APOLLO SOLAR ENERGY, INC.
Form 10-Q
November 23, 2009

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

FORM 10-Q

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended: September 30, 2009

or

[ ] 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 including zip code)

Registrant's Telephone Number, Including Area Code: +86 755 2580 1888

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 ýNo o

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 oNo 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.

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

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

There were 44,555,131 shares of common stock outstanding as of November 19, 2009.

APOLLO SOLAR ENERGY, INC.

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For the Quarterly Period Ended September 30, 2009

PART 1 – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

APOLLO SOLAR ENERGY, INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2009 (Unaudited)	December 31, 2008
ASSETS		
Current assets:		
Cash	$ 1,222,686	$ 4,874,044
Account receivable net of allowance for doubtful accounts $29,822 and $14,657, respectively	833,305	961,600
Inventories	7,680,682	7,496,477
Value added taxes receivable	-	494,387
Purchase deposit	758,140	321,300
Due from related parties	1,957,390	2,313,198
Deferred tax assets	33,827	25,880
Other sundry current assets	129,190	83,001
Total current assets	12,615,220	16,569,887
Property, machinery and mining assets, net	22,837,311	19,549,909
Non-marketable investment	43,947	-
Total assets	$ 35,496,478	$ 36,119,796
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term loan	4,413,367	-
Notes payable	4,394,748	-
Account payable - trade	319,780	876,221
- Construction vendors	2,469,522	2,546,890
Due to shareholders	5,777,180	9,032,382
Accrued expenses and other sundry current liabilities	1,034,963	959,186
Total current liabilities	18,409,560	13,414,679
Long-term debt	-	4,397,215
Shareholders' equity		
Preferred stock, $.001 par value, 25,000,000 shares authorized, 0 shares issued and outstanding at September 30, 2009 and December 31, 2008		

Common stock, $.001 par value, 100,000,000 shares authorized,		44,555		44,555
44,555,131 issued and outstanding at Septermber 30, 2009 and December 31, 2008				
Additional paid-in capital		17,753,853		17,347,905
Accumulated deficit		(1,987,555)		(383,221)
Accumulated other comprehensive income		1,276,065		1,298,663
Total shareholders' equity		17,086,918		18,307,902
Total liabilities and shareholders' equity	$	35,496,478	$	36,119,796

The accompanying notes are integral part of the financial statements

APOLLO SOLAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND OTHER COMPREHENSIVE INCOME (LOSS)

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2009	2008	2009	2008
Sales	$ 2,289,669	$ 892,400	$ 6,280,044	$ 3,937,573
Cost of sales	1,624,416	716,163	4,723,694	2,814,875
Gross profit	665,253	176,237	1,556,350	1,122,698
Operating Expenses				
General and adminstrative expenses	726,982	249,682	1,978,936	611,189
Stock based compensation	178,686	-	551,947	-
Selling expenses	28,491	65,526	150,208	224,150
Research and development	29,370	28,755	79,332	74,044
Total Operating Expenses	963,529	343,963	2,760,423	909,383
Operating Income (loss)	(298,276)	(167,726)	(1,204,073)	213,315
Interest Income (expenses)	(114,109)	(53,126)	(303,213)	(42,423)
Other income (expenses)	(51,189)	7,894	(51,189)	7,894
Income (loss) before income taxes	(463,574)	(212,958)	(1,558,475)	178,786
Provision for income taxes	22,371	1,500	45,859	160,217
Net Income (loss)	$ (485,945)	$ (214,458)	$ (1,604,334)	$ 18,569

Other Comprehensive Income (loss)								
Foreign Currency Translation Adjustment	$	(16,328)	$	724,322	$	(22,598)	$	1,188,644
Comprehensive Income (loss)	$	(502,273)	$	509,864	$	(1,626,932)	$	1,207,213
Basic and Diluted Income per common share								
Basic	$	(0.01)	$	(0.00)	$	(0.03)	$	0.00
Diluted	$	(0.01)	$	(0.00)	$	(0.04)	$	0.00
Weighted average common share outstanding								
Basic		44,555,131		44,555,131		44,555,131		44,555,131
Diluted		45,385,131		44,555,131		45,376,047		44,555,131

