APOLLO SOLAR ENERGY, INC.
Form 10-K/A
December 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

o ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended: December 31, 2014

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to ____________

Commission File Number: 0-12122

Apollo Solar Energy, Inc.
(Exact name of registrant as specified in its charter)

Nevada	84-0601802
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

No. 485 Tengfei Third,
Shuangliu Southwest Airport Economic Development Zone,
Shuangliu, Chengdu
People's Republic of China, 610207
(Address of principal executive offices)

Registrant's Telephone Number, Including Area Code: +86 (28) 8562-3888

Securities Registered Pursuant to Section 12(b) of the Act: None
Securities Registered Pursuant to Section 12(g) of the Act: Common Stock, $.001 par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No ý

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the

Securities Exchange Act of 1934 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 o No ý

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 ý

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	x
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No ý

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2014 (the last business day of the registrant's most recently completed second fiscal quarter), was $2,352,040 based on the closing price of the registrant's common stock on the OTCQB of $.12 per share.

There were 50,837,038 shares of common stock outstanding as of June 25, 2015.

DOCUMENTS INCORPORATED BY REFERENCE: None.

AMENDMENT NO. 1

This amendment is being filed because Management has determined that the Company has carried on no mining activities since its last mining license expired on June 26, 2015, and that the Company does not intend to renew the license or otherwise engage in mining activities in the foreseeable future. Accordingly, the Business, Risk Factors and Management's Discussion sections have been modified in this amendment to reflect that the Company is no longer engaged in mining activities.

APOLLO SOLAR ENERGY, INC.

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For the Fiscal Year Ended December 31, 2014

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Form 10-K, including in the documents incorporated by reference into this Form 10-K, includes some statements that are not purely historical and that are "forward-looking statements." Such forward-looking statements include, but are not limited to, statements regarding the Company and its management's expectations, hopes, beliefs, intentions or strategies regarding the future, including its financial condition, and results of operations. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates," "believes," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "possible," "potential," "predicts "should," "will," "would" and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this Form 10-K are based on current expectations and beliefs concerning future developments and the potential effects on our Company's business. There can be no assurance that future developments actually affecting us will be those anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following:

- Vulnerability of our Company's business to general economic downturns;
- Fluctuation and unpredictability of costs related to the precious metals and other commodities used to make our products;
- Changes in the laws of the People's Republic of China, or the PRC, that affect our operations;
- Competition from our competitors;
- Any recurrence of earthquakes in the areas where we operate;
- Our ability to obtain all necessary government certifications and/or licenses to conduct our business;
- Development of a public trading market for our securities;
- The cost of complying with current and future governmental regulations and the impact of any changes in the regulations on our operations;
- Fluctuation of the foreign currency exchange rate between U.S. Dollars and Renminbi, or RMB, the lawful currency of China; and
- The other factors referenced in this Form 10-K, including, without limitation, under the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Business."

These risks and uncertainties, along with others, are also described below under Item 1A, "Risk Factors." Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Unless the context otherwise requires, the terms “we,” the “Company,” “us,” or “Apollo” refers to Apollo Solar Energy, Inc and our wholly-owned subsidiaries and variable interest entities.

PART I

ITEM 1. BUSINESS

Overview

We are a China-based refiner of tellurium (“Te”) and high-purity tellurium-based metals for specific segments of the electronic materials market. Our main expertise is in the production of Te-based compounds used to produce thin-film solar cells, cell modules and solar electronic products. Currently we obtain all of our Te raw materials on the public market.

Previously we held a government license to mine tellurium at the Dashuigou project located in Sichuan Province, PRC. That license expired in June 2015. In addition, until May 2014, we had rights to source tellurium from another property in Shimian, Majiagou, PRC, through variable interest entity agreements, or the VIE Agreements, executed in April, 2009, with Sichuan Xinju Mineral Resources Development Corporation and certain of its shareholders holding 51.6619% of its voting stock. Both licenses have expired, and the Company has no present plans to renew them.

Currently, tellurium is produced as a by-product in the process of processing copper and other metals. As a result, costs are high. For the forseeable future, we will source all of our tellurium requirements from third-party suppliers with whom we have established good business relationships over the past few years.

Our refining operations are currently based in a 330,000 square foot facility in Chengdu, Sichuan Province, PRC. We expect this facility to eventually have the capacity to produce more than 300 tons of high-purity photovoltaic cell materials and 42 other types of electronic materials. Our plan is that future expansion of this facility in vacant land leased to the Company will have a capacity to produce up to an additional 350 tons of high-purity photovoltaic cell materials.

In November 2009 we entered into a joint venture to produce thin film solar cells. Our principal joint venture partner is Bengbu Design & Research Institute for the Glass Industry, which is an affiliate of China National Building Materials Group, a giant state-owned entity. A local government agency also owns an equity interest in the joint venture. In exchange for our contribution of land and facilities as well as three patents, we received a 35% equity interest in the joint venture, which is named COE Apollo Solar. At present, COE Apollo Solar is engaged in research regarding glass used in production of thin film solar cells, and is developing a production line for 80MW CdTe thin film solar modules. COE Apollo Solar has obtained the requisite government licenses, and expects to complete construction of the assembly line during 2016.

We previously utilized primary refining capabilities at the mining sites, which were provided by Sichuan Xinju Minteral Resources Development Corporation pursuant to the VIE Agreements. When our mining activities terminated, those primary refining capabilities became irrelevant to our business. Currently all of our refining capabilities are owned directly by our Company. Our end-products are tellurium, cadmium, zinc and related compounds of 99.999% (five nines, or 5N) purity or above. Our products are critical precursors in a number of electronic applications, including the rapidly-expanding thin-film photovoltaic, or PV, market.

Thin film technologies, because of their relatively low usage of raw materials when compared with traditional silicon-based photovoltaic technologies, offer a potential cost advantage in the marketplace. Accordingly, we believe these technologies are beginning to gain an ever increasing foothold in the market.

Our Variable Interest Entity Agreements

As illustrated in the diagram below, we entered into various exclusive contractual arrangements on April 10, 2009 with Sichuan Xinju Mineral Resources Development Corporation (the “VIE”) and certain of its shareholders who are our direct or indirect employees and who collectively own 51.6619% of the VIE. The VIE was engaged in exploration and mining activities, as well as primary, mine-site refining. With the expiration of the two mining licenses, our relationship with Xinju will no longer be significant to our business.

The following diagram shows our corporate structure, including the VIE.

Renewable Energy Industry

The demand for electricity is steadily increasing as the worldwide economy continues to grow. Global electric power generation is expected to reach 25,000 terawatt hours, or TWh, annually by 2020, according to the Energy Information Administration, or the EIA, of the United States government, up from 17,000 TWh in 2005. Fossil fuels account for approximately 65% of the world's supply of electricity. However, fossil fuels face a number of challenges that limit their availability and result in significant price pressures. The limited availability and rising cost of fossil fuels have stimulated the development of renewable energy technologies and created, in our view, a significant business opportunity.

Renewable energy sources for electric power generation include hydroelectric, biomass, geothermal, wind and solar. Among renewable sources of electricity, we believe solar energy has the most potential to meet the world's growing electricity needs. According to the U.S. Department of Energy, the sun is the only source of renewable energy that has a large enough resource base to meet a significant portion of the world's electricity needs. A study commissioned in 2002 by the U.S. Department of Energy estimated that, on average, 120,000 trillion Watts, or TW, of solar energy strike the Earth per year, far exceeding the global electricity consumption rate of 14.3TW. At typical latitude for the United States, a net 10% efficient solar energy "farm" covering 1.6% of the U.S. land area could theoretically meet the country's entire domestic electricity needs.

Thin Film Photovoltaic Technologies

Solar electricity is generated using either photovoltaic or solar thermal technology to extract energy from the sun. Photovoltaic, or PV, electricity generating systems directly convert the sun's energy into electricity, whereas solar thermal systems heat water or other fluids that are then used as sources of energy. PV systems are either grid-connected systems or off-grid systems. Grid-connected systems are connected to the electricity transmission and distribution grid and feed solar electricity into the end-user's electrical system and/or the grid. Such systems are commonly mounted on the rooftops of buildings, integrated into building facades or installed on the ground using support structures, and range in size from 2-3 kilowatts to multiple MWs. Off-grid PV systems are typically much smaller and are frequently used in remote areas where they may be the only source of electricity for the end-user. PV systems are currently the most widely used method of transforming sunlight into electricity.

Approximately 80% of PV-generated electricity is currently produced using traditional crystalline silicon. This technology requires a significant amount of high-purity silicon. The increase in PV production has resulted in a shortage of this type of silicon, adversely affecting PV growth and costs. Recently, because of over-capacity in silicon wafer, cost of traditional PV has come down significantly. However, thin-film technologies based on either amorphous silicon or Cadmium telluride (CdTe) are rapidly being phased into production because of their potential for further lowering the cost of PV modules. This is largely due to the fact that thin-film-based modules, as their name implies, consume much smaller amounts of the starting materials, typically only 1% compared to crystalline silicon, and also because they are produced using a continuous manufacturing process which is mass production proven. Additionally, thin film technologies are inherently free from the supply constraints associated with traditional silicon-based photovoltaic technologies, thus offering additional cost advantage in the marketplace. Accordingly, we believe these technologies are beginning to gain a foothold in the market.

Strategy

Our strategy includes the following key elements:

- Increase production capacity. In May 2008, we relocated our operations to a new 330,000 square foot facility in Chengdu, PRC and launched an aggressive expansion project to increase our annual production capacity of high-purity materials to 1,000 tons. Among these 1,000 tons, we plan to increase our capacity to produce tellurium and cadmium telluride. We will continue to closely monitor the progress of this expansion project to avoid risks of over-expansion, while evaluating other available expansion opportunities. We believe expansion of our production capacity is likely to result in greater economies of scale for our operations.

- Penetrate new market segments. At the present time, over 99% of our sales are made in China. When our resources permit an expansion of our marketing activities, we will seek to increase sales in the United States and Japan and to expand into selected countries in Europe, where we believe the PV market is likely to grow significantly in the near term.

- Expand market share in China. Although the PV market in China is currently smaller than other major PV markets, we believe that the adoption of a series of new laws, regulations and initiatives by the PRC government, including the PRC’s Renewable Energy Law, the Supervision Regulations on the Purchase of All Renewable Energy by Power Grid Enterprises, the National Medium- and Long-Term Programs for Renewable Energy and the recent amendments to the PRC Energy-Saving Law demonstrates the PRC government’s commitment to develop renewable energy sources and may lead to rapid growth in the PV market in China. As a leading supplier of high-purity materials in China, we believe we are well-positioned to capitalize on this growth and capture a significant portion of China’s thin-film PV market.

Products

We produce and sell a range of metals and compounds to address the requirements of our customers in the various electronic materials market segments. Our range of products and their typical end-uses are as follows:

· Ultra-High Purity Tellurium. These include tellurium in purity levels of 99.999% (5N) to 99.99999% (7N) or more. High purity tellurium is used to manufacture radiation and infrared detectors;

· CdTe Thin Film Compounds. These are tellurium-based compounds in purity levels ranging from 99.999% (5N) to 99.9999% (6N). These products are primarily used in the production of thin-film solar electric power modules; and

· Other Commercial-Purity Metals. These include tellurium, selenium, antimony, bismuth, cadmium and zinc in purities ranging from 99.99% (4N) to 99.9999% (6N). These metals find applications in numerous electronic material market segments, including PV, radiation detector, and infrared detection.

Customers and Main Markets

Our principal customers are manufacturers of thin-film solar cells, cell modules, and solar electronic products. We also serve additional customers involved in various segments of other electronic materials markets. In 2014, three customers accounted for 21%, 13% and 11% of the total sales, respectively. In 2013, three customers accounted for 12%, 27% and 31% of the total sales, repectively. We expect our sales to continue to be concentrated among a small number of customers. However, we also expect that our significant customers may change from time to time.

In general, we enter into monthly or semi-annual contracts with customers, most of which are domestic. Our contracts with major customers are non-cancelable and provide for minimum levels of product sales for the duration of the contract (typically 6 to 12 months) with the potential for higher sales levels depending on such factors as rising market prices, customer's needs, our available capacity and/or our ability to reach agreement on key terms. Our standard terms for customers require payment 30 days after delivery, although new customers are required to pay on delivery, and some special customers (such as research institutions) are granted 90 to 120 days to make payment due to the complexity of their internal approval procedures. Customers with such extended payment terms represent less than five percent of our sales volume.

Competition

We face competition from producers of raw materials such as Vital Chemicals Co., Xiandao (Qingyuan) Rare Metal and Chemical Co., and Emei Semiconductor Material Co. in China. Overseas we face competition from 5N Plus, Inc. in Canada, Honeywell Electronic Materials in the United States, PPM Pure Metals in Germany and Nikko Materials in Japan. As solar opportunities grow, new entrants are likely to enter the market and our existing customers may begin to backwards integrate. It is also likely that our current suppliers, who are large non-ferrous mining, refining and metal processing companies, will begin to vertically integrate as well.

We believe that we possess significant competitive advantages. These advantages include:

· Well-Established Market Position and Significant Barriers to Entry. We expect to be one of the main suppliers of cadmium, selenium, and tellurium metal and compounds in the markets that we serve. We believe we have a limited number of competitors due to the highly specialized nature of our business. The niche markets we serve require extensive expertise and know-how. Our products must be qualified by customers after long periods of testing. Most of the materials that we produce must also be handled with care because of their environmental and occupational impact, and must be recycled, all of which constitute significant entry barriers for potential competitors.

- Key Supplier in the Fast-Growing CdTe PV Industry. We are one of the key suppliers of Te to the PV industry. A significant increase in CdTe-based PV production capacity is expected over the next few years and we believe that we are well positioned to be an active participant in the growth of the industry.

