

# COVER SHEET

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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/Province)

**PICAZO LAW**  
 Contact Person

**8880999**  
 Company Telephone Number

1 2  
*Month*
3 1  
*Day*

Fiscal Year

**SEC Form 20-IS**  
 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

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 To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**APOLLO GLOBAL CAPITAL, INC.**  
**(FORMERLY: YEHEY! CORPORATION)**  
Unit 504, Galleria Corporate Center, EDSA corner Ortigas Ave.,  
Brgy. Ugong Norte, Quezon City

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Please be advised that the Annual Meeting of the stockholders of **APOLLO GLOBAL CAPITAL, INC.** will be held on 7 January 2020, Tuesday, 10 a.m., at the Quezon City Sports Club, E. Rodriguez Sr. Ave, Quezon City, Metro Manila, for the following purposes:

1. To consider and approve the President's Report and the Annual Report for the year 2019.
2. To consider and adopt the Audited Financial Statements for the year ended 31 December 2018 contained in the Annual Report.
3. To ratify all acts of the Board of Directors and Management since the last annual stockholders' meeting.
4. To elect the Directors and Independent Directors of the Company for the ensuing year.
5. To amend Article II, Section 11 of the By-Laws to clarify the ambiguity in the rule on the setting of the record date for stockholders' meetings by providing that the record date shall be a date which shall not be earlier than 30 days preceding the date of the meeting.
6. To appoint the external auditor of the Company for the year 2019.
7. To transact such other business as may properly come before the meeting and at any adjournment thereof.

The Board of Directors has set the close of business on 6 December 2019 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

Very truly yours,



**KRISTINA JOYCE CARO-GANGAN**  
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement  
 Definitive Information Statement

2. Name of Registrant as specified in its charter APOLLO GLOBAL CAPITAL, INC. (Formerly: YEHEY! CORPORATION)

3. Quezon City, Metro Manila  
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number A1998-06865

5. BIR Tax Identification Code 005-301-677

6. Unit 504, Galleria Corporate Center, EDSA corner Ortigas Ave., Brgy. Ugong Norte, Quezon City 1110  
Address of principal office and postal code

7. Registrant's telephone number, including area code (632) 8532 8654

8. Date, time and place of the meeting of security holders:

Date: 7 January 2020

Time: 10:00 a.m.

Venue: Quezon City Sports Club, E. Rodriguez Sr. Ave., Quezon City, Metro Manila

9. 10 December 2019  
Approximate date on which the Information Statement is first to be sent or given to security holders

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of each class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	280,336,349,297

11. Are any or all of registrant's securities listed in a Stock Exchange?

**Yes.** The Registrant's common shares are listed on the Philippine Stock Exchange.

**WE ARE NOT ASKING YOU FOR A PROXY.  
YOU ARE NOT REQUESTED TO SEND US A PROXY.**



## **A. GENERAL INFORMATION**

### **Item 1. Date, time and place of meeting of security holders.**

The Annual Meeting of the stockholders of APOLLO GLOBAL CAPITAL, INC. (Formerly: YEHEY! CORPORATION) (the "Company") will be held on 7 January 2020, Tuesday, 10 a.m. at the Quezon City Sports Club, E. Rodriguez Sr. Ave., Quezon City, Metro Manila.

The mailing address of the Company is at Unit 504, Galleria Corporate Center, EDSA corner Ortigas Ave., Brgy. Ugong Norte, Quezon City.

This Information Statement will be first sent or given to security holders on or around 10 December 2019.

### **Item 2. Dissenters' Right of Appraisal**

Under Section 41 and 80 of the Revised Corporation Code, the following are the instances when a stockholder may exercise his appraisal right:

1. In case the Company decides to invest its funds in another corporation or business outside of its primary purpose;
2. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
3. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the Company; and
4. In case of merger or consolidation.

In order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder must have voted against the proposed corporate action at the annual meeting. Within thirty (30) days after the date of the annual meeting at which meeting such stockholder voted against the corporate action, the dissenting stockholder shall make a written demand on the Company for the fair value of his shares which shall be agreed upon by the dissenting stockholder and the Company. If the proposed corporate action is implemented, the Company shall pay the dissenting stockholder upon surrendering the certificates of stock representing his shares, the fair value thereof as of the day before the vote was taken. If the dissenting stockholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of stockholders' approval of the corporate action, then the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting stockholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Company within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

### **Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the stockholders' meeting.

## B. CONTROL AND COMPENSATION INFORMATION

### Item 4. Voting Securities and Principal Holders Thereof

As of 30 September 2019, the Company's total outstanding shares entitled to vote consist of 275,196,071,520 outstanding common shares, with each share entitled to one (1) vote with respect to all matters to be taken up during the annual stockholders' meeting.