The accompanying notes are integral part of the financial statements

APOLLO SOLAR ENERGY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine months ended September 30, 2009	2008
Cash flows from operating activities		
Net income (loss)	$ (1,604,334)	$ 18,569
Adjustments to reconcile net income to net cash		
Used in operating activities:		
Issurance of options for service	551,947	-
Depreciation	857,044	339,772
Deferred tax assets	(7,955)	
Changes in assets and liabilities:		
Account receivable-trade	127,644	(138,688)
Inventory	(158,789)	(4,369,298)
Other sundry current assets	(46,193)	11,988
Tax receivable	523,891	(389,322)
Advance for purchases	(506,535)	(682,644)
Account payable-trade	(555,459)	282,577
Accounts payable - construction	(75,875)	67,789
Accrued expenses and other sundry currenty liabilities	(189,752)	97,737
Accrued interests	281,796	214,793
Net cash used in operating activities	(802,570)	(4,546,727)
Cash flows from investing activities		
Non-marketable investment	(43,909)	-
Purchase of property & equipments	(1,491,382)	(6,335,555)
Government subsidy to purchase of Fixed Assets	2,019,803	-
Acquisition of land use rights	(3,674,831)	-
Net cash used in investing activities	(3,190,319)	(6,335,555)
Cash flows from financing activities		
Proceeds from short-term loans	4,419,432	-
Capital contribution	-	8,024,914
Advance from (payment to) shareholder	(3,258,745)	3,875,921
Payment to related party	(813,923)	(2,421,015)
Net cash provided by financing activities	346,764	9,479,820
Effect of exchange rate changes on cash	(5,233)	70,969
Net decrease in cash	(3,651,358)	(1,331,493)
Cash, beginning of year	4,874,044	2,619,176
Cash, end of period	$ 1,222,686	$ 1,287,683

Supplemental disclosures of cash flow information:				
Interest paid	$	303,835	$	-
Income taxes paid	$	35,321	$	160,217
The accompanying notes are integral part of the financial statements				

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APOLLO SOLAR ENERGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Apollo Solar Energy, Inc. (the “Company") reflect all material adjustments consisting of only normal recurring adjustments which, in the opinion of management, are necessary for a fair presentation of results for the interim periods. Certain information and footnote disclosures required under accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although the Company believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 date of the financial statements.

The results of operations for the nine months ended September 30, 2009 are not necessarily indicative of the results to be expected for the entire year or for any other period.

NOTE 2. BUSINESS DESCRIPTION

On October 14, 2008, the Company completed a reverse merger transaction with Apollo Solar Energy, Inc., (“ASE-Delaware”) by issuing 4,000 shares of its common stock in exchange for each outstanding share of ASE-Delaware’s common stock. Under the terms of the merger agreement, all of the outstanding shares of common stock of ASE-Delaware were exchanged for 44,000,000 shares of common stock of the Company, resulting in the former shareholders of ASE-Delaware owning 98.75% of the Company’s issued and outstanding common stock.

For accounting purposes, ASE-Delaware became the surviving entity whereas the Company was recognized as the surviving entity for legal purposes. Accordingly, the financial statements include the assets, liabilities and operations of ASE-Delaware.

On August 4, 2008, ASE-Delaware, an inactive company, acquired 100% of the registered capital of Sichuan Apollo Solar Science & Technology Co., Ltd. (“Sichuan Apollo”), in a transaction accounted for as a reorganization.

Sichuan Apollo was formed in June, 2006 in the People’s Republic of China and develops and manufactures high purity metals and compounds which are widely used 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 through its 100% owned subsidiary, Sichuan Xinlong Diye Tellurium Industry & Technique Co., Ltd (“Diye”).

Effective August 22, 2008 Diye acquired 100% of the equity of Sichuan Xinju Shimian Dadu River Mining & Metallurgy Co., Ltd. ("Dadu River") from significant shareholders of Apollo. Dadu River owns the exclusive rights to the Dashuigou tellurium mine through at least January 2013. Prior year financial statements have not been restated as the effects of this acquisition of the financial position and results of operations are immaterial.