Sales and Marketing

We market and sell our products primarily through our direct sales force to customers in North America, Japan, the rest of Asia, and Europe. Our sales team consists of eight in-house sales managers and one sales director. Our direct sales force includes experienced and technically sophisticated sales professionals and engineers who are knowledgeable in photovoltaics and the various applications in which our products are used. Our sales staff works with customers during all stages of the manufacturing process, from developing the precise composition of the compound through manufacturing and processing to the customer's exact specifications. We have also appointed CERAC, Inc. to be our exclusive distributor for the North American market, excluding sales to First Solar. However, with the softening of demand as delays from new producers occurred, the contribution from this agreement may not be as high as expected.

A key component of our marketing strategy is developing and maintaining strong relationships with our customers, especially at the senior management level. We seek to achieve this through working closely with our customers to optimize our products for their production processes. In addition, we believe we are able to develop long-term relationships with key customers by offering competitive pricing, delivering high quality products and providing superior customer service. We believe that maintaining close relationships with senior management and providing necessary customer support improves customer satisfaction and provides us with a competitive advantage when selling our products.

In order to increase brand recognition of our products and of Apollo in general, we publish technical articles, advertise in trade journals, distribute promotional materials and participate in industry trade shows and conferences.

Research and Development

We plan to continue to devote a substantial amount of our resources to research and development with the objective of improving our refining steps. We will primarily focus our research and development in the following areas:

· Mineral processing and refining. We are focusing our efforts on the optimization of both our front-end and back-end processes, namely our primary hydrometallurgical extraction and refining steps (leaching, solid liquid separation and electrowinning), as well as our secondary high-purity refining steps (vacuum distillation and zone refining).

As of December 31, 2014, our research and development team consists of 11 full-time employees, which are broken down into four groups:

· Mineral processing, metallurgy, new materials, 2 engineers;

· New energy development, 9 engineers;

Additionally, we have strategic research and development collaborations with various universities including Sichuan University, Chengdu Electronic Engineering University, Chengdu Polytechnic University, Shanghai Technical Physics Institute and China Nonferrous Metal Research Institute.

On March 16, 2010, we entered into a Joint Research Agreement with the New Jersey Institute of Technology ("NJIT"), pursuant to which we agreed to pay NJIT sponsorship funds in an aggregate amount of $1,500,000 over a three-year period. Under the terms of the Agreement, NJIT agreed to provide certain laboratory instruments, equipment and personnel to develop novel CdTe thin film PV technology.   Through June 2012, the Company had paid US$500,000 in sponsorship fund to NJIT and had accrued an obligation of $625,000, all of which was recorded as Research & Development expense. In July 2012, however, NJIT terminated our agreement and asserted that we had acquired no rights to intellectual property developed during the term of the agreement.

In 2012, after our relationship with NJIT terminated, China National Building Material Group commenced a joint venture with the NJIT Solar Research Center, which was renamed "CNBM-NJIT PV Material Research Center" in February 2013. The Center continues to engage in research regarding high purity metals and PV materials, the benefits of which should inure to CEO Apollo Solar, our joint venture with an affiliate of China National Building Material Group.

Intellectual Property

Our success depends, in part, on our ability to maintain and protect our proprietary technology and to conduct our business without infringing on the proprietary rights of others. As of December 31, 2014, we held sixteen Chinese patents with respect to our proprietary refining techniques and had an additional three patent applications pertaining to elements of our unique thin-film solar module manufacturing process pending. In 2010, the Company transferred three patents to the Joint Venture with an approximate appraised value of RMB13,781,300.

With respect to proprietary know-how that is not patentable and processes for which patents are difficult to enforce, we rely on, among other things, trade secret protection and confidentiality agreements to safeguard our interests. All of our research and development personnel have entered into confidentiality and proprietary information agreements with us. These agreements address intellectual property protection issues and require our associates to assign to us all of the inventions, designs and technologies they develop during the course of employment with us. We also require our customers and business partners to enter into confidentiality agreements before we disclose any sensitive aspects of our refining techniques, solar modules, technology or business plans.

Safety Performance

We have received no reports of occupational injuries or other safety accidents with respect to its operations since we received our Safe Production License from the Chinese government on April 11, 2006. We have a production staff of 12 persons in Dashuigou that are supervised by our Safety Production Committee, which reports directly to our management team. We have also adopted safety production guidelines and procedures that require every member of our production staff to participate in specific safety training programs and to obtain a safety working permit issued by the local governmental authorities prior to commencing such work. Additionally, we provide an annual internal training program to all our employees that details our safety measures and emergency recovery programs currently in place. Each of our employees is covered by a special occupational and health insurance program, and undergoes a regular physical examination.

Environmental Regulations

The basic laws in China governing environmental protection in the mineral industry sector of the economy are the Environmental Protection Law, the Environment Impact Assessment Law and the Mineral Resources Law. The State Administration of Environmental Protection and its provincial counterparts are responsible for the supervision, implementation and enforcement of environment protection laws and regulations. Provincial governments also have the power to implement rules and policies in relation to environmental protection in their respective jurisdictions.

Our material purification process generates gaseous wastes, liquid wastes, waste water, noise and other industrial wastes in various stages of the manufacturing process. We have installed various types of anti-pollution equipment in our production facilities to reduce and treat the wastes generated in our manufacturing process. Our operations are subject to regulation and periodic monitoring by the State Environmental Protection Bureau of the PRC, as well as local environmental protection authorities. The PRC national and local environmental laws and regulations impose fees for the discharge of certain waste substances. If discharges exceed the prescribed levels, excess discharge fees are charged. The PRC national and local governments may at their own discretion assess fines, close or suspend the operation of any facility that fails to comply with orders requiring it to cease or remedy activities causing environmental damage. No such penalties have been imposed on us, and we believe that we have been in material compliance with applicable environmental regulations and standards.

We have received ISO 9001:2008 and GB/T19001-2008 certificates which are valid from December, 2014 until December, 2017. This Quality Management System applies in the areas of design, development and production of certain metals and high purity compounds.

Government Regulations

The following is a summary of the principal governmental laws and regulations that are or may be applicable to our operations in the PRC. The scope and enforcement of many of the laws and regulations described below are uncertain. We cannot predict the effect of further developments in the Chinese legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement of laws.

Renewable Energy Law and Other Government Directives

In February 2005, the PRC enacted its Renewable Energy Law, which became effective on January 1, 2006. The Renewable Energy Law sets forth policies to encourage the development and use of solar energy and other non-fossil energy. The renewable energy law sets forth the national policy to encourage and support the use of solar and other renewable energy and the use of on-grid generation. It also authorizes the relevant pricing authorities to set favorable prices for the purchase of electricity generated by solar and other renewable power generation systems.

The law also sets forth the national policy to encourage the installation and use of solar energy water-heating systems, solar energy heating and cooling systems, solar photovoltaic systems and other solar energy utilization systems. It also provides financial incentives, such as national funding, preferential loans and tax preferences for the development of renewable energy projects. In January 2006, China’s National Development and Reform Commission promulgated two implementation directives of the Renewable Energy Law. These directives set forth specific measures in setting prices for electricity generated by solar and other renewable power generation systems and in sharing additional expenses incurred. The directives further allocate the administrative and supervisory authorities among different government agencies at the national and provincial levels and stipulate responsibilities of electricity grid companies and power generation companies with respect to the implementation of the renewable energy law.

In November 2005, the PRC’s National Development and Reform Commission promulgated the Renewable Energy Industry Development Guidance Catalogue, where solar power figured prominently. In January 2006, the PRC’s National Development and Reform Commission promulgated an implementation directive for the renewable energy power generation industry. This directive sets forth specific measures for setting the price of electricity generated by solar and other renewable power generation systems and in sharing the costs incurred. The directive also allocates administrative and supervisory authority among different government agencies at the national and provincial levels and stipulates the responsibilities of electricity grid companies and power generation companies with respect to the implementation of the renewable energy law.

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On August 31, 2007, the PRC's National Development and Reform Commission promulgated the Medium and Long-Term Development Plan for the Renewable Energy Industry. This plan sets forth national policy to provide financial allowance and preferential tax regulations for the renewable energy industry. A similar demonstration of PRC government commitment to renewable energy is also stipulated in the Eleventh Five-Year Plan for Renewable Energy Development, which was promulgated by the PRC's National Development and Reform Commission in March 2008.

The principal regulations governing the mining business in the PRC include:

- China Mineral Resources Law, which requires a mining business to have exploration and mining licenses from provincial or local land and resources agencies;
- China Environmental Law, which requires a mining project to obtain an environmental feasibility study of the project; and
- China Mine Safety Law, which requires a mining business to have a safe production license and provides for random safety inspections of mining facilities.

Chinese regulations also require that a mining company have a safety certification from the PRC Administration of Work Safety before it can engage in mining and extracting activities. All of our operating subsidiaries have obtained the necessary licenses and certifications.

Insurance

We have personal injury insurance for our employees and management under a group insurance policy with Ping An Life Insurance Company of China, Ltd. The insurance coverage for our employees includes accidental injury, medical cost for accidental injury, and hospital allowance for accidental injury. In addition to coverage for our employees, insurance for management covers extra car and airplane-related accidents.

Income Tax

The corporate income tax rate applicable to all companies organized in the PRC, including both domestic companies and foreign-invested companies, is 25%.

Employees

We employ 76 people. Of our employees, 61 hold university degrees in engineering or physical sciences. A breakdown of our current personnel by category is as follows:

Production	30
Research and Development	11
Administration	24
Sales and Marketing	8
Senior Management	3
Total	76

ITEM 1A: RISK FACTORS

Any investment in our common stock involves a high degree of risk. Potential investors should carefully consider the material risks described below and all of the information contained in this Form 10-K before deciding whether to purchase any of our securities. Our business, financial condition or results of operations could be materially adversely affected by these risks if any of them actually occur. Some of these factors have affected our financial condition and operating results in the past or are currently affecting our company. This filing also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced described below and elsewhere in this Form 10-K.

Risks Related To Our Operations

We currently have negative cash flow and negative working capital. We will not be able to fully resume operations without additional injections of capital.

As shown in the accompanying financial statements, the Company has negative cash flow for the years ended December 31, 2014 and 2013, and at December 31, 2014 the Company's current liabilities exceeded its current assets by $9.2 million. In addition, approximately $8.5 million of the Company's loans will be due in 2015. The current cash and inventory level will not be sufficient to support the Company's normal operations and repayments of the loans. As a result of these factors, our independent registered public accountant has, in the audit opinion included in this Report, expressed substantial doubt about the Company's ability to continue as a going concern. The Company will need additional funds to meet its operating and financing obligations until sufficient cash flows are generated from production to sustain operations and to fund future development and financing obligations. It is not certain that we will be able to obtain sufficient funds. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

We have accumulated significant losses and we may not be able to generate significant revenue or any net income in the future, which would negatively impact our ability to run our business.

We have accumulated significant net losses from our inception through December 31, 2014 and we may be unable to generate significant revenue or any net income in the future. We cannot predict when, or if, we will become profitable in the future. Even if we achieve profitability, we may not be able to sustain it. We have funded our operations primarily through the issuance of equity and debt securities to investors and may not be able to generate a positive cash flow in the future. If we are unable to generate sufficient cash flow from operations, we will need to seek additional funds through the issuance of additional equity or debt securities or other sources of financing. We may not be able to secure such additional financing on favorable terms, or at all. Any additional financings will likely cause substantial dilution to existing stockholders. If we are unable to obtain necessary additional financing, we may be required to reduce the scope of, or cease, our operations.

Our limited operating history may not serve as an adequate basis to judge our future prospects and results of operations.

We commenced our current line of business operations in 2006. Our limited operating history may not provide a meaningful basis on which to evaluate our business. We expect that our operating expenses will increase as we expand. Any significant failure to realize anticipated revenue growth could result in significant operating losses. We will continue to encounter risks and difficulties frequently experienced by companies at a similar stage of development, including our potential failure to:

- raise adequate capital for expansion and operations;
- implement our business model and strategy and adapt and modify them as needed;

increase awareness of our brands, protect our reputation and develop customer loyalty;

manage our expanding operations and service offerings, including the integration of any future acquisitions;

maintain adequate control of our expenses;

anticipate and adapt to changing conditions in the renewable energy market in which we operate as well as the impact of any changes in government regulations, mergers and acquisitions involving our competitors, technological developments and other significant competitive and market dynamics.

If we are not successful in addressing any or all of these risks, our business may be materially and adversely affected.

Fluctuation in the market price of base metals may significantly affect the results of our operations.

The results of our operations are significantly affected by the market price of base metals, which are subject to substantial price fluctuations. Our earnings are particularly sensitive to changes in the market price of tellurium, cadmium, and other metals that we sell. Market prices can be affected by numerous factors beyond our control, including supply and demand for a broad range of industrial reasons, substitution of new or different products in critical applications for our existing products, expectation with respect to the level of fossil fuel price, and speculative activities. If prices should decline below our cash costs of production and remain at such levels for any substantial period, we could determine that it is not economically feasible to continue commercial production at any or all of our mines.

As tellurium is rare and its applications highly specific, there is no known hedging tools for us to utilize to protect us against price fluctuation. As such, our ability to protect our operations performance due to base metal price fluctuation is minimal.

We may face restricted access to markets in the future.

Access to our markets may be subject to ongoing interruptions and trade barriers due to political interference, tariffs imposed by of individual countries, and the actions of certain interest groups to restrict the import of our commodities. Although there are currently no significant trade barriers existing or impending of which we are aware that do, or could, materially affect our access to certain markets, there can be no assurance that our access to these markets will not be restricted in the future.

The loss of, or a decrease in the amount of business from, our major customers or any default in payment on their part could significantly reduce our net sales and harm our operating results.

In 2014, three customers accounted for 21%, 13% and 11% of the total sales. In 2013, three customers accounted for 12%, 27% and 31% of the total sales. In 2012, 28% of our sales were made to two customers. In 2011, approximately 45 % of our sales were to three customers. In 2010, our top three customers accounted for 75% of our revenue. In 2009, approximately 90% of sales were to two customers. We have been committing tremendous effort to expanding our customer list, and our results in 2011 reflected a certain level of success. However, the loss of, or a decrease in the amount of business from, one of these customers, or any default in payment on their part, could still significantly reduce our net sales and harm our operating results.