The record date for the purpose of determining the stockholders entitled to vote is 6 December 2019.

Stockholders entitled to vote are also entitled to cumulative voting in the election of directors. Section 23 of the Revised Corporation Code provides, in part, that: "...in stock corporations, stockholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names in the stock books of the corporation at the time fixed in the bylaws or where the bylaws are silent, at the time of the election. The said stockholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit: Provided, That the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected: Provided, however, That no delinquent stock shall be voted....."

The following is the list of the top twenty (20) stockholders of the Company as reported by the stock and transfer agent of the Company as of 30 September 2019:

Rank	Name of Stockholder	Nature of Shares	Number of Shares	Percentage
1	Hyung Rae Doo	Common	109,065,080,064	39.632%
2	Lloyd Raegan C. Taboso	Common	46,471,972,000	16.887%
3	Napoleon M. Deleon, Jr.	Common	46,224,979,304	16.797%
4	Daniel Chua Go	Common	45,634,040,152	16.582%
5	PCD Nominee Corp.	Common	26,971,954,528	9.801%
6	Sysmart Corporation	Common	270,000,000	0.098%
7	Juan G. Chua	Common	94,040,000	0.034%
8	PCD Nominee Corporation (Non-Filipino)	Common	82,537,572	0.030%
9	East Pacific Investors Corporation	Common	49,095,000	0.018%
10	Cygnat Development Corporation	Common	43,125,000	0.016%
11	Alistair E.A. Israel	Common	27,720,000	0.010%
12	David Q. Quitoriano	Common	24,200,000	0.009%
13	Sysmart Corp.	Common	13,713,500	0.005%
14	Christopher Chongson	Common	6,468,700	0.002%
15	Century Securities Corp.	Common	6,025,000	0.002%
16	Ricardo L. Ng	Common	5,847,700	0.002%
17	Campos, Lanuza & Co., Inc.	Common	5,807,500	0.002%
18	Suzanne Lim	Common	5,175,000	0.002%
19	Harley Sy	Common	5,175,000	0.002%
20	Jerry Tiu	Common	4,916,200	0.002%
<b>TOTAL</b>			<b>275,011,872,220</b>	<b>99.933%</b>



**Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of the Record Date**

The following are the owners of record of more than five percent (5%) of the Company's outstanding shares of stock, the number of shares owned and percentage of shareholdings of each of them, as of 30 September 2019:

Type of Class	Name and address of record owner and relationship with issuer	Name of beneficial owner and relationship with record owner (Direct)	Citizenship	Number of Shares	Percentage
Common	Hyung Rae Doo	Hyung Rae Doo	Korean	109,065,080,064	39.632%
Common	Lloyd Raegan C. Taboso	Lloyd Raegan C. Taboso	Filipino	46,471,972,000	16.887%
Common	Napoleon M. Deleon, Jr.	Napoleon M. Deleon, Jr.	Filipino	46,224,979,304	16.797%
Common	Daniel Chua Go	Daniel Chua Go	Filipino	45,634,040,152	16.582%
Common	PCD Nominee Corporation Stockholder	<p>Various participants in the Philippine Central Depository, Inc. ("PCD") among which is First Resources Management and Securities Corporation ("First Resources") for which PCD Nominee Corporation holds 23,750,800 common shares of the Company. First Resources in turn holds the shares for clients who are beneficial owners of more than 5% of the Company. First Resources is expected to issue subproxies in favor of these clients and/or their authorized representatives. Specifically, majority of these clients, the number of shares held by them, their percentage of ownership in the Company and the representatives authorized to vote their shares are as follows:</p> <ol style="list-style-type: none"> <li>1. Alfonso Yap Go who beneficially owns 93,060,885 shares of the Company representing 0.033% of the outstanding common shares.</li> <li>2. Socorro P. Lim who beneficially owns 46,530,442 shares of the Company representing 0.017% of the outstanding common shares and are held as nominee of Mr. Alfonso Yap Go.</li> <li>3. Nathaniel Go who beneficially owns 46,530,442 shares of the Company representing 0.017% of the outstanding common shares and are held as nominee of Mr. Alfonso Yap Go.</li> </ol>	Filipino	26,971,954,528	9.801%

Other than the abovementioned, the Company has no knowledge of any person who, as of the record date, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding common shares of stock.