The company entered into various exclusive contractual arrangements on April 10, 2009 with Sichuan Xinju Mineral Resources Development Corporation, or the VIE, and certain of its shareholders who are our direct or indirect employees and 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 (which rights are collectively referred to in this report as the Mining Business). 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 the Mining Business for a specified period of time. As a result, we consolidate the financial results of the VIE related to the Mining Business.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown on the accompanying financial statements, the Company's current liabilities exceeded its current assets by $5,794,340 on September 30, 2009. The Company sustained a loss of $1,604,334 and did not generated any cash from operations for the nine months ended September 30, 2009. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4. SIGNIFICANT ACCOUNTING POLICIES

Stock-Based Compensation

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the applicable vesting period of the stock award using the straight-line method.

Reclassifications

Certain previously reported amounts have been reclassified to conform to classifications adopted in the period ended September 30, 2009.

Inventories

Inventories are valued at the lower of cost or market with cost determined on the weighted-average method.

Property, machinery and mining assets

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.

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, extraction rights and other costs incurred prospectively to develop the property are capitalized as incurred and are amortized using the units-of-production ("UOP") method over the estimated life of the mineralized body based on estimated recoverable volume through to the end of the period over which the Company has extraction rights. 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.

Major development costs incurred after the commencement of production are amortized using the UOP method based on estimated recoverable volume in mineralized material. To the extent that these costs benefit the entire mineralized body, they are amortized over the estimated life of the mineralized body. Costs incurred to access specific mineralized blocks or areas that only provide benefit over the life of that area are amortized over the estimated life of that specific mineralized block or area. Interest cost allocable to the cost of developing mining properties and to constructing new facilities, if any, is capitalized until assets are ready for their intended use.

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, an 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.

No impairment loss was recorded for the nine months ended September 30, 2009 and 2008 respectively.

Deferred income taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. In addition, recognition of future tax benefits, such as carryforwards, to the extent that realization of such benefits is more likely than not and that a valuation allowance be provided when it is more likely than not that some portion of the deferred tax assets will not be realized.

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 balance sheet items are translated at year-end rates. Translation adjustments arising from the use of different exchange rates from period to period are included as a component of owners’ equity. Gains and losses from foreign currency transactions are recognized in current operations.

Fair value of financial instruments

The Company’s financial instruments primarily consist of cash and cash equivalents, accounts receivable, other receivables, accounts payable, accrued expenses, taxes payable, and other related party advances and borrowings, and short-term loans.

As of the balance sheet date, the estimated fair values of financial instruments were not materially different from their carrying values as presented on the balance sheet. This is attributed to the short maturities of the instruments and that interest rates on the borrowings approximate those that would have been available from loans of similar remaining maturity and risk profile at the respective balance sheet dates.

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.

Recently issued accounting pronouncements

In May 2009, the Financial Accounting Standards Board (FASB) issued guidance related to subsequent events under ASC 855-10, Subsequent Events. This guidance sets forth the period after the balance sheet date during which management or a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. It requires disclosure of the date through which an entity has evaluated subsequent events and the basis for that date, whether that date represents the date the financial statements were issued or were available to be issued. This guidance is effective for interim and annual periods ending after June 15, 2009. We have included the required disclosures in our consolidated condensed financial statements.

In June 2009, the FASB issued an amendment to ASC 810-10, Consolidation. This guidance amends ASC 810-10-15 to replace the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a VIE with a primarily qualitative approach focused on identifying which enterprise has the power to direct the activities of a VIE that most significantly impact the entity's economic performance. It also requires ongoing assessments of whether an enterprise is the primary beneficiary of a VIE and requires additional disclosures about an enterprise's involvement in VIEs. This guidance is effective as of the beginning of the reporting entity's first annual reporting period that begins after November 15, 2009 and earlier adoption is not permitted. We are currently evaluating the potential impact, if any, of the adoption of this guidance will have on our consolidated condensed financial statements.

In June 2009, the FASB issued Accounting Standards Update No. 2009-01 which amends ASC 105, Generally Accepted Accounting Principles. This guidance states that the ASC will become the source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. Once effective, the Codification's content will carry the same level of authority. Thus, the U.S. GAAP hierarchy will be modified to include only two levels of U.S. GAAP: authoritative and non-authoritative. This is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We adopted ASC 105 as of September 30, 2009 and thus have incorporated the new Codification citations in place of the corresponding references to legacy accounting pronouncements.