We have no assurance of securing additional business from our major customers beyond our long-term supply agreements. We therefore expect that our dependence on our major customers will continue during most of 2015, at which point we intend to further reduce our reliance on our major customers by expanding our production capacity to meet the needs of currently merging manufacturers of CdTe-based PV modules, as well as to supply the needs of companies active in the medical imaging market.

We may not be able to effectively control and manage our growth.

If our business and markets grow and develop, it will be necessary for us to finance and manage expansion in an orderly fashion. In addition, we may face challenges in managing and expanding facilities and in integrating acquired businesses with our own. Such eventualities will increase demands on our existing management, workforce and facilities. Failure to satisfy such increased demands could interrupt or adversely affect our operations and cause longer operation location completion cycle, and administrative inefficiencies.

We depend on market acceptance of our customers’ products and the technology associated therewith.

We depend on market acceptance of our customers’ products and the technology associated therewith. Any delay or failure by our customers to successfully penetrate their respective markets could lead to a reduction in our sales and operating margins. Most of our products are sold either into emerging markets or alternatively in existing markets, for which they are used to manufacture replacement products intended to represent new and improved technologies. If our customers are unable to meet the performance and cost targets required for commercial viability, their products are subject to regulations which limit their use, or the new or improved technology associated with their products proves unsuitable for widespread adoption, it may have an adverse effect on our sales and operating margins.

More specifically, a significant part of our sales are made in the solar energy market using thin-film technology. Thin-film technology does not have a sufficient operating history to confirm how PV modules will perform over their estimated useful life of 25 years. Long-term viability of CdTe-based thin film technology will also depend on the manufacturers' ability to reduce the cost of PV modules to a level at which the technology is competitive with other energy sources without government subsidies. If thin-film technology performs below expectations or if it does not achieve cost competitiveness with conventional or other solar or non-solar renewable energy sources without government subsidies, it could result in the failure of the technology to be widely adopted in the market. This could significantly affect demand for our products and reduce our sales and profit margins.

Many other factors may affect the widespread adoption of PV technology and demand for our customers' products, including the following:

- cost-effectiveness of thin film PV modules compared to conventional and other non-solar renewable energy sources and products;
- performance and reliability of thin film PV modules and thin-film technology compared to conventional and other non-solar renewable energy sources and products;
- availability of government subsidies and incentives to support the development of the solar energy industry;
- success of other renewable energy generation technologies, such as hydroelectric, wind, geothermal, solar thermal, concentrated PV and biomass;
- fluctuations in economic and market conditions that affect the viability of conventional and non-solar renewable energy sources, such as increases or decreases in the prices of oil and other fossil fuels;
- fluctuations in capital expenditures by end-users of PV modules, which tend to decrease when the economy slows and interest rates increase; and
- deregulation of the electric power industry and the broader energy industry.

A change in environmental regulations could cause serious disruption to operations and negatively impact our results.

Our operations involve the use, handling, generation, processing, storage, transportation, recycling and disposal of hazardous materials and are subject to extensive environmental laws and regulations at the national, provincial, local and international level. These environmental laws and regulations include those governing the discharge of pollutants into the air and water, the use, management and disposal of hazardous materials and wastes, the clean-up of contaminated sites and occupational health and safety. We have incurred and will continue to incur capital expenditures in order to seek to comply with these laws and regulations. In addition, violations of, or liabilities under, environmental laws or permits may result in restrictions being imposed on our operating activities or in our being subject to substantial fines, penalties, criminal proceedings, third party property damage or personal injury claims, clean-up costs or other costs. While we believe that we are currently in compliance with applicable environmental requirements, future developments such as more aggressive enforcement policies, the implementation of new, more stringent laws and regulations, or the discovery of currently unknown environmental conditions may require expenditures, or changes in our operations, that could have a material adverse effect on our business, results of operations and financial condition.

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Although China has enacted environmental protection legislation to regulate the mining industry, due to the very short history of this legislation, national and local environmental protection standards are still in the process of being formulated and implemented.

Chinese legislation provides for penalties and other liabilities for the violation of environmental protection standards and establishes, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are being or have been conducted.

We believe that there are no outstanding notices, orders or directives from central or local environmental protection agencies or local government authorities alleging any breach of national or local environmental quality standards by us or any other party in respect of our property. Although we intend to fully comply with all environmental regulations, there is a risk that permission to conduct exploration, development and manufacture activities could be withdrawn temporarily or permanently where there is evidence of serious breaches of such standards. In addition, given the relative lack of precedents in enforcing the new environmental protection laws, there are no guarantees that the laws or the interpretation of the laws or regulations, will not materially change, which could require us to substantially change, or entirely cease, our operations in China.

Because of growing demand for high-purity metals, we may be subject to more competition in the near future.

The forecasted growth in demand for high-purity metals, especially those used by the solar power industry, is expected to attract more metal refiners into that industry and increase competition. Competition could arise from new low-cost metal refiners or from certain of our customers who could decide to backwards integrate.

We may incur losses resulting from business interruptions.

We may incur losses resulting from business interruptions. In many instances, especially those related to our long-term contracts, we have contractual obligations to deliver product in a timely manner. Any disruption in our activities which leads to a business interruption could harm our customers' confidence level and lead to the cancellation of our contracts and legal recourse against us. Although we believe that we have taken reasonable precautions to avoid business interruptions, we could still experience interruptions which would adversely impact our financial results.

Protection of our proprietary processes, methods and other technologies is critical to our business and therefore any failure to protect the use of our existing intellectual property rights could result in the loss of valuable technologies and processes.

Protection of our proprietary processes, methods and other technologies is critical to our business. We rely almost exclusively on a combination of Chinese patents, trade secrets and employee confidentiality agreements to safeguard our intellectual property. Failure to protect and monitor the use of our existing intellectual property rights could result in the loss of valuable technologies and processes and materially adversely affect our business.

If our insurance coverage is unavailable or insufficient to cover future claims against us, our financial resources and results of operations could be adversely affected.

We have limited insurance coverage for a number of risks, including environmental situations and personal injury. Although we believe that the events and amounts of liability covered by our insurance policies are reasonable taking into account the risks relevant to our business as carried out to date, there can be no assurance that such coverage will be available or sufficient to cover all claims to which we may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, our financial resources and results of operations could be adversely affected.

We have limited business insurance coverage, and accordingly any business disruption, litigation or natural disaster might result in substantial costs and diversion of resources.

The insurance industry in China is still at an early stage of development. Insurance companies in China offer limited business insurance products, and do not generally, to our knowledge, presently offer business liability insurance. As a result, we do not have any business liability insurance coverage for our operations. Moreover, while business disruption insurance is available, we have determined that the risks of disruption and cost of the insurance are such that we have not obtained such insurance at this time. Any business disruption, litigation or natural disaster might result in substantial costs and diversion of resources.

Risks Related to Doing Business in the PRC

Government regulations may hinder our ability to function efficiently.

The national, provincial and local governments in the PRC are highly bureaucratized. The day-to-day operations of our business require frequent interaction with representatives of the Chinese government institutions. The effort to obtain the registrations, licenses and permits necessary to carry out our business activities can be daunting. Significant delays can result from the need to obtain governmental approval of our activities. These delays can have an adverse effect on the profitability of our operations.

The PRC laws and regulations governing our current business operations are sometimes vague and uncertain. Any changes in such PRC laws and regulations or their interpretation and application may have a material and adverse effect on our business.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business, or the enforcement and performance of our arrangements with customers in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. We and any future subsidiaries are considered foreign persons or foreign-invested enterprises under PRC laws, and as a result, we are required to comply with PRC laws and regulations applicable to such persons or enterprises. These laws and regulations are sometimes vague and may be subject to future changes, and their official interpretation and enforcement may involve substantial uncertainty. The effectiveness of newly enacted laws, regulations or amendments may be delayed, resulting in detrimental reliance by foreign investors. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. We cannot predict what effect the interpretation or application of existing or new PRC laws or regulations may have on our businesses.

A slowdown or other adverse developments in the PRC economy may materially and adversely affect our customers, demand for our services and our business.

We are a holding company and all of our operations are conducted in the PRC. Although the PRC economy has grown significantly in recent years, we cannot assure you that such growth will continue. The solar energy industry in the PRC is encouraged by Chinese government, relatively new and growing, but we do not know how sensitive we are to a slowdown in economic growth or other adverse changes in the PRC economy which may affect demand for our products. A slowdown in overall economic growth, an economic downturn or recession or other adverse economic developments in the PRC may materially reduce the demand for our products and materially and adversely affect our business.

Inflation in the PRC could negatively affect our profitability and growth.

While the PRC economy has experienced rapid growth, such growth has been uneven among various sectors of the economy and in different geographical areas of the country. Rapid economic growth can lead to growth in the money supply and rising inflation. If prices for our products rise at a rate that is insufficient to compensate for the rise in the costs of supplies, it may have an adverse effect on profitability. In order to control inflation in the past, the PRC government has imposed controls on bank credits, limits on loans for fixed assets and restrictions on state bank lending. Such an austerity policy can lead to a slowing of economic growth. Although the People's Bank of China, the PRC's central bank, currently keeps the interest rate low, it has indicated an interest rate increase is possible and necessary for the inflationary concerns in the Chinese economy. Repeated rises in interest rates by the central bank would likely slow economic activity in China, which could, in turn, materially increase our costs and also reduce demand for our products.

Sichuan Apollo is subject to restrictions on paying dividends and making other payments to us.

We are a holding company incorporated in the State of Nevada and do not have any assets or conduct any business operations other than our investments in our subsidiaries. As a result of our holding company structure, we rely primarily on dividend payments from our indirect wholly owned subsidiaries in China. However, PRC regulations currently permit payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. Our subsidiaries in China are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund certain reserve funds. The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of China. We may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. Furthermore, if our subsidiary or affiliated entity in China incurs debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments. If we, or any of our direct or indirect subsidiaries, is unable to receive all of the revenues from our operations through these contractual or dividend arrangements, we may be unable to pay dividends on our common stock.

Governmental control of currency conversion may affect the value of an investment in the Company.

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. We receive a significant portion of our revenues in RMB, which is currently not a freely convertible currency. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends, or otherwise satisfy foreign currency dominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from the transaction, can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange by complying with certain procedural requirements. However, approval from appropriate governmental authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of bank loans denominated in foreign currencies.

The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay certain of our expenses as they come due.

The fluctuation of the Renminbi may materially and adversely affect an investment in the Company.

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in the PRC's political and economic conditions. As a significant portion of our revenues are earned in the PRC, any significant revaluation of the RMB may materially and adversely affect our cash flows, revenues and financial condition. For example, to the extent that we need to convert U.S. dollars we receive from an offering of our securities or other financing into RMB for use in our operations, appreciation of the RMB against the U.S. dollar could have a material adverse effect on our business, financial condition and results of operations. Conversely, if we decide to convert our RMB into U.S. dollars for the purpose of making payments for dividends on our common shares or for other business purposes and the U.S. dollar appreciates against the RMB, the U.S. dollar equivalent of the RMB we convert would be reduced. In addition, the depreciation of significant U.S. dollar denominated assets could result in a charge to our income statement and a reduction in the value of these assets.

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China based upon U.S. laws, including the federal securities laws, or other foreign laws against us or our management.

All of our current operations are conducted in China. Moreover, most of our directors and officers are nationals and residents of China. All or substantially all of the assets of these persons are located outside the United States and in the PRC. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon these persons. In addition, uncertainty exists as to whether the courts of China would recognize or enforce judgments of U.S. courts obtained against us or such officers and/or directors predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought in China against us or such persons predicated upon the securities laws of the United States or any state thereof.

Risks Related to Our Common Stock

We are not likely to pay cash dividends in the foreseeable future.

We currently intend to retain any future earnings for use in the operation and expansion of our business. We do not expect to pay any cash dividends in the foreseeable future but will review this policy as circumstances dictate. Should we decide in the future to do so, as a holding company, our ability to pay dividends and meet other obligations depends upon the receipt of dividends or other payments from our subsidiaries. In addition, our operating subsidiary, from time to time, may be subject to restrictions on its ability to make distributions to us, including as a result of restrictions on the conversion of local currency into U.S. dollars or other hard currency and other regulatory restrictions.

There is currently a limited trading market for our Common Stock.

Our Common Stock is quoted on the OTC Pink Market maintained by OTC Markets. Until recently, our stock was quoted on the OTCQB. However, our bid and asked quotations have not regularly appeared on the OTCQB or on the OTC Pink Market for any consistent period of time. There is no established trading market for our Common Stock and our Common Stock may never be included for trading on any stock exchange or through any other quotation system (including, without limitation, the NASDAQ Stock Market). Investors may not be able to sell their shares due to the absence of a trading market.

Our common stock is currently classified as a “penny stock” under SEC rules, which may make it difficult for our shareholders to resell their shares of our common stock.

The Rules of the Securities and Exchange Commission classify as a "penny stock" any security that does not trade on a national securities exchange (e.g. NYSE, NYSE MKT, NASDAQ, etc., but not including the OTCQB or the OTC Pink Market) if the market price of the security is less than $5.00 per share. SEC Rule 15g-9 under the Securities Exchange Act of 1934 imposes additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as an "established customer" or an "accredited investor." This includes the requirement that a broker-dealer must make a determination on the appropriateness of investments in penny stocks for the customer and must make special disclosures to the customer concerning the risks of penny stocks. For this reason and because penny stocks are generally considered to be more risky than non-penny stocks, many brokers will not recommend the purchase of penny stock by their customers.

Our common stock is not listed on a national securities exchange, and is currently priced below $5.00, as a result of which our common stock is currently classified as a penny stock. The holders of our common stock may experience greater difficulties in attempting to sell the stock, due to the limited market for penny stock. In addition, because the penny stock classification reduces the liquidity of a security, the classification may have a negative effect on the market price of our common stock, such that our shareholders may not be able to obtain a satisfactory sale price.

