



Republic of the Philippines  
**House of Representatives**  
Quezon City, Metro Manila

*Dante Roberto P. Maling*  
Acting Secretary General

18 February 2019

**REP. BERNADETTE "BH" HERRERA-DY**

*Bagong Henerasyon Party-list*  
Room 213, Northwing  
House of Representatives, Quezon City

Dear **Rep. Herrera-Dy**:

This is in reference to your Honor's letter dated 30 January 2019, requesting for a certification from the Office of the Secretary General that the House of Representatives consents to your assumption as director of APOLLO GLOBAL CAPITAL, INC., a publicly listed holding company.

Without prejudice to Section 14, Article VI of the Constitution<sup>i</sup> and relevant provisions of R.A. No. 3019 (Anti-Graft and Corrupt Practices Act)<sup>ii</sup> and R.A. No. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees)<sup>iii</sup>, this Office finds no legal prohibition for an incumbent Member of the House of Representatives to assume the position of director of a publicly listed holding company.

However, neither the Secretary General nor the Speaker, even as the political and administrative head of the House of Representatives,<sup>iv</sup> possesses such power and duty to oversee a Member's private engagement, business, or profession, which does not involve, affect, or impede the performance of his/her official functions.

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<sup>i</sup> **Section 14.** No Senator or Member of the House of Representatives may personally appear as counsel before any court of justice or before the Electoral Tribunals, or quasi-judicial and other administrative bodies. Neither shall he, directly or indirectly, be interested financially in any contract with, or in any franchise or special privilege granted by the Government, or any subdivision, agency, or instrumentality thereof, including any government-owned or controlled corporation, or its subsidiary, during his term of office. He shall not intervene in any matter before any office of the Government for his pecuniary benefit or where he may be called upon to act on account of his office (Section 14, Article VI, 1987 Constitution).

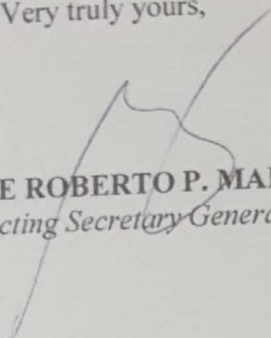
<sup>ii</sup> **Section 3.** Corrupt practices of public officers. In addition to acts or omissions of public officers already penalized by existing law, the following shall constitute corrupt practices of any public officer and are hereby declared to be unlawful:

(h) Directly or indirectly having financial or pecuniary interest in any business, contract or transaction in connection with which he intervenes or takes part in his official capacity, or in which he is prohibited by the Constitution or by any law from having any interest (Section 3 (h), R.A. No. 3019).

This being so, no permission, consent, or certification from the House of Representatives is necessary before a Member may assume his/her position as director of a publicly listed holding company.

For your Honor's information and guidance.

Very truly yours,

  
**DANTE ROBERTO P. MALING**  
*Acting Secretary General*

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iii **Section 3 (i)** "Conflict of interest" arises when a public official or employee is a member of a board, an officer, or a substantial stockholder of a private corporation or owner or has a substantial interest in a business, and the interest of such corporation or business, or his rights or duties therein, may be opposed to or affected by the faithful performance of official duty (Section 3 (i), R.A. No. 6713).

**Section 7. Prohibited Acts and Transactions.** — In addition to acts and omissions of public officials and employees now prescribed in the Constitution and existing laws, the following shall constitute prohibited acts and transactions of any public official and employee and are hereby declared to be unlawful:

- (a) Financial and material interest. — Public officials and employees shall not, directly or indirectly, have any financial or material interest in any transaction requiring the approval of their office (Section 7 (a), R.A. No. 6713).

<sup>iv</sup> Section 15, Rule IV, House Rules

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, Klarence Dy, Filipino, of legal age and a resident of 100 Guirayan Street, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION) and have been its independent director since 20 October 2015 (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Boulevard Holdings, Inc.	Independent Director	Independent Director since April 7, 2017.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in                     N/A                    , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.



7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION) of any changes in the abovementioned information within five days from its occurrence.

Done, this DEC 06 2019 day of \_\_\_\_\_, at MAKATI CITY.



\_\_\_\_\_  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of DEC 06 2019 at MAKATI CITY, affiant personally appeared before me and exhibited to me his Passport No. P1260017A issued at DFA Manila on 17 December 2016.

Doc. No. 375 ;  
Page No. 76 ;  
Book No. I ;  
Series of 2019 ;



**APRIL JOY B. GUIANG**  
Appointment No. M-533  
Notary Public for Makati City  
Until December 31, 2020  
Liberty Center-Picazo Law  
104 H.V. Dela Costa Street, Makati City  
Roll of Attorney's No. 73268  
PTR No. 7742948/Makati City/06-28-2019  
IBP No. 088020/Makati City/05-14-2019  
MCLE Exempted-Admitted to the bar in 2019

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, Deogracias "Deo" G. Contreras, Jr., Filipino, of legal age and a resident of 28 Dodge St. Fil. 2 Batasan Hills, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION) and have been its independent director since     N/A     (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
N/A	N/A	N/A

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in     N/A    , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities

Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.


8. I shall inform the Corporate Secretary of APOLLO GLOBAL CAPITAL, INC. (FORMERLY: YEHEY! CORPORATION) of any changes in the abovementioned information within five days from its occurrence.

Done, this DEC 06 2019 day of \_\_\_\_\_, at MAKATI CITY.

  
\_\_\_\_\_  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of DEC 06 2019 at MAKATI CITY, affiant personally appeared before me and exhibited to me his PASSPORT NO. EC6633071 issued at DFA - NCR EAST on 29 JANUARY 2016.

Doc. No. 376 ;  
Page No. 77 ;  
Book No. J ;  
Series of 2019 ;

  
**APRIL JOY F. GUIANG**  
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