In August 2009, the FASB issued Accounting Standards Update No. 2009-05, Measuring Liabilities at Fair Value, which amends ASC 820, Fair Value Measurements and Disclosures. This Update provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure the fair value using one or more of the following techniques: a valuation technique that uses the quoted price of the identical liability or similar liabilities when traded as an asset, which would be considered a Level 1 input, or another valuation technique that is consistent with ASC 820. This Update is effective for the first reporting period (including interim periods) beginning after issuance. Thus, we adopted this guidance as of September 30, 2009, which did not have a material impact on our consolidated condensed financial statements.

In September 2009, the FASB amended existing authoritative guidance to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. The amended guidance is effective for fiscal annual reporting periods beginning after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. The Company is currently assessing the impact, if any, adoption may have on its financial statements or disclosures.

NOTE 5. INVENTORY

The inventory consists of the following:

	As of	
	September 30, 2009	December 31, 2008
Raw Materials	$3,716,846	$4,351,326
Work-in-progress	1,304,765	1,080,390
Finished goods	2,659,071	2,064,761
Total	$7,680,682	$7,496,477

NOTE 6. DUE FROM RELATED PARTY

Amounts due from a related party consist of amounts due from a related company partially owned by a majority shareholder of the Company. This loan is non-interest bearing and due on demand.

NOTE 7. NON-MARKETABLE INVESTMENT

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.

NOTE 8. SHORT-TERM LOAN

The Company's short-term loans include the following:

	Balance at	
	September 30, 2009	December 31, 2008
a) Loan payable to Chengdu Xihang Gang Construction & Investment Co., Ltd due on August 31, 2010, with interest at 5.31% per annum, collateralized by certain plant equipment of Sichuan Apollo	$1,655,362	$-
b) Loan payable to Bank of Communication, Chengdu branch due on February 5, 2010, with interest at 6.903% per annum, collateralized by the buildings and land use right of Diye	292,983	-
c) Loan payable to Bank of China, Xihanggang Branch, Chengdu due on August 19, 2010, with interest at 5.85% per annum, collateralized by the the buildings of Sichuan Apollo	732,511	-
d) Loan payable to Bank of China, Xihanggang Branch, Chengdu due on September 7, 2010, with interest at 5.85% per annum, collateralized by the the buildings of Sichuan Apollo	732,511	
d) Loan payable to an unrelated party due on September 22, 2010, with interest at 15% per annum	1,000,000	-
Total	$4,413,367	$-

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NOTE 9. NOTES PAYABLE

Notes payable consist of a note payable bearing interest at 6.57% per annum through May 31, 2009 and Bank of China's rate for a three year loan thereafter. RMB10,000,000 (equivalent to $1,464,916) is due on July 16, 2010 and RMB20,000,000 (equivalent to $2,929,832) is due on June 5, 2010.

NOTE 10. DUE TO STOCKHOLDERS

Due to stockholders consist of the followings:

	As of	
	September 30,2009	December 31, 2008
Due to Shareholders		
Mar-09	$ -	$ 3,800,000
Jul-09		2,912,558
Nov-09	-	1,465,738
On Demand		854,086
Jul-10	5,866,750	-
Due from shareholders		
On Demand	(89,570)	-
Total	$ 5,777,180	$ 9,032,382

NOTE 11. TAXES

Corporation income tax

The Company is 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.

On July 16, 2009, the Company got the government approval on the High-Tech Enterprise Certificate which allows the Company to enjoy a favorable tax rate of 15% effective January 1, 2009 and through December 31, 2011.

The comparison of income tax expense at the U.S. statutory rate of 35% in 2009 and 2008, to the Company's effective tax rate is as follows:

	September 30,	
	2009	2008
U.S. statutory rate	35%	35%
Tax rate difference between China and U.S.	-20%	-10%
GAAP and Chinese tax law difference on amortization of intangibles	-2%	-22%
Loss not available for tax purposes	-16%	87%
Effective tax rate	-3%	90%

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.