ITEM 2. PROPERTIES

General

Our corporate headquarters are located in Shuangliu Chengdu, Sichuan, China, where we own the land use rights and occupy 89,412 square meters of space. Our Shuangliu facility currently consists of an office building, testing center, laboratory, production department, dormitory, and dining hall.

ITEM 3. LEGAL PROCEEDINGS

On June 7, 2013 our subsidiary, Sichuan Apollo Solar Energy Technology Co., Ltd., filed a criminal complaint with the local bureau of economic criminal investigation in China against Renyi Hou, who was the CEO of Apollo Solar until 2010. The complaint alleged that, between 2007 and 2010, Mr. Hou caused improper loans to be made by Sichuan Apollo to Sichuan Xinju Mineral Resources Development Co., Ltd., an entity in which Mr. Hou owns the majority interest but that is party to the VIE Agreements with our subsidiary, Sichuan Xinlong. The complaint also alleged that in 2009 Mr. Hou caused Sichuan Apollo to make excess payments to the construction company that was constructing the new facility for Sichuan Apollo. On November 19, 2013 the bureau dismissed the complaint. Sichuan Apollo appealed the dismissal in December 2013.

On the same day that Sichuan Apollo filed a criminal complaint against Renyi Hou, as described above, Sichuan Xinju filed a civil lawsuit in a Chinese court against Sichuan Apollo. The complaint alleged that Sichuan Xinju paid RMB 3,548,160 ($579,765) to satisfy a loan owed to a third party by Sichuan Apollo and demanded reimbursement. Sichuan Apollo replied, denying liability on the grounds that the funds paid by Sichuan Xinju to the third party had been illegally transferred from a subsidiary of Sichuan Apollo to Sichuan Xinju by Renyi Hou. The civil court entered judgment in favor of Sichuan Xinju and imposed a lien on the bank account of Sichuan Apollo. Sichuan Apollo intends to appeal the judgment.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed for quotation on the OTC Pink Market under the symbol “ASOE”. During 2014 and 2013 our common stock was listed for quotation on the OTCQB. We have 52,805,961 issued and 50,387,038 outstanding shares of common stock and 556 common stock holders of record at December 31, 2014.

Common Stock Price

	High	Low
Fiscal Year Ending December 31, 2014		
Fourth Quarter	$ 0.21	$ 0.07
Third Quarter	$ 0.29	$ 0.13
Second Quarter	$ 0.35	$ 0.12
First Quarter	$ 0.50	$ 0.11
Fiscal Year Ending December 31, 2013		
Fourth Quarter	$ 0.45	$ 0.04
Third Quarter	$ 0.40	$ 0.22
Second Quarter	$ 0.38	$ 0.20
First Quarter	$ 0.25	$ 0.20

Dividends

The Company has not paid or does not expect to declare or pay any cash dividends on its common stock in the foreseeable future, and it currently intends to retain future earnings, if any, to finance the expansion of its business. The decision whether to pay cash dividends on the Company's common stock will be made by the Company's board of directors, in their discretion, and will depend on its financial condition, operating results, capital requirements and other factors that the board of directors considers significant.

Recent Sales of Unregistered Securities

The Company did not complete any unregistered sale of equity securities during the fourth quarter of 2014.

Repurchase of Equity Securities

The Company did not repurchase any of its equity securities that were registered under Section 12 of the Securities Act during the quarter ended December 31, 2014.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Empire Stock Transfer, Inc.

Equity Compensation Plan Information

Our equity compensation plan information is provided as set forth in Part III, Item 11 herein.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

Not Applicable

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains forward-looking statements that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements regarding future events, our plans and expectations and financial projections. Our actual results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed elsewhere in this Form 10-K. See Item 1A: "Risk Factors."

Critical Accounting Policies, Estimates and Assumptions

Management's discussion and analysis of results of operations and financial condition are based upon our consolidated financial statements. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. On an ongoing basis, we evaluate our estimates, including those related to, bad debts, inventories, fixed assets, income taxes and other contingencies. We based our estimates on historical experience and various other assumptions that we believe are reasonable under the set of current conditions. Actual results may differ from these estimates under a different set of assumptions or set of conditions.

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In our preparation of the consolidated financial statements for 2014 and 2013 there were three estimates made which were (a) subject to a high degree of uncertainty and (b) material to our results. They were:

- Our determinations of the useful life of our property and equipment, as disclosed in Note 4 to our Financial Statements. We based the determination on our assessment of the useful life of comparable property and equipment.

- Our determination of the fair value of our investment in the joint venture, as discussed in Note 5 to our Financial Statements. The determination was based on the appraised value of the assets in the joint venture.

- Our determination to record a 100% valuation allowance for our deferred tax assets, as disclosed in Note 14 to our Financial Statements. The determination was based on our lack of assurance as to whether we will realize taxable income in the future against which the deferred tax assets can be applied.

Results of Operations

Sales

Sales for the year ended December 31, 2014 were $4,276,255, compared to the sales of $16,838,764 for the year ended December 31, 2013, a decrease of $ 12,562,509 or approximately 74.6% for the year ended December 31, 2014. The primary reasons for the decrease in sales is that the Company engaged in purchase and sale transactions during 2013 that had features of high turnover and low margin, with increased sales as a result. The Company did not pursue that kind of transaction during 2014, which has resulted in reduced sales but improved margins.

Gross profit/loss

Our cost of sales decreased by $12,589,064 or 76.3% in the year ended December 31, 2014 compared to 2013. Our gross margin remained very low: 8.7% during the year ended December 31, 2014 and 2.1% during the year ended December 31, 2013. Although the Company's $438,337 inventory markdown during 2013 contributed to the low margin in that year, the primary reason for this low level of gross margin was the delay in production from our tellurium mines, caused by new government regulations and the subsequent expiration of our mining licenses. Without an internal source of tellurium, we were forced to purchase tellurium on the world market. As a significant amount of our revenue was generated from the sale of compounds incorporating high purity tellurium, our margin was impacted adversely.

Selling expense

For the year ended December 31, 2014, selling expenses were $131,587 compared to $253,310 for the year ended December 31, 2013, representing a decrease of 48.1%. Selling expenses were higher during year ended December 31, 2013 because the Company initiated a concerted effort to increase sales by hiring more sales people and increasing efforts to promote our products to the market. Due to lack of resources, we scaled back our marketing efforts in 2014.

General and administrative expenses

We incurred general and administrative expenses of $1,306,233 for the year ended December 31, 2014, compared to $2,619,642 in the same period of 2013, representing a decrease of 50.1% for the year ended period. The decrease in our general and administrative expenses was primarily due to headcount reduction.

Research and development expenses

For the years ended December 31, 2014 and 2013, we incurred research and development expenses of $444,706 and $973,851, respectively. However, the local government supports the Company's research and development activities, and during the years ended December 31, 2014 and 2013, the Company received $414,123 and $423,705, respectively, of government subsidy, which was recorded as an offset to research and development expense. In addition, the Company was relieved from accrued research and development cost from New Jersey Institute of Technology, which amounted to $625,000. As a result, we recorded $30,583 and a negative $74,854 in research and development expense for 2014 and 2013.

Impairment loss

For the year ended December 31, 2014, we determined that we could no longer justify recording the book value of our building and equipment at their carrying value, since continuing losses from operation put in question our prior estimation of the anticipated cash flows from the factory. As a result, we evaluated the resale value of our assets and recorded an impairment charge of $2,441,724 on the building, machinery and equipment. This added that amount to our operating expenses for the year. No impairment loss charged during 2013.

Operating loss

Our operating loss for the year ended December 31, 2014 was $3,539,163, which was 44.2% more than our operating loss for the year ended December 31, 2013. The increase in operating loss was mainly due to$2,441,724 impairment loss recognized in the current year, netting off by the decrease in other operating expenses during the year ended December 31, 2014 compared to 2013.

Gain from investment in Joint Venture; Income on equity of Joint Venture

In 2009, we entered into a joint venture agreement, pursuant to which we acquired a 35% interest for the contribution of certain assets with a fair value of RMB49,980,000 (approximately $7.3 million) and debt of RMB37,170,000 (approximately $5.4 million). Accounting standards require that we report a gain on the difference between the initial cost of the investment and our proportionate share of the fair value of the Joint Venture's net equity. During the year ended December 31, 2012, we recorded $2,041,525 of gain on investment in Joint Venture. As all contributions to the equity of COE Apollo Solar were completed in 2012, no further gain or loss will be recorded in connection with the formation of the joint venture.

During the years ended December 31, 2014 and 2013, the operations of the Joint Venture resulted in net income of $256,114 and $50,536, respectively. Because we own 35% of the equity in the Joint Venture and account for that investment on the equity method, we recorded Equity in Income of Joint Venture of $89,640 and $17,688 for the years ended December 31, 2014 and 2013, respectively.

Interest expense

During the years ended December 31, 2014 and 2013, we recorded net interest expense of $587,746 and $641,793, respectively. The decrease in interest expenses was related to the decrease in loan amount during year 2014 compared to the same periods in 2013.

Provision for income tax

The Company's Chinese subsidiaries are governed by Income Tax Law of the PRC concerning private-run enterprises, which are generally subject to taxes at a statutory rate of 25% on income reported in the statutory financial statements prepared in accordance with PRC GAAP after appropriate tax adjustments. Operating loss can be carried forward for five years in China and, subject to certain restrictions, 20 years in the U.S.

For the years ended December 31, 2014 and 2013, the Company recorded no provision for income tax.

Gain on disposition of discontinued operation; Net income (loss) from discontinued operations

On July 8, 2013, the Company entered into an Equity Transfer Agreement with Ling Zhao, Chunbao Pan and Xiaoping Zhou to transfer back all equity interest in Hefei Huirun Energy & Technology Co., Ltd. ("Hefei Huirun"). As a result of that transaction, the Company recorded a gain on disposition of discontinued operation of $613,218.For that reason, during the year ended December 31, 2013, the Company has $600,429 of net income from discontinued operations.

Net income/loss

We recorded net loss of $4,037,269 and $2,518,130 for the years ended December 31, 2014, and 2013, respectively. The net loss for the year ended December 31, 2013 was the result of netting our loss from continuing operations against the gain of $613,218 that we realized on the sale of our discontinued operation.

Liquidity and Capital Resources

We have historically funded our operations primarily through paid-in capital, sales of goods, loan from stockholders and short term loans from financial institutions in China. Based on our current cash level and management's forecast of operating cash flows, management has determined that the Company will require additional funds, either debt or equity, to finance our planned operations for the next twelve months.

The following table summarizes our liquidity and capital resources on the dates presented:

	December 31, 2014	December 31, 2013
Cash	$ 96,258	$ 921,197
Working capital deficit	$ (9,168,206)	$ (7,605,859)
Stockholders' Equity	$ 9,297,866	$ 13,403,495

The Company had a working capital deficit of $9,168,206 at December 31, 2014. This represented an atrophy of $1,562,347 since December 31, 2013. The primary reason for the atrophy of working capital was the $4,037,269 loss that we incurred during year ended December 31, 2014, which we funded, in part, by taking short-term loans.

The following table describes our contractual commitments and obligations as of December 31, 2014:

Payments due by Period (in $)

Contractual Obligations	Total	Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Short term loans	$ 8,301,696	$ 8,301,696	$ -	$ -	$ -
Loans from stockholder and related party	$ 243,272	$ 243,272	$ -	$ -	$ -
Convertible loans	$ 510,000	$ -	$ 510,000	$ -	$ -

Given that the Company's debt obligations in the next twelve months equal 316.1% of its current assets at December 31, 2014, management has determined that additional funds will have to be secured in order to finance our operations for the coming year.

Cash Flows

	Years Ended December 31, 2014	2013
Net cash used in operating activities	$ (342,393)	$ (1,893,536)
Net cash provided by (used in) investing activities	(278,204)	642,085
Net cash provided by (used in) financing activities	(201,869)	935,567
Effect of exchange rate changes on cash	(2,473)	301,331
Net decrease in cash	(824,939)	(14,553)
Cash at beginning of year	921,197	935,750
Cash at end of year	$ 96,258	$ 921,197

Net cash used in operating activities.

The operating activities of our continuing operations during year ended December 31, 2014 used $342,393 in cash. The use of cash was less than our net loss of $4,037,269. This disparity occurred because our net loss included non-cash expenses, primarily $690,411 attributable to depreciation and amortization and $2,441,724 attributable to impairment loss. In addition, we recorded a decrease of $659,783 in our inventory, which improved our cash position.

The operating activities of our continuing operations during year ended December 31, 2013 used $1,893,536 in cash. The use of cash was less than our net loss of $2,518,130. This disparity occurred because our net loss included non-cash expenses, primarily $876,150 attributable to depreciation and amortization. In addition, our net loss included a $438,337 inventory markdown, which did not diminish cash.

Net cash (used in)/provided by investing activities.

Our investing activities for the year ended December 31, 2014 used $278,204 in cash. This was primarily attributable to the purchase of property and equipment.

Due to our lack of funds, we have made only very modest additions to our capital assets during recent years. During the year ended December 31, 2013 we invested only $41,387 in property and equipment and obtained $38,478 in cash from our disposal of property and equipment. However, net cash provided by investing activities for the year ended December 31, 2013 was $642,085, as we received $646,151 in cash from the disposition of Hefei Junrun, net of the cash balance on Hefei Junrun's book.

Net cash (used in)/provided by financing activities.

Net cash used by financing activities for the year ended December 31, 2014 was $201,869. This is primarily attributable to $891,887 of bank loan repayment and $490,000 of repayment of the convertible loan, which was offset by the bank's release of its restrictions on $1,141,099 in cash.

We funded our operations during the year ended December 31, 2013 primarily by taking short-term loans totaling $1,179,872 and with the net proceeds of $899,030 from convertible loans.