### Foreign Equity Ownership

The Corporation's total subscribed and paid-up capital and the percentage of foreign equity area as follows:

	As of 30 September 2019
Total Outstanding Shares (Common Shares)	275,196,071,520
Shares allowed to foreigners	No Limit
Shares owned by foreigners	109,163,168,436
Percentage of shares owned by foreigners	39.667%
Shares owned by Filipinos	166,032,903,084
Percentage of shares owned by Filipinos	60.333%

### Security Ownership of Management as of the Record Date

The following are the number of common shares of stock owned of record and beneficially by the directors and corporate officers of the Company, and the percentage of shareholdings of each, as of 30 September 2019:

Type of Class	Name and address of owner	Number and nature of ownership	Citizenship	Percentage
Common	<b>Salvador Santos-Ocampo</b> 609 Renaissance, Brgy. Ugong, Ortigas Center Pasig City	100 (direct)	Filipino	Nil
Common	<b>Vittorio Paulo P. Lim</b> 82 Sanso Street, Quezon City	9,100 (direct)	Filipino	Nil
Common	<b>David De La Cruz</b> 31 La Nava St., Remannville Subdivision, Betterliving, Parañaque	100,000 (direct)	Filipino	Nil
Common	<b>Edwin Tan Lim</b> 28 E. Rodriguez Avenue, Quezon City	100 (direct)	Filipino	Nil
Common	<b>Norman De Leon</b> 134 D.P. Housing Project, 11 <sup>th</sup> Ave., Brgy. 100, Caloocan City	35,102,000 (direct)	Filipino	Nil
Common	<b>Christopher Go</b> 180 J. Asinas St., Brgy. Sta. Lucia, San Juan City	100,000 (Direct)	Filipino	Nil
Common	<b>Bernadette Herrera-Dy</b> A3 Embassy Gardenhomes, West Triangle, Quezon City	1 (Direct)	Filipino	Nil
Common	<b>Lloyd Reagan Taboso</b> 17 Kanlaon Street, Sta. Teresita, Quezon City	46,471,972,000 (direct)	Filipino	16.887%
Common	<b>Klarence Tan Dy</b> 100 Guirayan Street, Quezon City	100 (direct)	Filipino	Nil
Common	<b>Raymond Ricafort</b> 2004A East Tower, PSE Bldg., Ortigas Center Pasig City	100 (direct)	Filipino	Nil
Common	<b>Lucky T. Uy</b> 8 <sup>th</sup> Floor, STI Holdings Building, 6764 Ayala Avenue	10,000 (direct)	Filipino	Nil
	<b>Kristina Joyce C. Caro-Gangan</b> Liberty Center – Picazo Law, 104 H.V. dela Costa Street, Salcedo Village, Makati City	None	Filipino	N.A.



## Changes in Control

There has been no change in control of the Company since the date of the last stockholders' meeting.

## Item 5. Directors and Executive Officers

### Term of Office

Directors shall hold office for a period of one (1) year until their successors shall have been elected and qualified during the succeeding annual meeting of the stockholders, except in case of death, resignation, disqualification or removal from office. The term of office of the officers is coterminous with that of the Directors that elected or appointed them unless such officers are sooner removed for cause.

### Background Information

#### Current Directors

The following are the names, citizenship and periods of service of the incumbent directors/independent directors of the Company:

Name	Age	Citizenship	Period during which individual has served as such
Vittorio Paulo P. Lim	34	Filipino	11 December 2015 to present
Salvador Araneta Santos-Ocampo	49	Filipino	19 October 2015 to present
Norman De Leon	28	Filipino	20 December 2018 to present
Christopher Go	50	Filipino	4 March 2019 to present
Bernadette Herrera-Dy	43	Filipino	4 March 2019 to present
David De La Cruz	53	Filipino	16 February 2017 to present
Edwin Lim	44	Filipino	20 October 2015 to present
Lloyd Reagan Taboso	38	Filipino	20 December 2018 to present
Lucky T. Uy	37	Filipino	20 December 2018 to present
Klarence Tan Dy*	51	Filipino	20 October 2015 to present
Raymond Ricafort*	54	Filipino	20 October 2015 to present