As of September 30, 2009 and December 31, 2008, the Company had tax payable of $30,244 and VAT tax receivable of $494,387, respectively.

NOTE 12. PRC STATUTORY RESERVES

In accordance with the PRC Companies Law, the Company was 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 September 30, 2009 and December 31, 2008, the Company did not accumulate any statutory reserve due to the accumulated deficit.

NOTE 13. SEGMENT OF BUSINESS

For the nine months ended September 30, 2009:

	Manufacturing	Refining	Mining	Corporate & Others	Consolidated Total
Revenue	$ -	$6,280,044	$-	$-	$ 6,280,044
Operating profit (loss)	(166,280)	534,773	(592,952)	(979,614)	(1,204,073)
Depreciation and amortization	606,212	230,526	20,306		857,044
Capital expenditures	2,800,055	156,437	189,918		3,146,410

NOTE 14. CONCENTRATIONS

For the nine months ended September 30, 2009, one major customer accounted for approximately 82% of total sales. At September 30, 2009, three customers accounted for 39%, 28% and 16% of the total accounts receivable outstanding, respectively.

For the nine months ended September 30, 2008, three major customers accounted for 20%, 18% and 13% of total sales, respectively. At September 30, 2008, three customers accounted for 40%, 30% and 23% of the total accounts receivable outstanding, respectively.

For the nine months ended September 30, 2009, 89% of sales were made to customers in North America and 11% of sales were made to customers in Asia.

NOTE 15. 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.

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.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk are primarily cash and cash equivalents.

NOTE 16. SUBSEQUENT EVENTS

On November 9, 2009, Sichuan Apollo, a wholly-owned foreign enterprise of the Company entered into a joint venture agreement (the "Bengbu Agreement") with Bengbu Design & Research Institute for Glass Industry ("Bengbu") and a local Chinese government agency (the "Agency"). Under the terms of the Bengbu Agreement, Sichuan Apollo will contribute land, a manufacturing plant and other equipment with a net book value of approximately $3.8 million to the newly formed joint venture entity, and will also transfer a long-term loan under which Sichuan Apollo is the borrower of approximately $6.06 million (RMB 41.3 million) to the joint venture entity (the "Long-Term Loan"). The Long-Term Loan will become due and payable in two separate installments: (i) the first installment of approximately $4.6 million (RMB 31.3 million), comprised of two different loans, one of RMB 11.3 million which will be due on August 31, 2010 and accrues interest at a rate of 5.31% per annum and the other of RMB 20 million that will be due on June 5, 2010 and will accrue interest at a rate of 5.4% per annum, will be repaid on June 5, 2010; and (ii) the final installment of approximately $1.46 million (RMB 10 million) that will be due on July 16, 2010 and will accrue interest at a rate of 5.4% per annum. Bengbu will contribute approximately $11.31 million (RMB 77 million) in cash to the joint venture entity. The Agency will contribute approximately $2.06 million (RMB 14 million) in cash to the joint venture entity. Sichuan Apollo, Bengbu and the Agency will own 35%, 55% and 10% of the joint venture entity, respectively. The joint venture entity is being formed for the purpose of conducting research and development related to glass used in the production of thin film solar cells.

On November 20, 2009, Sichuan Apollo entered into common stock pursuant agreement (the “Purchase Agreement”) with Bengbu pursuant to which the Company agreed to issue 9,000,000 shares of its common stock (“Common Stock”) for an aggregate purchase price of US$9,000,000. The Purchase Agreement contains customary representations, warranties and covenants. The closing of the private placement is expected to take place within 60 days following the signing date, although there can be no assurance that the transaction will be completed on the proposed terms or at all. Each party’s obligation to complete the transaction remains subject to the satisfaction or waiver of various conditions. In connection with the financing, the Company has committed to file a registration statement under the Securities Act to cover the resale of the shares purchased in the private placement to the extent such shares are not otherwise available for resale within 180 days following the closing. The Company and Bengbu may terminate the Agreement prior to closing in certain circumstances.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The Private Securities Litigation Reform Act of 1995, or the Reform Act, contains certain safe harbors regarding forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding future events, our plans and expectations and financial projections and are generally identified by the words "may," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "could," "would," and similar expression these forward-looking statements are subject to a number of risks and uncertainties, 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-Q, in our Annual Report on Form 10-K filed on April 14, 2009 and in other documents we file from time to time with the Securities and Exchange Commission. 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.