The Company believes that its cash flows generated internally will not be sufficient to sustain operations and repay short term bank loans for the next twelve months. Therefore, from time to time, the Company will require extra funding through short term borrowing from PRC banks or other financing activities.

Off-Balance Sheet Transactions

We have no material off-balance sheet transactions.

Impact of Accounting Pronouncements

There were no recent accounting pronouncements that have had a material effect on the Company's financial position or results of operations.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to the Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of
Apollo Solar Energy, Inc.

We have audited the accompanying consolidated balance sheets of Apollo Solar Energy Inc. and subsidiaries (the "Company") as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive loss, stockholders' equity, and cash flows for the years then ended. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits of the consolidated financial statements include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Apollo Solar Energy, Inc. and subsidiaries as of December 31, 2014 and 2013 and the results of their operations and cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in Note 1 to the accompanying financial statements, the Company has a working capital deficiency of $9,168,206, did not generate cash from its operations, and had operating loss for past two years. In addition, approximately $8.5 million of the Company's loan will be due in 2015. The current cash and inventory level will not be sufficient to support the Company's normal operation and repayment of loans. These circumstances, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 1.The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Paritz & Company, P.A.

Hackensack, New Jersey
June 19, 2015

APOLLO SOLAR ENERGY, INC
CONSOLIDATED BALANCE SHEETS

	December 31, 2014	December 31, 2013
ASSETS		
Current Assets		
Cash	$96,258	$921,197
Restricted cash	-	1,147,224
Accounts receivable, net of allowance of $15,805 and $33,443	246,332	591,209
Inventories	1,930,345	2,602,547
Prepaid expenses and other current assets	430,545	429,599
Total Current Assets	2,703,480	5,691,776
Long-term Assets		
Property, machinery and mining assets, net	13,387,231	16,318,045
Non-marketable investment	57,017	57,279
Investment in and advances to Joint Venture	5,531,824	5,634,030
Total Long-term Assets	18,976,072	22,009,354
Total Assets	$21,679,552	$27,701,130
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Short-term loans	$8,301,696	$9,236,548
Account payable - trade	111,845	648,609
Account payable - construction vendors	1,160,727	1,166,065
Accrued expenses and other current liabilities	2,054,146	1,878,069
Due to stockholders and related parties	243,272	368,344
Total Current Liabilities	11,871,686	13,297,635
Long-term liabilities		
Convertible loan	510,000	1,000,000
Total Liabilities	12,381,686	14,297,635
Stockholders' Equity		
Preferred stock:	-	-
$0.001 par value, 25,000,000 shares authorized; 0 shares issued and outstanding as of December 31, 2014 and 2013		
Common stock:	52,806	52,806
$0.001 par value, 100,000,000 shares authorized; 52,805,961 shares issued and 50,387,038 shares outstanding as of December 31, 2014 and 2013		
Additional paid-in capital	36,742,099	36,742,099
Treasury stock 2,418,923 shares at cost	(5,216,770)	(5,216,770)
Accumulated deficit	(25,953,833)	(21,916,564)
Accumulated other comprehensive income	3,673,564	3,741,924

Total Stockholders' Equity	9,297,866	13,403,495
Total Liabilities and Stockholders' Equity	$21,679,552	$27,701,130

See accompanying notes to the consolidated financial statements

APOLLO SOLAR ENERGY, INC
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	For the Years Ended December 31, 2014	2013
Sales	$4,276,255	$16,838,764
Cost of goods sold	(3,905,291)	(16,494,355)
Gross profit	370,964	344,409
Operating expenses:		
General and administrative expenses	1,306,233	2,619,642
Selling expense	131,587	253,310
Research and development expenses	30,583	(74,854)
Impairment loss	2,441,724	-
Total operating expenses:	3,910,127	2,798,098
Operating loss	(3,539,163)	(2,453,689)
Other income (expense)		
Interest expense, net	(587,746)	(641,793)
Income in equity in Joint Venture	89,640	17,688
Loss from disposal of equipment	-	(40,765)
Total other income(expense)	(498,106)	(664,870)
Loss before provision for income tax-continuing operations	(4,037,269)	(3,118,559)
Provison for income tax	-	-
Net loss from continuing operations	(4,037,269)	(3,118,559)
Loss from discontinued operations	-	(12,789)
Gain on sale of subsidiary	-	613,218
Net income from discontinued operations	-	600,429
Net loss	(4,037,269)	(2,518,130)
Other comprehensive income(loss)		
Foreign currency translation adjustment	(68,360)	747,631
Comprehensive loss	$(4,105,629)	$(1,770,499)
Loss per share continuing operations		
Basic and diluted	$(0.03)	$(0.06)
Income per share-discontinued operations		

Basic and diluted	$-	$0.01
Loss per share	$(0.03)	$(0.05)
Weighted average shares outstanding		
Basic and diluted	50,387,038	50,137,997

See accompanying notes to the consolidated financial statements

APOLLO SOLAR ENERGY, INC
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Common stock Share	Common stock Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance as of December 31, 2012	51,795,961	$51,796	$33,032,641	$(5,216,770)	$(16,125,326)	$ 2,994,293	$14,736,634
Reclass to capital contribution from loan receivable previously recorded	-	-	3,273,108		(3,273,108)		-
Issuance of new shares for service	1,010,000	1,010	200,990				202,000
Amortization of stock option	-	-	235,360	-			235,360
Foreign currency translation adjustment	-	-	-			747,631	747,631
Net loss	-	-	-		(2,518,130)	-	(2,518,130)
Balance as of December 31, 2013	52,805,961	52,806	36,742,099	(5,216,770)	(21,916,564)	3,741,924	13,403,495
Foreign currency translation adjustments			-	-		(68,360)	(68,360)
Net loss	-	-	-		(4,037,269)	-	(4,037,269)
Balance as of December 31, 2014	52,805,961	$52,806	$36,742,099	$(5,216,770)	$(25,953,833)	$ 3,673,564	$9,297,866

See accompanying notes to the consolidated financial statements

APOLLO SOLAR ENERGY, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2014	2013
Cash flows from operating activities:		
Net Loss from continuing operations	$(4,037,269)	$(3,118,559)
Net income from discontinued operations	-	600,429
Net Loss	(4,037,269)	(2,518,130)
Adjustments to reconcile net loss to net cash provided by(used in) operating activities:		
Stock-based compensation	-	437,360
Income in equity of Joint Venture	(89,640)	(17,688)
Gain on sale of subsidiary	-	(613,218)
Depreciation and amortization	690,411	876,150
Disposal of equipment	-	40,765
Provision for bad debts	(17,472)	44,252
Inventory allowance	-	438,337
Impairment loss	2,441,724	-
Changes in operating assets and liabilities:		
Accounts receivable	359,381	(265,063)
Inventory	659,783	160,028
Prepaid expenses and other current assets	305	(234,351)
Accounts payable-trade	(533,386)	437,964
Accounts payable-construction	-	(34,236)
Accrued expenses and other current liabilities	183,770	(672,479)
Net cash used in continuing operating activities	(342,393)	(1,920,309)
Net cash provided by discontinued operations	-	26,773
Net cash used in operating activities	(342,393)	(1,893,536)
Cash flows from investing activities:		
Purchase of property and equipment	(278,204)	(41,387)
Disposal of property and equipment	-	38,478
Proceeds from sale of subsidiary-net of cash sold	-	646,151
Net cash provided by(used in) continuing operations	(278,204)	643,242
Net cash used in discontinued operations	-	(1,157)
Net cash provided by(used in) investing activities	(278,204)	642,085
Cash flows from financing activities:		
Restricted cash	1,141,099	(1,132,380)
Proceeds(Repayment) of short-term loans	(891,887)	1,179,872
Repayment to stockholder and related parties loans	(123,863)	(10,955)
Proceeds of loan from Joint Venture	162,782	-
Proceeds(repayment) from convertible loan	(490,000)	899,030

Net cash provided by(used in) continuing operations	(201,869)	935,567
Net cash provided by (used in) discontinued operations	-	-
Net cash provided by (used in) financing activities	(201,869)	935,567
Effect of exchange rate changes on cash	(2,473)	301,331
Net decrease in cash	(824,939)	(14,553)
Cash at beginning of year	921,197	935,750
Cash at end of year	$96,258	$921,197
Supplemental disclosure of cash flow information		
Income tax paid in cash	$-	$-
Interest paid	$634,566	$725,936

See accompanying notes to the consolidated financial statements

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

NOTE 1. BUSINESS DESCRIPTION AND BASIS OF PRESENTATION

Apollo Solar Energy, Inc. (“the Company”) develops and manufactures high purity metals and compounds for use in the field of national defense, navigation, spaceflight and the electronic industry. In addition, the Company is developing semiconductor, photoelectrical, photoconductive and photovoltaic basic materials for thin film solar cells.

The company entered into various exclusive contractual arrangements on April 10, 2009 with Sichuan Xinju Mineral Resources Development Corporation (“XMR”, or the VIE), and certain of its shareholders who collectively own 51.6619% of the VIE. Among other things, these agreements granted to our wholly-owned subsidiary a first option to purchase the exploration rights related to the Dashuigou area mine and the mining rights related to that certain tellurium and bismuth mine in Shimian Majiagou Additionally, the VIE and certain of its shareholders who collectively own 51.6619% of the VIE granted to our wholly-owned subsidiary an exclusive right to purchase all of the products produced from XMR’s mining business for a specified period of time. The Company considered the terms of its interest in XMR and determined that it was a VIE in accordance with ASC 810-10-55 and that it should be consolidated with the Company.

Basis of presentation

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”).

The consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, its equity method investment (see Note 5) and XMR, a Variable Interest Entity (“VIE”). All significant inter-company transactions and balances among the Company, its subsidiaries and the VIE are eliminated upon consolidation.

The Company’s functional currency is the Chinese Renminbi (“RMB”); however, the accompanying financial statements have been translated and presented in United States Dollars (“USD”).

Reclassifications

Certain amounts of prior years were reclassified to conform with current year presentation.

Going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has a working capital deficiency of $9,168,206, did not generate cash from its operations, and has had operating losses for past two years. In addition, approximately $8.5 million of the Company's loans will be due in 2015. The current cash and inventory level will not be sufficient to support the Company's normal operation and repayment of the loans. These circumstances, 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.

Management plans to increase its marketing in order to generate more revenues and to reduce certain other operating expenses. Accordingly, for our next fiscal year, we anticipate our cash flow from operations will improve.

Nevertheless, the Company anticipates that its current cash position will be insufficient to support the Company's operations at current capacity for the next twelve month period and, therefore, will need to seek additional financing of its operations. We may rely on bank borrowing as well as capital issuances and loans from existing shareholders. We are actively exploring various proposals and alternatives in order to secure sources of financing and improve our financial position. We may raise such additional capital through the issuance of our equity securities, which may result in significant dilution to our current investors. We are also exploring potential strategic partnerships, which could provide a capital infusion to the Company.

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Discontinued Operations

On July 8, 2013, the Company entered into an Equity Transfer Agreement to sell its interest in Hefei Huirun Energy & Technology Co., Ltd. ("Hefei Huirun").

The gain on disposal of Hefei Huirun was as following:

Consideration received	$646,151
Net assets of Hefei Huirun	(32,933)
Gain on disposition of subsidiary	$613,218

Accordingly, the Company has accounted for Hefei Huirun as a discontinued operation. The consolidated financial statements reflect the operating results and balance sheet items of the discontinued operations separately from continuing operations. The following table summarized the operating result of the discontinued operations for the years ended December 31, 2013:

	Year Ended December 31, 2013
Revenue	$ 825,683
Cost of goods sold	(679,856)
Gross profit/loss	145,827
Operating expenses	158,616
Operating loss before income tax	(12,789)
Net loss	$ (12,789)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include valuing equity securities issued in share based payment arrangements, determining the fair value of our common stock, the collectability of accounts receivable and deferred taxes and related valuation allowances. Certain of our estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. We re-evaluate all of our accounting estimates at least quarterly based on these conditions and record adjustments when necessary.

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Cash and Cash equivalents

The Company maintains cash with financial institutions in the People's Republic of China ("PRC") which are not insured or otherwise protected. Should any of these institutions holding the Company's cash become insolvent, or if the Company is unable to withdraw funds for any reason, the Company could lose the cash on deposit with that institution.

Cash and cash equivalents includes cash in hand and cash in time deposits, certificates of deposits and all highly liquid debt instruments with original maturities of three months or less.

Restricted cash

Restricted cash is related to deposits required by bank for banker's acceptance notes and loans. The balance of total restricted cash was $0 and $1,147,224 for the years ended December 31, 2014 and 2013, respectively.

Accounts Receivable

We have a policy of reserving for uncollectible accounts based on our best estimate of the amount of probable credit losses in our existing accounts receivable. We extend credit to our customers based on an evaluation of their financial condition and other factors. We generally do not require collateral or other security to support accounts receivable. We perform ongoing credit evaluations of our customers and maintain an allowance for potential bad debts if required.

We determine whether an allowance for doubtful accounts is required by evaluating specific accounts where information indicates the customers may have an inability to meet financial obligations. In these cases, we use assumptions and judgment, based on the best available facts and circumstances, to record a specific allowance for those customers against amounts due to reduce the receivable to the amount expected to be collected. These specific allowances are re-evaluated and adjusted as additional information is received. The amounts calculated are analyzed to determine the total amount of the allowance. We may also record a general allowance as necessary.

Direct write-offs are taken in the period when we have exhausted our efforts to collect overdue and unpaid receivables or otherwise evaluate other circumstances that indicate that we should abandon such efforts.

Inventories

Inventories are valued at the lower of cost or net realizable value with cost determined on the weighted-average method. Work in progress and finished goods are composed of direct material, direct labor and a portion of manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete and dispose.

Property, machinery and mining assets

Property and equipment are recorded at cost. Once placed in service, depreciation is provided in amounts sufficient to amortize the cost of the related assets over their useful lives using the straight line method. The land use right is amortized over the lease period.