\* Independent Directors

#### Current Officers

The following are the names, positions, citizenship and periods of service of the incumbent officers of the Company:

Name	Age	Citizenship	Positions Held	Period during which individual has served as such
Salvador Araneta Santos-Ocampo	49	Filipino	Chairman	16 February 2017 to present
Vittorio Paulo P. Lim	34	Filipino	President	11 December 2015 to present
Edwin T. Lim	44	Filipino	Treasurer	20 December 2018 to present
Gary Olivar	67	Filipino	Chief Operating Officer	8 July 2019 to present
Christopher Go	50	Filipino	Chief Finance Officer	4 March 2019 to present
Kristina Joyce C. Caro-Gangan	37	Filipino	Corporate Secretary	30 October 2015 to present
Lucky T. Uy	37	Filipino	Compliance Officer	31 May 2017 to present



## **Business Experience and Other Directorships**

### **Current Directors**

The business experience of each of the nominees for directors and incumbent directors and the Officers of the Company is as follows:

**Mr. Salvador Araneta Santos-Ocampo (Chairman of the Board)** has been the President of Victoneta Rentals Corporation since 2014. He is also the President of SAMI Food and Beverage Specialist Corporation since 20013 and the Treasurer of Salvador Araneta Memorial Institute since 2001. He obtained his degree in Business Management from the International Management and Economics I/AME.

**Mr. Vittorio Paulo P. Lim (Director/President)** is the President of V2S Property Developer Co., Inc. He is also the Corporate Secretary of B and P Realty, Inc., Champaca Development Corporation, PX2 Enterprises Co., Inc., VNP Properties Development Inc., Zelle Dev't Corporation, Tarlac Centerpoint, Panlilio Centerpoint. Likewise, he is the Treasurer of Vini Agro Products, Inc. He holds a degree in Interdisciplinary Studies from the Ateneo de Manila.

**Mr. Norman De Leon (Director)** is the President and Authorized Managing Officer of MVW Construction and Trading Corporation since 2015. He obtained his Bachelor of Science in Information and Communications Technology degree from San Beda College Manila in 2013.

**Mr. David De La Cruz (Director)** is a director of the Company since February 2017. He has been the EVP and CFO of Sta. Lucia Land, Inc. since 2012. He obtained his Bachelor of Arts in Economics and BSC Accounting and Masters from the De La Salle University in 1986 and 2001, respectively.

**Mr. Edwin Lim (Director)** has been the General Manager of BLIM's Textile Manufacturing Industries, Inc. since 2000. He obtained his Bachelor of Science in Civil Engineering from the Mapua Institute of Technology in 1997.

**Mr. Christopher Go (Director)** is a Certified Public Accountant and currently is the CEO and President of Moderno Citihomes Dev't Corporation, Perfectspot Development Incorporated, Nation Builders Global Logistics Corp. and Sky Builders Dev't Corporation. He obtained his Bachelor of Science in Accountancy degree from De La Salle University in 1988.

**Ms. Bernadette Herrera-Dy (Director)** is a returning member of the 17<sup>th</sup> Congress of the House of Representatives representing Bagong Henerasyon Partylist. In the 17th Congress, she is the Chairperson of the Committee on Women and Gender Equality, the House body responsible for matters directly and principally relating to the rights and welfare of women and female children and youth, and the Vice-Chairperson of the Committee on Welfare of Children.

**Mr. Lloyd Reagan Taboso (Director)** is the vice president and co-founder of Cignus Philippines Inc. He is also the current vice president of Cagayan Blue Ocean Offshore Aquamarine Services Corp. He took up Bachelor of Arts in Multimedia Arts at De La Salle - College of Saint Benilde.

**Mr. Lucky T. Uy (Director)** is a stock broker at SB Equities since October 2017. Prior to his current position, he was a stock broker at Venture Securities from 2013 to September 2017. He obtained his Bachelor of Science in Chemical Engineering degree from the Dela Salle University in 2005.