Overview

We are a vertically integrated miner and 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. The tellurium used in our products is primarily sourced from our wholly-owned Dashuigou mine located in Sichuan Province, People's Republic of China, or the PRC. In addition we source tellurium from another mine in Shimian, Majiagou, PRC, through a series of variable interest entity agreements, or VIE Agreements, with Sichuan Xinju Mineral Resources Development Corporation and certain of its shareholders holding 51.6619% of its voting stock, which shareholders are our direct or indirect employees. Under the terms of the VIE Agreements, we have been granted the exclusive exploration and mining rights to these two mines in accordance with a license granted by the government of the PRC, which extends through January, 2013, subject to potential renewal thereafter.

Currently, tellurium is produced as a product in the process of processing copper and other metals. As a result, costs are high. We believe that the Dashuigou and Majiagou mines are the only two known deposits in the world in which tellurium, one of the rarest metallic elements on Earth, is the primary commodity of economic interest. By the end of 2010, we plan to obtain approximately 60% to 70% of the tellurium necessary for our products from these mines and believe this ability to be a significant competitive advantage because the cost of tellurium sourced from our own mines will be substantially lower than that purchased from an outside third party. We source the rest of the tellurium from third-party suppliers that we have established good business relationships with over the past few years. By vertically integrating our processes, we believe we are able to achieve significant operating efficiencies and produce high-quality products that offer cost and quality benefits to our customers. Currently, we are able to procure raw materials from the Dashuigou and Majiagou mines at a significant discount to prevailing market price.

Our operations are currently based in a 330,000 square foot facility in Chengdu, Sichuan Province, PRC. This newly built modern facility has the capacity to produce more than 300 tons of high-purity photovoltaic cell materials and 42 other types of electronic materials. 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.

We believe we are unique in that we are both a miner and refiner of our tellurium-based products with primary refining capabilities as provided by Sichuan Xinju Mineral Resources Development Corporation pursuant to the VIE Agreements, and secondary refining capabilities directly through the Company. Our primary refining capabilities are such that we can treat metal concentrates (containing, for example, as little as 50% of the metals of interest), and extract and refine the metals of interest so that they can be fed to our secondary refining operations, where we attain a higher level of purity. Because we mine the raw material, and perform both refining functions, both directly and through our VIE arrangement, we consider ourselves a supplier with uniquely integrated capabilities. 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 (PV) 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, or the VIE, and certain of its shareholders who are our direct or indirect employees and 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 (which rights are collectively referred to in this report as the Mining Business). 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 the Mining Business for a specified period of time. As a result, we consolidate the financial results of the VIE related to the Mining Business pursuant to FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities."

(1) Agreements that provide us with effective control over Sichuan Xinju Mineral Resources Development Co. Ltd., or the VIE, include a purchase option agreement, a business operations agreement and an exclusive technical and consulting agreement.

The agreements between the VIE and our other affiliated entities or persons are summarized below:

- First Option Exclusive Acquiring Agreement, between Sichuan Xinlong Tellurium Industry & Technique Co., Ltd., Sichuan Xinju Mineral Resources Development Co., Ltd., Renyi Hou and Ling Yong, which grants to our wholly-owned subsidiary a first option to purchase the Mining Business at such time as the purchase becomes advisable, permissible and in our best interest.

- Exclusive Sales Agreement, between Sichuan Xinlong Tellurium Industry & Technique Co., Ltd. and Sichuan Xinju Mineral Resources Development Co., Ltd., which grant to our wholly-owned subsidiary the exclusive right to buy all of the output of the Mining Business.

- Business Operation Agreement, between Sichuan Xinlong Tellurium Industry & Technique Co., Ltd., Sichuan Xinju Mineral Resources Development Co., Ltd., Renyi Hou and Ling Yong, which imposes certain restrictions and obligations on the VIE and certain of its shareholders to support the VIE arrangement, including refraining from competing with our business and modifying the business operations of the VIE without the prior consent of our wholly-owned subsidiary.