Maintenance, repairs and minor renewals are charged to expense when incurred. Replacements and major renewals are capitalized.

Expenditures for new facilities or equipment and expenditures that extend the useful lives of existing facilities or equipment are capitalized and depreciated using the straight-line method at rates sufficient to depreciate such costs over the estimated productive lives.

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Mineral exploration costs are expensed according to the term of the license granted to the Company by the PRC. Extraction rights are stated at the lower of cost and recoverable amount. When extraction rights are obtained from the government according to the mining industry practice in the PRC, no development costs will be capitalized, or subsequently amortized, until the company determines the existence of reserves pursuant to Industry Guide 7. At the Company's underground mines, these costs include the cost of building access ways, shaft sinking and access, lateral development, drift development, ramps and infrastructure development.

Impairment of long-lived assets

Long-lived assets are reviewed for impairment when circumstances indicate the carrying value of an asset may not be recoverable. For assets that are to be held and used, impairment is recognized when the estimated undiscounted cash flows associated with the asset or group of assets is less than their carrying value. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, discounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated net realizable value. The Company reviewed the carrying value of long-lived assets and recorded $2,441,724 and $0 impairment loss at December 31, 2014 and 2013.

Investments

The Company accounts for non-marketable investments (including investment in Joint Venture) using the equity method of accounting if the investment gives us the ability to exercise significant influence over, but not control of, an investee. Significant influence generally exists if the Company has an ownership interest representing between 20% and 50% of the voting stock of the investee. Under the equity method of accounting, investments are stated at initial cost and are adjusted for subsequent additional investments and our proportionate share of earnings or losses and distributions. The Company records its share of the investee's earnings or losses in earnings (losses) from unconsolidated entities, net of income taxes in the accompanying consolidated statements of operations. The Company evaluates its equity method investment for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such investment may have experienced other than temporary decline in value. When evidence of loss in value has occurred, management compares the estimated fair value of the investment to the carrying value of the investment to determine whether an impairment has occurred. If the estimated fair value is less than the carrying value and management considers the decline in value to be other than temporary value, the excess of the carrying value over the estimated fair value is recognized in the financial statements as an impairment.

The Company accounts for non-marketable investment using the cost method of accounting if the Company has an ownership interest below 20% and does not have the ability to exercise significant influence over an investee.

Convertible Instruments

We evaluate and account for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities". Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria.

The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

We account for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Stock-Based Compensation

We recognize compensation expense for stock-based compensation in accordance with ASC Topic 718. For employee stock-based awards, we calculate the fair value of the award on the date of grant using the Black-Scholes method for stock options and the quoted price of our common stock for unrestricted shares; the expense is recognized over the service period for awards expected to vest. For non-employee stock-based awards, we calculate the fair value of the award on the date of grant in the same manner as employee awards, however, the awards are revalued at the end of each reporting period and the pro rata compensation expense is adjusted accordingly until such time the nonemployee award is fully vested, at which time the total compensation recognized to date equals the fair value of the stock-based award as calculated on the measurement date, which is the date at which the award recipient's performance is complete. The estimation of stock-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from original estimates, such amounts are recorded as a cumulative adjustment in the period estimates are revised. We consider many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience.

Deferred income taxes

We use the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

Currency translation

Since the Company operates in the PRC, the Company's functional currency is the RMB. Revenue and expense accounts are translated at the average rates during the period, and assets and liabilities are translated at year-end rates and equity accounts are translated at historical rate. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of stockholders' equity. Gains and losses from foreign currency transactions are recognized in current operations.

Fair value of financial instruments

We have adopted the provisions of ASC Topic 820, “Fair Value Measurements and Disclosures”, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates fair values because of the short-term maturing of these instruments. The carrying amounts of our short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates which are comparable to rates of returns for instruments of similar credit risk and because of the short term maturity of these instruments.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities.
Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable
Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

We have no financing assets or liabilities measured at fair value on a recurring basis.

Segment reporting

The Company is using “management approach” model for segment reporting. The management approach model is based on the way a company’s management organized segments within the company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure, or any other manner in which management disaggregates a company.

Revenue recognition

Revenue is recognized at the date of shipment to customers when a formal arrangement exists, the price is fixed or determinable, the delivery is completed, no other significant obligations of the Company exist, and collectability is reasonably assured. Payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as advances from customers. No revenues have been recognized in the mining segment or manufacturing segment.

Research and development

Research and development expenditures are charged to operations as incurred, net with any government grant for specific research projects. Research and development expenditures were $973,851, less $423,705 of government subsidy and $625,000 previously accrued research and development cost that was forgiven in the year ended December 31, 2013. Research and development expenditures were $444,706, less $414,123 of government grant received in the year ended December 31, 2014.

Advertising expense

Advertising and promotional costs are expensed as incurred.

Comprehensive income

Comprehensive income is defined to include all changes in equity except those resulting from investments by shareholders and distributions to shareholders. Among other disclosures, all items that are required to be recognized under current accounting standards as components of comprehensive income are required to be reported in a financial statement that is presented with the same prominence as other financial statements. Comprehensive income includes net income and the foreign currency translation gain, net of tax.

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Loss per share

Basic losses per share are computed by dividing losses available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted losses per share are computed similar to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As a result of the net loss in 2014 and 2013, the calculation of diluted loss per share does not include the dilutive effect to stock options.

NOTE 3. INVENTORIES

The inventories consist of the following:

	As of	
	December 31, 2014	December 31, 2013
Raw Materials	$ 401,049	$ 693,065
Work-in-progress	597,485	698,020
Finished goods	931,811	1,211,462
Total	$ 1,930,345	$ 2,602,547

The Company recorded inventory markdown allowances of $0 and $438,337 for the years ended December 31, 2014 and 2013, respectively.

NOTE 4. PROPERTY, MACHINERY AND MINING ASSETS, NET

A summary of property and equipment and the estimated lives used in the computation of depreciation and amortization is as follows:

		As of	
	Estimated lives (years)	December 31, 2014	December 31, 2013
Buildings	40	$ 11,882,652	$ 13,850,342
Right to use land	50	1,843,785	1,852,264
Machinery and equipment	10	3,904,526	4,054,047
Office equipment	5	386,631	387,360
Vehicle	5-10	417,768	419,689
Mining	5-40	596,162	598,903
Construction in progress		631,574	766,051
		19,663,098	21,928,656
Less: Accumulated depreciation		(6,275,867)	(5,610,611)
Total		$ 13,387,231	$ 16,318,045

Depreciation and amortization expenses for the years ended December 31, 2014 and 2013 were $690,411 and $876,150 respectively.

During the year ended December 31, 2014, the Company recorded $2,441,724 impairment loss on buildings and machinery and equipment. No impairment was recorded for the year ended December 31, 2013.

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NOTE 5. EQUITY METHOD INVESTMENT IN JOINT VENTURE

On November 9, 2009, Sichuan Apollo Solar Science & Technology Co. Ltd. (“Sichuan Apollo”), a wholly-owned foreign subsidiary of the Company, entered into a joint venture agreement (the “Agreement”) with Bengbu Design & Research Institute for Glass Industry (“Bengbu”) and a local Chinese government agency (the “Agency”). The Joint Venture (“JV”) was formed to conduct research and development related to glass used in the production of thin film solar cells and manufacture thin film solar cells. The Company accounts for this investment under the equity method of accounting.

Under the terms of the agreement, Benghu and the Agency own an aggregate of 65% of the JV and Sichuan Apollo owns the remaining 35%. The JV was formed with a cash contribution by Bengbu and the Agency and the contribution by Sichuan Apollo of assets consisting of land, a manufacturing plant, equipment and three patents, with a net book value of approximately $1.7 million and a fair market value of RMB 49,980,000 (approximately $7.3 million). In addition, under the terms of the agreement, responsibility for debt of Sichuan Apollo aggregating RMB 37,170,000 (approximately $5,444,500) owed to the Agency was assigned to the JV. The fair market value of the net assets contributed by Sichuan Apollo, as determined by Sichuan Apollo’s management giving consideration to the valuation services provided by an independent third party, was equal to 35% of the aggregate contribution of the three parties to the JV.

As of December 31, 2012, all parties has finished the total capital contribution of RMB142,800,000 (approximately $22.7 million) to the JV per agreement. In accordance with ASC 805-40, Sichuan Apollo has reported a gain on the difference between the cost of its investment in the JV and the Company’s proportionate share of the fair value of the JV’s net equity, an amount which, if the JV were treated as a consolidated subsidiary, would have resulted in negative goodwill to be recorded as a gain. This resulted in an excess of the proportionate share of the JV’s net assets at fair market value over the cost of the assets contributed by Sichuan Apollo, which was reported as income on the Company statement of operations. The Company contributed its assets over time and recognized its proportional gain during the periods in which it contributed the assets. During the years ended December 31, 2012, 2011, 2010 and 2009, the Company recognized a gain of $2,041,525, $0, $730,572 and $3,977,511, respectively. All gain has been recognized as of December 31, 2012.

Summarized financial information for our investment in JV assuming a 100% ownership interest is as follows:

	December 31,	
	2014	2013
Balance Sheet		
Current assets	$ 8,273,026	$ 9,754,456
Noncurrent assets	14,577,370	12,127,501
Current liabilities	6,380,574	5,839,368
Noncurrent liabilities	244,359	-
Equity	$ 16,225,463	$ 16,042,589

	Year Ended December 31	
	2014	2013
Statement of operations		

Revenues	$ 23,115	$ 65,314
Gross profit	(24,556)	(85,943)
Government subsidy	571,038	147,920
Income before income tax	256,114	50,536
Net income	$ 256,114	$ 50,536

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NOTE 6. NON-MARKETABLE SECURITIES

On March 12, 2009, the Company entered into an agreement to invest RMB300,000 (equivalent to $43,900 at date of signing), for a 6% interest, with two non-affiliates to establish a new company engaged in the green energy industry. The Company accounted for this investment using the cost method of accounting.

In September 2010, the Company entered into an agreement to invest RMB50,000 (equivalent to $7,472 at date of signing), with four non-affiliates to establish a new research institute engaged in the green energy industry based in Chengdu. The Company accounted for this investment using the cost method of accounting.

NOTE 7. PREPAID EXPENSES AND OTHER SUNDRY CURRENT ASSETS

	December 31, 2014	December 31, 2013
Advances for purchases	$ 293,866	$ 283,112
Other receivable	136,679	146,487
Total	$ 430,545	$ 429,599

NOTE 8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities are listed as below:

	As of December 31, 2014	2013
Accrued Interest	$ 863,036	$ 875,842
Salaries and benefits	200,024	201,616
Other taxes	470,096	461,466
Professional fees	96,414	67,563
Other payables	377,152	271,582
Advance from customers	47,424	-
Total	$ 2,054,146	$ 1,878,069

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NOTE 9. SHORT-TERM LOAN

The short-term loans for 2014 and 2013 include the following:

	Balance at December 31, 2014	2013
1) Loan payable to Chengdu Xihang Gang Construction & Investment Co., Ltd. due on demand, without interest, collateralized by certain plant equipment of Sichuan Apollo.	$ 672,802	$ 675,897
2) Loans payable to Industrial and Commercial Bank of China, Due on November 12, and 25, 2014, and December 12, 2014, with interest of 6.6% and 6% per annum, respectively, collateralized by cash deposits of RMB 7 million ($1.13 million) with a year term in Industrial and Commercial Bank of China and Sichuan Apollo's land and buildings.The loan was paid in full in 2014.	-	3,485,861
3) Loan payable to Industrial and Commercial Bank of China. The loan agreement has not been signed. The Company is still negotiating the terms with the bank. The tentative interest rate is 6.6% per annum.	2,252,987	-
4) Loan payable to Bank of China, Xihanggang Branch, Chendu, due on September 26, 2014, collateralized by cash deposit of RMB 10,000 with a year term in Bank of China. The loan was paid during 2014.	-	1,473
5) Loan payable to an unrelated party, bearing no interest and due on February 7, 2015 The loan was paid in full in February, 2015	325,812	-
6) Loan payable to an unrelated party, with interest of 10% per annum, collateralized by 1,000,000 shares of common stock, and due on March 30, 2014. The lender verbally agreed to make the loan due on demand.	162,907	163,655
7) Loan payable to China CITIC Bank, due on April 18 and 22, 2014, with interest at 7.5% per annum, collateralized by land and buildings of Sichuan Apollo. The loan was paid in April, 2014.	-	4,909,662

8) Loan payable to China CITIC Bank, due on April 8, 2015, with interest at 6.9% per annum, collateralized by land and buildings of Sichuan Apollo and guaranteed by Sichuan Apollo and Dr. Jingong Pan. The loan was extended to October 18, 2015 with the interest at 6.42% per annum		4,887,188		-
Total	$	8,301,696	$	9,236,548

NOTE 10. RELATED PARTIES TRANSACTIONS

The amounts due to (from) related parties are as follows:

	As of December 31			
		2014		2013
Due from Xinju	$	(39,315)	$	(39,495)
Due to stockholders		282,587		407,839
Total	$	243,272	$	368,344

Xinju is a related party partially owned by the second largest shareholder of Apollo, Renyi Hou. All the above loans are non-interest bearing and due on demand.

During the year ended December 31, 2013, the Company reclassified RMB 20 million($3,723,108) which was contributed in 2008 from loan receivable from Xinju to additional paid in capital and established a 100% allowance on this receivable.

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NOTE 11. CONVERTIBLE LOAN

On October 31, 2012, the Company entered into a Loan Agreement with Golden Bridge Education Inc., pursuant to which the Company may borrow up to $500,000. Pursuant to the Agreement, the lender had an option to convert the loan balance into the Company's common stock before October 31, 2013 at $2 per share. This loan has an annual interest rate of 10% and a term of 5 years. The loan is collateralized by 2% of the ownership of the Joint Venture referred to in Note 5.

