos and agreed the amount to the accounting records;
5. Inquired into and identified the nature of the disbursements for the year ended June 30, 2024. Checked if the disbursements were classified consistently according to its nature based on the schedule of planned use of proceeds from the Offering.

We report our findings below:

- a. With respect to item 1, we were able to obtain the Schedule as at and for the year ended June 30, 2024. We noted that the proceeds have been fully utilized and this is the final report.
- b. With respect to item 2, we found the Schedule to be mathematically correct.
- c. With respect to item 3, we noted that the disbursements in the Schedule agree to the total disbursements for the year ended June 30, 2024 per list of disbursements provided.
- d. With respect to item 4, we obtained the supporting documents such as bank statements and bank debit memos. The amounts recorded agreed with the supporting documents. No exceptions noted.
- e. With respect to item 5, we noted, based on our inquiries, examination of supporting documents and understanding of the underlying transactions that all the disbursements made for the year ended June 30, 2024 as appearing in the Schedule are consistent with the planned use of the proceeds including the approved reallocation to general corporate purposes as presented in the progress report. No exceptions noted.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE),

respectively, we do not express any assurance on the use of proceeds from the Offering based on the said standards.

Had we performed additional procedures or performed an audit or review of the financial statements in accordance with PSA or PSRE, respectively, other matters might have come to our attention that would have been reported to you.

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the report on the Company's use of proceeds from the Offering and items specified above and do not extend to any financial statements of the Company taken as a whole.

VALDES ABAD & COMPANY, CPAs

BOA/PRC Reg. No. 0314

SEC Accreditation No. 0314-SEC, Group A

Issued on November 29, 2022, Valid until December 31, 2026

BIR Accreditation No. 08-002126-000-2024

Issued on April 5, 2024, Valid until April 4, 2027

For the firm:



ALFONSO L. CAY-AN

Partner

CPA Registration No. 99805, Valid until December 14, 2026

TIN No. 213-410-741-000

PTR No. 10081734, Issued Date: January 8, 2024, Makati City

BOA/PRC Reg. No. 0314

BIR Accreditation No. 08-002126-005-2024

Issued on April 5, 2024, Valid until April 4, 2027

SEC Accreditation No. 99805-SEC, Group A

Issued on November 29, 2022, valid until December 31, 2026

Makati City, Philippines
July 17, 2024