Exclusive Technical and Consulting Agreement, between Sichuan Xinlong Tellurium Industry & Technique Co., Ltd. and Sichuan Xinju Mineral Resources Development Co., Ltd., which requires the VIE to provide certain technical and consulting services exclusively to our wholly-owned subsidiary in connection with the Mining Business. Our wholly-owned subsidiary agrees to provide up to $6.0 million in investing funding to the VIE in connection with its operation of the Mining Business, on such terms as the parties shall agree from time to time.

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. The most significant estimates and assumptions include valuation of inventories, provisions for income taxes, allowance for doubtful accounts, and the recoverability of the long-lived assets. Actual results could differ from these estimates. Periodically, we review all significant estimates and assumptions affecting the financial statements and record the effect of any necessary adjustments.

The following critical accounting policies rely upon assumptions and estimates and were used in the preparation of our consolidated financial statements:

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, and no other significant obligations 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.

Currency Reporting

Amounts reported are stated in U.S. Dollars, unless stated otherwise. Our functional currency is the Renminbi, or RMB, the currency of the PRC. Foreign currency transactions (outside the PRC) are translated into RMB according to the prevailing exchange rate at the transaction dates. Assets and liabilities denominated in foreign currencies at the balance sheet dates are translated into RMB at period-end exchange rates. For the purpose of preparing the consolidated financial statements, our consolidated balance sheets have been translated into U.S. dollars at the current exchange rates as of the end of the respective periods and the consolidated statements of income have been translated into U.S. dollars at the weighted average exchange rates during the periods the transactions were recognized. The resulting translation gain adjustments are recorded as other comprehensive income in the statements of income and comprehensive income and as a separate component of statements of stockholders' equity.

Accounts Receivable

Accounts receivable consist of trade receivables resulting from sales of products during the normal course of business. As of September 30, 2009, three customers accounted for 39%, 28% and 16%, respectively, of the total accounts receivable outstanding. For the nine months ended September 30, 2009 and the year ended December 31, 2008, allowance for uncollectible amounts were approximately $29,822 and $14,657, respectively.

Inventories

Inventories are composed of raw materials and packing materials for manufacturing, work in process, and finished goods. Inventories are valued at the lower of cost or market with cost determined on the weighted average method.

Results of Operations

The following table sets forth certain information from our condensed consolidated statements of income and comprehensive income for the three and nine months ended September 30, 2009 and 2008 (unaudited):

	Three months Ended September 30,		Nine months Ended September 3	
	2009	2008	2009	
Sales	$ 2,289,669	$ 892,400	$ 6,280,044	3,937,57
Cost of sales	(1,624,416)	(716,163)	(4,723,694)	(2,814,8
Gross profit	665,253	176,237	1,556,350	1,122,69
Operating Expenses				
General and adminstrative expenses	726,982	249,682	1,978,936	6
Stock based compensation	178,686	-	551,947	
Selling expenses	28,491	65,526	150,208	2
Research and development	29,370	28,755	79,332	
Total Operating Expenses	963,529	343,962	2,760,423	9
	(298,276)	(167,726)	(1,204,073)	2

Operating Income (loss)				
Interest Income (expenses)	(114,109)	(53,126)	(303,213)	(4
Other income (expenses)	(51,189)	7,894	(51,189)	7,894
Income (loss) before income taxes	(463,574)	(212,958)	(1,558,475)	1
Provision for income taxes	22,371	1,500	45,859	1
Net Income (loss)	$ (485,945)	$ (214,458)	$ (1,604,334)	$ 18,569
Percentages:				
Sales	100%	100%	100%	
Cost of sales	71%	80%	75%	
Gross profit	29%	20%	25%	
Operating Expenses				
General and adminstrative expenses	32%	28%	32%	
Stock based compensation	8%	0%	9%	
Selling expenses	1%	7%	2%	
Research and	1%	3%	1%	

development			
Total Operating Expenses	42%	38%	44%
Operating Income (loss)	-13%	-18%	-19%
Interest Income (expenses)	-5%	-6%	-5%
Other income (expenses)	-2%	1%	-1%
Income (loss) before income taxes	-20%	-23%	-25%
Provision for income taxes	1%	0%	1%
Net Income (loss)	-21%	-24%	-26%