**Mr. Klarence Dy (Independent Director)** is a Trader in Tower Securities, Inc. Prior to his current position, he was the Vice President for Sales in Tower Securities, Inc. from 2000 to June 2004. Mr. Dy was previously a trader and Corporate Secretary in Cathay Securities, Co., Inc. from 1990 to 1998. In 1989, Mr. Dy graduated from the University of Southern California, where he obtained his Bachelor of Science Degree in Accountancy.



**Mr. Raymond Ricafort (Independent Director)** is the Co-Founder and Managing Director of Wealth Private Advisory Limited and Vice President of PhilEquity Management, Inc. He has been the Chairman and Director of Net Voice, Inc. since 2003. He was a Director and Finance Committee Head of the Nationwide Development Corporation from 1995 to 2010. He obtained his degree in Economics from the University of the Philippines in 1987.

#### **Nominee Directors**

**Mr. Lloyd Reagan Taboso** is the vice president and co-founder of Cignus Philippines Inc. He is also the current vice president of Cagayan Blue Ocean Offshore Aquamarine Services Corp. He took up Bachelor of Arts in Multimedia Arts at De La Salle - College of Saint Benilde.

**Mr. Norman de Leon** is the President and Authorized Managing Officer of MVW Construction and Trading Corporation since 2015. He obtained his Bachelor of Science in Information and Communications Technology degree from San Beda College Manila in 2013.

**Ms. Bernadette Herrera-Dy** is a returning member of the 17<sup>th</sup> Congress of the House of Representatives representing Bagong Henerasyon Partylist. In the 17th Congress, she is the Chairperson of the Committee on Women and Gender Equality, the House body responsible for matters directly and principally relating to the rights and welfare of women and female children and youth, and the Vice-Chairperson of the Committee on Welfare of Children.

**Mr. Christopher Go** is a Certified Public Accountant and currently is the CEO and President of Moderno CitiHomes Dev't Corporation, Perfectspot Development Incorporated, Nation Builders Global Logistics Corp. and Sky Builders Dev't Corporation. He obtained his Bachelor of Science in Accountancy degree from De La Salle University in 1988.

**Mr. Edwin Lim** has been the General Manager of BLIM's Textile Manufacturing Industries, Inc. since 2000. He obtained his Bachelor of Science in Civil Engineering from the Mapua Institute of Technology in 1997.

**Mr. John Oliver L. Pascual** is currently a director of Level Up Gastronomy Inc., and WLCL Manpower Solutions Inc. He is also the Treasurer and Managing Director of Philippines International Life Insurance Co., Inc. and a manager and director in Filipino Loan and Credit Corporation. Mr. Pascual graduated from the De La Salle University with a degree in AB Economics.

**Mr. David De La Cruz** is a director of the Company since February 2017. He has been the EVP and CFO of Sta. Lucia Land, Inc. since 2012. He obtained his Bachelor of Arts in Economics and BSC Accounting and Masters from the De La Salle University in 1986 and 2001, respectively.

**Mr. Salvador Araneta Santos-Ocampo** has been the President of Victoneta Rentals Corporation since 2014. He is also the President of SAMI Food and Beverage Specialist Corporation since 20013 and the Treasurer of Salvador Araneta Memorial Institute since 2001.

**Mr. Vittorio Paulo P. Lim** is the President of V2S Property Developer Co., Inc. He is also the Corporate Secretary of B and P Realty, Inc., Champaca Development Corporation, PX2 Enterprises Co., Inc., VNP Properties Development Inc., Zelle Dev't Corporation, Tarlac Centerpoint, Panlilio Centerpoint. Likewise, he is the Treasurer of Vini Agro Products, Inc. He holds a degree in Interdisciplinary Studies from the Ateneo de Manila.

**Mr. Klarence Dy (Independent Director)** is a Trader in Tower Securities, Inc. Prior to his current position, he was the Vice President for Sales in Tower Securities, Inc. from 2000 to June 2004. Mr. Dy was previously a trader and Corporate Secretary in Cathay Securities, Co., Inc. from 1990 to 1998. In 1989, Mr. Dy graduated from the University of Southern California, where he obtained his Bachelor of Science Degree in Accountancy.