On March 28, 2013, the Company entered into another loan Agreement with Golden Bridge Education Inc., pursuant to which the Company may borrow up to $500,000. Pursuant to the Agreement, the loan has an annual interest rate of 10% payable quarterly and a term of 5 years. The lender has an option to convert the loan balance into the Company's common stock at the price that both parties agree on before the loan agreement has expired.

Both loans were subordinated to the bank loan and are a senior loan to all other liabilities. The Company paid $490,000 during the year ended December 31, 2014. For the years ended December 31, 2014 and 2013, the Company paid $62,500 and $60,000 of interest, respectively.

The Company evaluated the conversion option of these loans and determined that they do not contain an embedded derivative instrument, or beneficial conversion feature.

NOTE 12. STOCK INCENTIVE PLAN

The Company adopted the Apollo Solar Energy, Inc. Stock Incentive Plan pursuant to which the Company may issue up to 6,675,000 shares of the Company's common stock. The plan administrator has the authority, in its sole discretion, to determine the type or types of award including, but not limited to, Incentive Stock Options, Non Qualified Stock Options, Performance Options, Performance Stock Awards, and Restricted Stock Awards.

The exercise price of Incentive Stock Options cannot be less than the fair market value of the Common Stock on the date of grant. The term of Options granted under the plan is established by the plan administrator, or if not established is 10 years.

During the year ended December 31, 2010, the Company issued 2,000,000 options to three employees.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options. The Company recognizes stock-based compensation expense on a straight-line basis over the requisite service period of the award.

The key assumptions for the Black-Scholes valuation method include the expected life of the option, stock price volatility, a risk-free interest rate, and dividend yield. Many of these assumptions are judgmental and highly sensitive. Following is a table of the weighted-average Black-Scholes value of our stock option grants, and the key weighted-average assumptions used in the valuation calculations for the options granted.

Weighted-average Black-Scholes value	
Black-Scholes Assumptions:	
Expected lives	3 years

Expected volatility	40	%
Risk-free interest rate	2	%
Dividend yield	-	

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A summary of options under the Stock Incentive Plan as of December 31, 2014 and 2013, and changes during the years then ended is as following:

	Shares	Weighted Average Shares Exercise Price		Remaining Contractual Term	Average Intrinsic Value
Outstanding at January 1, 2013	2,080,000	$	3.43	.75 years	-
Granted					
Exercised					
Forfeited or expired	(1,080,000)		3.4		
Outstanding at December 31, 2013	1,000,000	$	3.5		-
Granted					
Exercised					
Forfeited or expired					
Outstanding at December 31, 2014	1,000,000	$	3.5		-

A summary of the status of non-vested options is as follows:

	Shares	Weighted Average Exercise Price	
Nonvested at January 1, 2013	333,334	$	3.50
Granted	-		
Vested	(333,334)	$	3.50
Nonvested at December 31, 2013	-	$	-

No options were exercised during the years ended December 31, 2014 and 2013.

NOTE 13. COMMON STOCK

During April 2013, the Company issued 1,010,000 shares of common stock incentive to employees at a price of approximately $0.20 per share. These shares were valued at $202,000 and expensed as a part of general and administrative expenses.

NOTE 14. TAXES

Corporation income tax

The Company is incorporated in the United States of America and is subject to United States federal taxation. No provisions for income taxes have been made, as the Company had no U.S. taxable income for the years ended

December 31, 2014 and 2013.

The Company's Chinese subsidiaries are governed by the Income Tax Law of the PRC concerning the privately run and foreign invested enterprises, which are generally subject to tax at a statutory rate of 25% on income reported in the statutory financial statements after appropriate tax adjustments.

Based on management's present assessment, the Company has determined that it is more likely than not a deferred tax asset attributable to the future utilization of the net operating loss carry-forward as of December 31, 2014 will not be realized. Accordingly, the Company has provided a 100% allowance against the deferred tax asset in the financial statements at December 31, 2014. The Company will continue to review this valuation allowance and make adjustments as appropriate.

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The Company has net operating loss carry-forwards in China and United States of approximately $11,000,000 and $7,300,000, respectively, which expire between 2015 and 2025.

The comparison of income tax expense at the U.S. statutory rate of 35% in 2014 and 2013, to the Company's effective tax is as follows:

	Years ended December 31, 2014	2013
U.S. Statutory rate of 35%	$ (1,413,044)	$ (881,345)
Tax rate difference between China and U.S.	382,012	245,150
Change in valuation allowance	456,714	399,056
Net operating loss expired	574,318	237,139
Effective tax	$ -	$ -

The tax effects of temporary differences that give rise to the Company's net deferred tax asset as of December 31, 2014 and 2013 are as follows:

	December 31 2014	2013
Deferred tax assets (liabilities)		
Inventory markdown	$ 225,254	$ 225,254
Bad debt expense	171,295	167,347
Depreciation	18,043	81,059
Accrued taxes and other accruals	320,946	320,024
Loss on impairment	643,931	33,500
Net loss carryforward	5,064,782	5,117,460
Gain on investment in JV	(840,957)	(840,957)
Other	(31,422)	11,471
Gross deferred tax	5,571,872	5,115,158
Valuation allowance	(5,571,872)	(5,115,158)
Net deferred tax	$ -	$ -

Value added tax ("VAT")

Enterprises or individuals who sell commodities, engage in repair and maintenance or import or export goods in the PRC are subject to a value added tax in accordance with the PRC laws. The value added tax standard rate is 17% of the gross sales price. A credit is available whereby VAT paid on the purchases of semi-finished products or raw materials used in the production of the Company's finished products can be used to offset the VAT due on the sales of the finished products.

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NOTE 15. PRC STATUTORY RESERVES

In accordance with the PRC Companies Law, the Company is required to transfer 10% of its profit after tax, as determined in accordance with accounting standards and regulations of the PRC, to the statutory surplus reserve. The statutory surplus reserve is non-distributable. As of December 31, 2014 and December 31, 2013, the Company did not accumulate any statutory reserve due to the accumulated deficit.

NOTE 16. BUSINESS SEGMENTS

The following tables summarize key financial information by segment from continuing operations.

For the year ended December 31, 2014:

	Manufacturing	Refining	Mining	Corporate & Others	Consolidated Total
Revenue	$ 279	$ 4,275,976	$ -	$ -	$ 4,276,255
Operating loss	$ (2,538,948)	$ (692,366)	$ (147,198)	$ (160,651)	$ (3,539,163)
Depreciation and amortization	$ 465,847	$ 200,551	$ 24,013	$ -	$ 690,411
Capital expenditures	$ 244,037	$ 34,167	$ -	$ -	$ 278,204

For the year ended December 31, 2013:

	Manufacturing	Refining	Mining	Corporate & Others	Consolidated Total
Revenue	$ -	$ 16,838,764	$ -	$ -	$ 16,838,764
Operating loss	$ (244,603)	$ (1,871,556))	$ (353,947)	$ 16,417	$ (2,453,689)
Depreciation and amortization	$ 648,089	$ 198,407	$ 29,654	$ -	$ 876,150
Capital expenditures	$ -	$ 41,387	$ -	$ -	$ 41,387

NOTE 17. CONCENTRATIONS

Our principal customers are manufacturers of thin-film solar cells, cell modules, and solar electronic products. We also serve additional customers involved in various segments of other electronic materials markets. We still expect our sales to continue to be concentrated among a small number of customers in 2015. However, we also expect that our significant customers may change from time to time.

During the year ended December 31, 2014, three customers in China accounted for 21%, 13% and 11% of total sales, respectively. As of December 31, 2014, three customers accounted for 18%, 14%, and 13% of total accounts receivable.

During the year ended December 31, 2013, three customers accounted for 12%, 27% and 31% of the total sales. As of December 31, 2013, three customers accounted for 29%, 13% and 12% of the total accounts receivable.

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NOTE 18. COMMITMENT AND CONTINGENCIES

Dispute with Renyi Hou

Between 2007 and 2010, a period during which Renyi Hou was CEO of the Company, Sichuan Xinju Mineral Resources Development Co. Ltd. ("Xinju") borrowed a total of RMB28, 665,844 from Sichuan Apollo Solar Science & Technology Co. Ltd and Sichuan Xinlong Tellurium Industry & Technique Co. Ltd. Xinju is a private company, of which Mr. Hou owned 40%. On March 10, 2011 the Company's Board of Directors agreed that Mr. Hou could satisfy the loans by surrendering 2,418,923 shares of the Company's common stock. Those shares, when delivered by Mr. Hou, were held as treasury shares by the Company. In July 2013 counsel for Sichuan Apollo issued a legal opinion that the cancellation of the Sichuan Apollo receivables in exchange for shares of its parent corporation was illegal under Chinese law, and so voidable in court. Accordingly, Sichuan Apollo initiated a legal complaint with the local bureau of economic investigation. On November 19, 2013 the local bureau dismissed the complaint. Sichuan Apollo appealed the dismissal in December 2013. In addition, the Company tendered a certificate for 1,418,923 shares to Renyi Hou in order to reverse the 2011 transaction (1,000,000 shares otherwise due from Mr. Hou to the Company being withheld from the tender). However, as no consideration has been given for those shares, they are not considered outstanding, and remain treasury shares.

Dispute with Sichuan Xinju

On the same day that Sichuan Apollo filed a criminal complaint against Renyi Hou, as described above, Sichuan Xinju filed a civil lawsuit in a Chinese court against Sichuan Apollo. The complaint alleged that Sichuan Xinju paid RMB 3,548,160 ($579,765) to satisfy a loan owed to a third party by Sichuan Apollo and demanded reimbursement. Sichuan Apollo replied, denying liability on the grounds that the funds paid by Sichuan Xinju to the third party had been illegally transferred from a subsidiary of Sichuan Apollo to Sichuan Xinju by Renyi Hou. The civil court entered judgment in favor of Sichuan Xinju and imposed a lien on the bank account of Sichuan Apollo. Sichuan Apollo intends to appeal the judgment.

NOTE 19. VULNERABILITY DUE TO OPERATIONS IN PRC

The Company's operations may be adversely affected by significant political, economic and social uncertainties in the PRC. Although the PRC government has been pursuing economic reform policies for more than twenty years, no assurance can be given that the PRC government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption or unforeseen circumstances affecting the PRCs political, economic and social conditions. There is also no guarantee that the PRC government's pursuit of economic reforms will be consistent or effective.

Substantially all of the Company's businesses are transacted in RMB, which is not freely convertible. The Peoples Bank of China or other banks are authorized to buy and sell foreign currencies at the exchange rates quoted by the Peoples Bank of China. Approval of foreign currency payments by the Peoples Bank of China or other institutions requires submitting a payment application form together with suppliers' invoices, shipping documents and signed contracts.

Since the Company has its primary operations in the PRC, the majority of its revenues will be settled in RMB, not USD. Due to certain restrictions on currency exchanges that exist in the PRC, the Company’s ability to use revenue generated in RMB to pay any dividend payments to its shareholders outside of China may be limited.

The Company’s business depends on maintaining licenses of its current products from the Chinese government. Failure to obtain the necessary licenses when needed can cause the Company’s business plan to be delayed.

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In September 2006, the PRC changed the laws regarding transfer of equity in PRC companies in exchange for equity in non-PRC companies. Approvals and registrations for such transfers are required and penalties may be imposed if the requirements are not met.

NOTE 20. SUBSEQUENT EVENTS

On May 8, 2015 the Registrant's Board of Directors approved an investment contract dated March 1, 2015 and a make-good term agreement dated May 7, 2015. The agreements provide for the sale of 20,000,000 shares of the Registrant's common stock to He Jiting and Yu Liping, who are each other's spouses. The purchase price will be 0.5 RMB (approximately $.08) per share, for a total of 10,000,000 RMB (approximately $1.63 million). The agreements also give Mr. He and Mrs. Yu an option to purchase an additional 20 million shares at 0.5 RMB per share, exercisable within the six months after they receive a certificate for the shares initially purchased. As of the date of this report, no shares have been issued.

The agreements provide that Mr. He and Mrs. Yu will sell to the Registrant certain technology related to an environmentally-friendly painting business. The parties commit to price the technology at a reasonable valuation.

In March 2015, the Company issued 450,000 shares of common stock to the board of directors for compensation.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As required by Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act, our management has carried out an evaluation, with the participation and under the supervision of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2014. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Interim Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management conducted its evaluation of disclosure controls and procedures under the supervision of our Chief Executive Officer and our Chief Financial Officer. That evaluation disclosed that the Company has material defects in its disclosure controls and procedures. Specifically they determined that there is a lack of expertise in U.S. GAAP among the Company’s management personnel. They also determined that the size of the Company’s accounting staff and low number of supervisory personnel prevented an appropriate segregation of accounting functions. Based on that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of December 31, 2014.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and is effected by the Company’s board of directors, management and other personnel, 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, or GAAP, and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company, and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the polices or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. That evaluation disclosed that the Company has material defects in its internal control over financial reporting. Specifically they determined that there is a lack of expertise in U.S. GAAP among the Company's management personnel. They also determined that the size of the Company's accounting staff and low number of supervisory personnel prevented an appropriate segregation of accounting functions. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2014.

Changes in Internal Controls over Financial Reporting

The term "internal control over financial reporting" (defined in SEC Rule 13a-15(f)) refers to the process of a company that is designed 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. The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated any changes in the Company's internal control over financial reporting that occurred during the fourth quarter of the year covered by this annual report, and they have concluded that there was no change to the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Directors

The following sets forth our current officers and directors and information concerning their age and background:

Name	Age	Positions	Director Since
Yu Liping	46	Chairman, Chief Financial Officer	2015
He Jiting	57	Vice Chairman, Chief Executive Officer	2015
Zhou Huakang	62	Director, Secretary	2015
Cheng Liu	60	Director	2013
He Songdong	24	Director	2015

All directors hold office until the next annual meeting of our shareholders and until their successors have been elected and qualified. Officers serve at the pleasure of the Board of Directors.