**Atty. Deo G. Contreras, Jr. (Independent Director)** is a legal consultant of Nationwide Development Corporation-Kingking Copper and Gold Project, and of Nickel Asia Corporation. He is also the President of AMDGY Consultancy on Mining, HR and General Legal. Atty. Contreras was formerly an in-house legal manager of Benguet Corporation, the former Executive Vice President of Chamber of Mines of the Philippines, and also a former partner in Leyco-Contreras Law Office. He was a member of the Drafting Panel of the Philippine Mining Act of 1995 and Republic Act 7729 (Act Lowering Excise Tax on Mineral Products). He earned his Bachelor of Arts in Political Science degree and his law degree from the University of the Philippines

Mr. Vittorio P. Lim nominated the foregoing for their respective positions. He is not related in any manner to the nominated directors.

The qualifications of all nominated directors including the nominated independent directors, have been pre-screened in accordance with the rules of the Company. Only the nominees whose names appear on the Final List of Candidates are eligible for election as directors (independent or otherwise). No other nominations were entertained after the preparation of the Final List of Candidates and no further nominations shall be entertained or allowed during the annual stockholders' meeting.

The members of the Nomination Committee are as follows:

Vittorio P. Lim	-	Chairman
Salvador Santos-Ocampo	-	Member
Raymond Ricafort	-	Member

#### **Current Officers**

The business experience of each of the officers and executives of the Company is as follows.

**Mr. Salvador Araneta Santos-Ocampo (Chairman of the Board)** has been the President of Victoneta Rentals Corporation since 2014. He is also the President of SAMI Food and Beverage Specialist Corporation since 20013 and the Treasurer of Salvador Araneta Memorial Institute since 2001. He obtained his degree in Business Management from the International Management and Economics I/AME.

**Mr. Vittorio Paulo P. Lim (Director/President)** is the President of V2S Property Developer Co., Inc. He is also the Corporate Secretary of B and P Realty, Inc., Champaca Development Corporation, PX2 Enterprises Co., Inc., VNP Properties Development Inc., Zelle Dev't Corporation, Tarlac Centerpoint, Panlilio Centerpoint. Likewise, he is the Treasurer of Vini Agro Products, Inc. He holds a degree in Interdisciplinary Studies from the Ateneo de Manila.

**Mr. Gary Olivar (Chief Operating Officer)** is a senior financial executive with thirty-five years of experience in banking and telecoms finance, both here and abroad. He worked with BPI's merchant bank here and with American Express Bank (credit management) and Sumitomo Trust Bank (public finance) in Hongkong and New York. He was a risk management consultant with BDO Unibank from 2010 to 2016. He was a member of the Smart Communications management committee and was also the chief financial officer of Bayan Communications. He earned his MA from the UP School of Economics in 1978 and an MBA from Harvard Business School in 1980.

**Mr. Christopher Go (Director/Chief Finance Officer)** is a Certified Public Accountant and currently is the CEO and President of Moderno Citihomes Dev't Corporation, Perfectspot Development Incorporated, Nation Builders Global Logistics Corp. and Sky Builders Dev't Corporation. He obtained his Bachelor of Science in Accountancy degree from De La Salle University in 1988.



**Mr. Edwin Lim (Treasurer)** has been the General Manager of BLIM's Textile Manufacturing Industries, Inc. since 2000. He obtained his Bachelor of Science in Civil Engineering from the Mapua Institute of Technology in 1997.

**Mr. Lucky T. Uy (Compliance Officer)** is a stock broker at SB Equities since October 2017. Prior to his current position, he was a stock broker at Venture Securities from 2013 to September 2017. He obtained his Bachelor of Science in Chemical Engineering degree from the Dela Salle University in 2005.

**Atty. Kristina Joyce C. Caro-Gangan (Corporate Secretary)** is a Partner at Picazo Buyco Tan Fider & Santos Law Offices. She graduated with a degree of Bachelor of Arts, Major in Political Science, from the University of the Philippines in Diliman in 2002, and with a degree of Bachelor of Laws also from the University of the Philippines in Diliman in 2006.

#### **Significant Employees and Family Relationship**

There are no family relationships among the current directors and officers, as well as the nominated directors and officers.

#### **Involvement in Certain Legal Proceedings**

The Company is not aware of: (i) any bankruptcy petition filed by or against any business of which any of the directors and executive officers was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time; (ii) any conviction by final judgment of any of the directors and executive officers, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses; (iii) any of the directors and executive officers being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and (iv) any of the directors and executive officers being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated, occurring during the past five (5) years, up to the date of this report.