Yu Liping has been employed since 2001 as Chairman of Shanghai State Grid Equipment Co., Ltd., and since 2010 as Chairman of Shanghai State Grid Construction Co., Ltd. In both positions, Mrs. Yu is the chief executive officer of the company. For eight years prior to 2001, Mrs. Yu served as President of Ninbo Transformer Co., Ltd., a manufacturing enterprise. Mrs. Yu is married to He Jiting, the Company's Chief Executive Officer.

He Jiting has been employed since 2005 as President of Shanghai State Grid Equipment Co., Ltd., and since 2010 as President of Shanghai State Grid Construction Co., Ltd. In both positions, Mr. He is the chief operations officer of the company. From 1993 to 2004 Mr. He served as President of Zhanjiang Nanfang Zhongke Financing Co., Ltd. Mr. He studied accounting at Zhanjin Accounting School in 1983 and studied government accounting in 1984 at Guangdong TV University. Mr. He is married to Yu Liping, the Company's Chairman, and is the father of He Songdong, who is a member of the Board of Directors.

Huakang Zhou has been employed since 1992 as Chairman of Warner Technology and Investment Corp. ("Warner Tech"), which is owned by Dr. Zhou and his spouse, and is involved in facilitating business and cultural relations between the U.S. and China. In that position, Dr. Zhou has served as advisor to several companies with securities listed in the U.S. but executive offices and operations located in China. In 2013 the United States District Court for the Southern District of New York entered final judgments by consent against Huakang Zhou and Warner Tech which enjoin them from future violations of Securities Act Sections 5 and 17(a) and Exchange Act Sections 10(b), 13(d), 15(a), and 16(a). In a separate administrative proceeding, Huakang Zhou and Warner Tech were barred from the securities business and from participating in any penny stock offering with a right to apply for reentry after five years. In 1989 Dr. Zhou was awarded a Ph.D. degree in Operations Research by the Polytechnic University of New York. In 1981 Dr. Zhou was awarded a M.S. degree in Metallurgical Engineering by the University of Science & Technology in Beijing.

Cheng Liu has been a director since April 2013. From 2000 until 2010 Mr. Liu was employed as Chairman of Tianyuan Securities Co., Ltd. From 1998 until 2000 Mr. Liu was the President of Heilongjiang Trust and Investment Co., Ltd. In 1996, Mr. Liu was awarded a Masters degree by the Heilongjiang Economics Institute. Cheng Liu is a senior certified public accountant registered in the PRC. Mr. Liu was appointed to the Board to provide his expertise in corporate finance.

He Songdong was awarded a Masters Degree in banking and financing by the University of Sussex (UK) in 2014. In 2013 he earned a B.S. degree in Business Financing at the University of Greenwich (UK). While pursuing his degrees, Mr. He was employed on several occasions as Assistant to the President by Zhanjiang Yumei Technology Co., Ltd. Mr. He is the son of He Jiting, the Company's Chief Executive Officer.

Director Independence

The board of directors has determined that Cheng Liu is an independent director as defined by the applicable rules of the NYSE MKT.

Board Committees

The Board of Directors does not have an audit committee, nor is there an "audit committee financial expert" as defined by the applicable rules of the SEC. The Board of Directors also does not have a compensation committee or a nominating committee. The membership of the Board of Directors was substantially changed in May 2015, and the Board has not yet attended to the appointment of committee members.

Section 16(a) Beneficial Ownership Reporting Compliance

None of the officers, directors or beneficial owners of more than 10% of the Company’s common stock failed to file on a timely basis the reports required by Section 16(a) of the Exchange Act during the year ended December 31, 2014, except that none of the officers or directors has filed a Form 3.

Communication with Directors

Shareholders may communicate with the company’s directors by transmitting correspondence by mail addressed as follows:

Corporate Secretary
c/o Apollo Solar Energy, Inc.
No. 485 Tengfei Third,
Shuangliu Southwest Airport Economic Development Zone,
Shuangliu, Chengdu
People’s Republic of China, 610207

The Corporate Secretary will, as appropriate, forward communication to the Board or to any individual director, directors or Board committee to whom the communication is directed.

Code of Ethics

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, and persons performing such similar functions. A copy of our code of ethics is attached as an exhibit to our annual report on Form 10-K for fiscal year 2008 filed with the Securities and Exchange Commission on April 15, 2009. If we make any substantive amendments to the code or grant any waiver from a provision of the code to any executive officer or director, we will promptly disclose the nature of the amendment or waiver via any means required by applicable law.

Board Leadership Structure

In accordance with our bylaws, our Board elects our officers, including our Chief Executive Officer, Chief Financial Officer, and such other officers as the Board may appoint from time to time. This Board has separated the positions of Chairman of the Board and Chief Executive Officer in order to allow competing views to exist within senior management.

ITEM 11. EXECUTIVE COMPENSATION

Executive Compensation

The table below itemizes all compensation for the last three fiscal years paid to our Chief Executive Officer, Jingong Pan. There was no officer of the Company whose salary and bonus for services rendered during the year ended December 31, 2014 and 2013 exceeded $100,000.

	Fiscal Year	Salary	Bonus	Stock Awards	Option Awards	Other Compensation	Total
Jingong Pan(1)	2014	$ 49,135	--	--	--	--	$ 49,135
	2013	$ 48,780	--	--	--	--	$ 48,780
	2012	$ 56,065	--	--	$ -	--	$ 56,065

(1) Dr. Pan resigned from his position as Chief Executive Officer on April 22, 2015.

Grants of Plan-Based Awards

During 2013 the Company issued 400,000 shares of common stock to Dr. Jingong Pan, its CEO. The issuance was not made pursuant to any employee benefit plan. There were no other equity awards made to a named executive officer in fiscal 2013 or fiscal 2014.

The following table sets forth unexercised stock options, stock that has not yet vested and equity incentive plans awards for each named executive officer outstanding as of the fiscal year ended December 31, 2014.

Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date
Jingong Pan	11/8/10	1,000,000	--	$ 3.50	11/8/20

Employment Agreements

None of the members of our management has an employment agreement.

Director Compensation

Our directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board of directors and committee meetings. None of our directors received any compensation for services during 2014, nor is there any plan currently in place to award compensation to the members of the board.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, or in fiscal 2014 served, as a member of the board or compensation committee of any entity that has one or more executive officers who serve on our Board or Compensation Committee.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

We currently maintain one equity compensation plan that provides for the issuance of our common stock to officers and other employees, directors and consultants. This is our 2009 Stock Incentive Plan (the "Incentive Plan") which has not yet been approved by our stockholders. The following table sets forth information regarding outstanding options and shares reserved for issuance under the Incentive Plan as of December 31, 2014:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	--	--	--
Equity compensation plans not approved by security holders	1,000,000	$ 3.5	1,000,000
Total	1,000,000	$ 3.5	1,000,000

Security Ownership and Certain Beneficial Owners and Managers

The following table sets forth certain information with respect to the beneficial ownership of our common stock by (i) any person or group which beneficially owns more than 5% of such common stock, (ii) each member of our board of directors, (iii) each of our named executive officers and (iv) all of our executive officers and directors as a group. In determining beneficial ownership of the Common Stock, the number of shares shown includes all shares of common stock underlying options or warrants exercisable by such person within 60 days. Unless otherwise stated, each beneficial owner has sole power to vote and dispose of the shares.

Beneficial Owner(1)	Amount and Nature of Beneficial Ownership			Percentage of Class	
Yu Liping	0	(3)		--	
He Jiting	0	(3)		--	
Zhou Huakang	8,234,075	(4)		15.6	%
Cheng Liu	0			--	
He Songdong	0			--	
All officers and directors as a group (5 persons)	8,234,075	(3)		15.6	%
New Greatwall Limited	14,580,475	(5)	$	27.6	
Renyi Hou	9,841,077	(6)		18.6	%

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(1) Except as otherwise noted, each shareholder's address is c/o Sichuan Apollo Solar Science & Technology Co., Ltd., No. 485 Tengfei Third, Shuangliu Southwest Airport Economic Development Zone, Shuangliu,Chengdu, People's Republic of China, 610207.

(2) Except as otherwise noted, all shares are owned of record and beneficially.

(3) Does not include 20,000,000 shares of common stock that Mrs. Yu and Mr. He have contracted to purchase from the Company for $1.63 million, as the transaction has not closed.

(4) Includes 1,932,332 shares owned by Xiaojin Wang, 850,000 shares owned by Huaqin Zhou and 1,900,753 shares owned by Ying Wang, as to which Mr. Zhou has voting and dispositional control.

(5) Includes 404,200 shares owned by Yin Jun, 2,990,000 shares owned by Feng Yuzhu, 500,000 shares owned by Feng Yuxin, and 500,000 shares owned by Dong Xuesong.

(6) Includes 4,208,000 shares owned by Mr. Hou's wife, Zhenyu Liu, 1,600,000 shares owned by Longchou Hou, 1,474,000 shares owned by Qijiu Hou and 1,200,000 shares hold by Yang Yang.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

As of December 31, 2014, the Company had a net obligation of $243,272 due to stockholders as a result of working capital loans taken.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The following table sets forth the aggregate fees billed to us for the fiscal years ended December 31, 2014 and 2013, by Paritz & Company, P.A., our independent auditors:

	Fiscal 2014	Fiscal 2013
Audit Fees (1)	$71,000	$ 74,000

Audit-Related Fees (2)	$ -	$ -
Tax Fees (3)	$ 3,850	$ 3,850
Total	$74,850	$ 77,850

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(1) Audit Fees consist of fees billed for professional services rendered for the audit of our consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by Paritz & Company, P.A. in connection with statutory and regulatory filings or engagements.

(2) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under "Audit Fees." This category includes audit-related services related to acquisitions by the Company.

(3) Tax Fees consist of fees billed for professional services rendered for tax compliance, tax advice and tax planning (domestic and international). These services include assistance regarding federal, state and international tax compliance and international tax planning.

Our board's policy is to pre-approve all audit and permissible non-audit services provided by our independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular category of services. The independent auditor and management are required to periodically report to the audit committee regarding the extent of services provided by the independent auditor in accordance with this pre-approval. The chairman of the board is also authorized, pursuant to delegated authority, to pre-approve additional services and such approvals are communicated to the full board at its next meeting.

The board has considered the role of Paritz & Company, P.A. in providing tax services to us and has concluded that such services are compatible with Paritz & Company, P.A. independence as our auditors.

For the fiscal years ended December 31, 2014, and 2013, the board pre-approved all services described above in the captions Audit Fees, Tax Fees and Registration Statement Fees.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

3. Exhibits: The exhibits listed in the accompanying "Index to Exhibits" are filed or incorporated by reference as part of this Form 10-K.

Exhibit No	Exhibit Title	Filed Herewith	Incorporated by Reference Form	Exhibit No.	File No.	Filing Date
3.1	Articles of Incorporation		DEF 14-A	APP. B	000-12122	1/22/2008
3.2	Restated Articles of Incorporation		8-K	3.1	000-12122	10/23/2008
3.3	Bylaws		8-K	3.1	000-12122	2/6/2008
10.1			10-K	10.2	000-12122	4/15/2009

	First Option Exclusive Acquiring Agreement, executed on April 10,2009, by and among Sichuan Xinlong Tellurium & Technique Co., Ltd., Sichuan Xinju Mineral Resources Development Corporation, and all the shareholder listed on Appendix A thereto.				
10.2	Business Operations Agreement, executed on April 10,2009, by and among Sichuan Xinlong Tellurium & Technique Co., Ltd., Sichuan Xinju Mineral Resources Development Corporation, and all the shareholder listed on Appendix A thereto	10-K	10.3	000-12122	4/15/2009

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10.3	Exclusive Technical and Consulting Agreement, executed on April 10,2009, by and between Sichuan Xinlong Tellurium & Technique Co., Ltd . and Sichuan Xinju Mineral Resources Development Corporation		10-K	10.4	000-12122	4/15/2009
10.4	Exclusive Sales Agreement, executed on April 10, 2009, by and between Sichuan Xinlong Tellurium & Technique Co., Ltd. and Sichuan Xinju Mineral Resources Development Corporation		10-K	10.5	000-12122	4/15/2009
10.5	Entrusted Management Agreement, dated as of October 20, 2008, by and among Renyi Hou, Liu Zhenyu, Hou Longchao, Hou Cijiu, Yang Yang, Ling Yong, Li Xuefeng, Ke Hongwei, Li Wei,He Yue, and Huakang Zhou		10-K	10.6	000-12122	4/15/2009
10.6	Loan Contract dated January 19, 2009, by and between the Company and Chengdu Xihang Gang Construction & Investment Co., Ltd.		10-K	10.10	000-12122	4/15/2009
14.1	Code of Ethics		10-K	20.1	000-12122	4/15/2009
21.1	List of Subsidiaries		10-K	21.1	000-12122	3/31/2011
31.1	Certification of Principal Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 31, 2010	X				
31.2	Certification of Principal Financial Officer required by Rules 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 31, 2010	X				
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				

99.1	Independent Technical Review of the Dashuigou and Majiagou Tellurium Projects in Sichuan Province, the People's Republic of China, Final Report, issued by Behre Dolbear Asia, Inc., dated May 8, 2009.	8-K	99.2	000-12122	5/12/2009

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101 INS	XBRL Instance Document	X
101 SCH	XBRL Schema Document	X
101 CAL	XBRL Calculation Linkbase Document	X
101 DEF	XBRL Definition Linkbase Document	X
101 LAB	XBRL Labels Linkbase Document	X
101 PRE	XBRL Presentation Linkbase Document	X

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Apollo Solar Energy, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on December 9, 2015.

Apollo Solar Energy, Inc.

By:	/s He Jiting
Name:	He Jiting
Title:	Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed by the following persons on December 9, 2015 in the capacities indicated.

/s/ He Jiting
He Jiting
Director, Chief Executive Officer

/s/ Yu Liping
Yu Liping
Director, Chief Financial and Accounting Officer

/s/ Zhou Huakang
Zhou Huakang
Director

/s/ Cheng Liu
Cheng Liu
Director

/s/ He Songdong
He Songdong
Director