#### **Certain Relationships and Related Transactions**

Except as described below and other than those disclosed in the Company's Annual Report for 2018, Financial Statements as of 31 December 2018, and Quarterly Report for period ended 30 June 2019, the Company has not had any transaction during the previous year in which any Director or Executive Officer or any of their immediate family members had a direct or indirect interest.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals owning, directly or indirectly through one or more intermediaries, controls, or are controlled by, or under common control with, the Company; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual.

In the normal course of business, the Company has transactions with other companies considered as related parties. These transactions are based on terms similar to those offered to non-related parties.



### **Disagreement with Director**

No Director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting due to disagreement with the Company on any matter relating to the Company's operations, policies or practices.

### **Item 6. Compensation of Directors and Executive Officers**

All of the Company's directors and officers have not received any form of compensation from inception up to present other than a per diem for each meeting attended and annual per diem during Stockholder's meeting. There is no employment contract between the Company and the current executive officers. In addition, except as provided below, there are no compensatory plans or arrangements with respect the named executive officers that resulted in or will result from the resignation, retirement or termination of such executive director or from a change-in-control in the Company.

The Company has no price or stock warrants.

#### **Summary Compensation Table (Annual Compensation)**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Annual Compensation</b>
All key personnel* and directors as a group unnamed	2018 (Estimate)	None
	2016 Actual	None
	2015 Actual	None

### **Item 7. Independent Public Accountants**

The Company's Board of Directors reviews and approves the engagement of services of the Company external auditors, who are appointed upon the recommendation of the Audit Committee, and which appointment shall be ratified by the stockholders during the annual stockholders' meeting.

The principal accountants and external auditors of the Company are the accounting firm of BDO Roxas Cruz Tagle & Co. (formerly, Alba Romeo & Co.) ("BDO Roxas Cruz Tagle & Co.") with address at 7/F Multinational Bancorporation Centre, 6805 Ayala Avenue, Makati City. The Corporation has retained the services of BDO Roxas Cruz Tagle & Co. since January 2017. There have been no changes in and any disagreements with said accountants in the last five (5) years on any accounting and financial disclosures.

In compliance with SRC Rule 68(3)(b)(iv), as amended, the assignment of BDO Roxas Cruz Tagle & Co.'s engagement partner for the Company shall not exceed five (5) consecutive years. Ms. Maria Carmina A. Ussher has been the Company's engagement partner since January 2017.

The aggregate fees billed for each of the last two years for professional services rendered by the Company's external auditors are summarized below:

	<b>2018</b>	<b>2017</b>
<b>Audit fee</b>	Php488,500.00	Php465,000.00
<b>Tax Services</b>	-	-
<b>Other Fees</b>	-	-
<b>TOTAL</b>	Php488,500.00	Php465,000.00

Representatives of BDO Roxas Cruz Tagle & Co. are expected to be present at the Annual Stockholders' Meeting, with the opportunity to make a statement if they so desire and to answer appropriate questions

from the stockholders.

For the year 2019, the accounting firm of Reyes, Tacandong & Co. is recommended for appointment as external auditor of the Company.

The members of the Audit Committee are as follows:

Raymond Ricafort	-	Chairman
Salvador Santos-Ocampo	-	Member
Vittorio P. Lim	-	Member

#### **Item 8. Compensation Plans**

The Corporation has no employee stock option at the moment.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **Item 9. Authorization or Issuance of Securities other than for Exchange**

The Board of Directors is expected to approve from time to time within the following year the issuance of shares of stock of the Company either out of the current unissued capital stock or the capital stock of the Company as increased, the proceeds of which will be used to fund additional working capital of the Company and investment opportunities that the Company is yet to identify.

Under the Convertible Loan Agreement dated 20 February 2019 (the "Agreement"), Joanna B. Co. (the "Lender") extended to the Company a loan in the amount of Php50,000,000.00 (the "Loan") with interest at the rate of 5% per annum and to mature on the 24th month from the date of the Agreement (the "Maturity Date"). The Lender was granted the right to convert the Loan to equity of the Company at par value thereof (Php0.01 per share) at any time up to and including the 10th Business Day before the Maturity Date.

On 11 September 2019, the Lender delivered to the Company a written notice of the exercise of her conversion right. The Board approved the conversion of the principal amount of the Loan as well as the exercise of conversion right over the amount of interest which accrued up to the date of exercise. The conversion of the principal loan amount and accrued interest (Php51,402,777.77) resulted to the issuance of additional 5,140,277,777 common shares of the Company.

The common shares to be issued out of the current unissued as well as the increase in the authorized capital stock of the Company shall have the same rights and privileges as the common shares of the Company currently outstanding and their issuance is not expected to substantially impact the rights of existing security holders.

#### **Item 10. Modification or Exchange of Securities**

Not Applicable

#### **Item 11. Financial and Other Information**

The Company's Management Discussion and Analysis as of 30 September 2019, Annual Report for 2018 on SEC Form 17-A, Audited Financial Statements as of 31 December 2018, the Company's quarterly report as of 30 September 2019 on SEC Form 17-Q, the Certifications of the Independent Directors and the Certification on no connection with government agencies are attached hereto as Annexes "A", "B", "C", "D", "E-1", "E-2" and "F", respectively.



**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

Not Applicable

**Item 13. Acquisition or Disposition of Property**

Not Applicable

**Item 14. Restatement of Accounts**

Not Applicable

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The President's Report and the Audited Financial Statements for the year ended 31 December 2018 will be submitted for approval and ratification by the stockholders.

**Item 16. Matters Not Required to be Submitted**

Not Applicable

**Item 17. Amendment of Charter, By-laws or Other Documents**

Upon ratification and approval by the stockholders, the Articles of Incorporation of the Company was amended on 2 August 2019 to reflect the increase in the number of directors from nine (9) to eleven (11). Such amendment was made in order to provide more opportunity for stockholder participation in the decision-making process of the Company.

**Item 18. Other Proposed Actions**

- a. Election of the members of the Board of Directors, including the Independent Directors, for the ensuing fiscal year.
- b. Approval of the Minutes of the previous Annual Stockholders' Meeting covering the following matters: (i) Approval of the Minutes of the Previous Annual Stockholders' Meeting; (ii) Approval of the President's Report and the Annual Report for the year 2018; (iii) approval and adoption of the Audited Financial Statements for the year ended 31 December 2018 contained in the Annual Report; (iv) Ratification of all acts of the Board of Directors and Management; (v) Election of the directors and independent directors of the Company; and (vi) appointment of external auditor.
- c. Ratification and approval of all the matters approved and acted upon by the Board of Directors of the Company after the previous Annual Stockholders' Meeting as set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the SEC and the PSE.

- d. Amendment Article II, Section 11 of the By-Laws to clarify the ambiguity in the rule on the setting of the record date for stockholders' meetings by providing that the record date shall be a date which shall not be earlier than 30 days preceding the date of the meeting
- e. Appointment of external auditor for the ensuing fiscal year.
- f. To transact such other business as may properly come before the meeting and at any adjournment thereof.

## **Item 19. Voting Procedure**

### *Manner of Voting*

The approval of the proposed amendments to the Articles of Incorporation requires the vote of stockholders representing at least 2/3 of the issued and outstanding capital stock. The approval of other items to be presented to the stockholders will require the vote of stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote.

In all items for approval, except in the election of directors, each share of stock entitles its registered owner to one vote.

For the purpose of electing directors, a stockholder may vote such number of his shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them in the same principle among as many candidates as he shall see fit. Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands. The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies.

The Chairman shall ensure that at least two (2) seats shall be allotted for the election of independent directors as required by the Securities Regulation Code and the Code of Corporate Governance.

### *Method of counting votes*

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the stockholders. Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

### **Recent Sales of Unregistered or Exempt Securities Including Recent Issuance of Securities Constituting an Exempt Transaction**

Not applicable.

**DURING THE ANNUAL STOCKHOLDERS MEETING ON 7 JANUARY 2020 AND UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDERS A COPY OF SEC FORM 17-Q FOR THE PERIOD ENDED 30 SEPTEMBER 2019 FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST.**

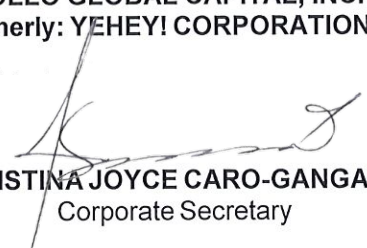


**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 25 November 2019.

**APOLLO GLOBAL CAPITAL, INC.**  
**(Formerly: YEHEY! CORPORATION)**

By:



**KRISTINA JOYCE CARO-GANGAN**  
Corporate Secretary