Three Months Ended September 30, 2009 and 2008

Sales

Sales for the three months ended September 30, 2009 was $2,289,669, compared to the sales of $892,400 in the same period in 2008. This increase of 156.6% was primarily attributable to our successful sales and marketing campaigns, improved product quality, and increases of orders from major customers. In 2007, we began shipment of tellurium to First Solar, the biggest CdTe-based thin film PV producer in the world. In 2008, First Solar became our largest customer, and remained our largest customer during the third quarter of 2009. However, our sales during the third quarter of 2009 were below our planned target due to the global financial crisis. A significant number of our customers did not place order as planned. As such, our business volume was reduced.

Cost of sales

Cost of sales for the three months ended September 30, 2009 was $1,624,416, compared to the cost of sales of $716,163 for the three months ended September 30, 2008. This increase in the dollar amount equaled 126.8% and was consistent with the increase in sales for the three months ended September 30, 2009.

Gross profit

Gross profit for the three months ended September 30, 2009 was $665,253, compared to the gross profit of $176,237 for the three months ended September 30, 2008. This represented an increase of $489,016, or 277.5%, over the same period of 2008. The gross profit margin for the three months ended September 30, 2009 was 29.1%, compared to that of 19.7% in the same period of 2008. Two primary factors contributed to the increase in gross profit margin. First, the costs of our tellurium were reduced as our processing techniques improved. Second, we had ongoing orders from customers that allowed us to continually operate our production facilities without interruptions that cause inefficiencies.

Selling and marketing expenses

For the three months ended September 30, 2009, selling and marketing expenses were $28,491, compared to $65,526 for the same period ended September 30, 2008. This represents a decrease of 56.5%. During the three months ended September 30, 2008, we employed an in-house sales team of eight people targeting the Chinese and North American markets. Most of the sales and marketing expenses from that period were traveling, lodging and entertainment related. In contrast, we have not run any advertisement campaigns in 2009, and instead have only maintained an in-house sales team of eight people. In February 2009, we signed an agreement to appoint CERAC as our exclusive agent to distribute our products in North America, excluding First Solar. This outsourcing of services saved us a significant amount of marketing cost for the second quarter of 2009 when we target the North American market. The exclusive agreement was reduced to a non-exclusive general distributor agreement in September 2009, as guaranteed sales volume fell short.

General and administrative expenses

We incurred general and administrative expenses of $726,982 for the three months ended September 30, 2009, when compared to that of $249,682 in the same period of 2008, representing an increase of 191.2%. The increase was primarily due to the growth in size and revenue of our Company, and the expenses we incurred as a public company. After our reverse merger in October 2008, we incurred significant amounts of audit fees, legal fees and financial advisory fees. We also expanded our accounting/finance department. Additional administrative staff was also added to support our listing functions.

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Stock based Compensation expenses

Stock based compensation expenses in the amount of $178,686 was incurred in the three months ended September 30, 2009; this expense did not exist in the same period of 2008. We granted certain stock options to our CFO and our four independent directors between December 2008 and March 2009. A total of 830,000 options were granted. Stock based compensation expenses was a non-cash item.

Research and development expenses

For the three months ended September 30, 2009, we incurred R&D expenses of $29,370, compared to $28,755 for the three months ended September 30, 2008. This represents an increase of 2.1%. In the second quarter of 2009 we reduced headcount of the R&D department but in the third quarter we re-filled the vacancy. We are committed to the improvement of product quality and the development of new products. We will continue to invest in R&D to ensure our products are of high quality and remain competitive.

Net income/loss

For the three months ended September 30, 2009 we had a net loss of $485,945, compared to net loss of $169,528 for the three months ended September 30, 2008. The main reason for the increase in net loss in the three months ended September 30, 2009 was an increase in costs, primarily in administrative costs representing professional fees. Included in the net loss for the three months ended September 30, 2009 was non-cash stock based compensation of $178,686, which was a non-cash item.

Nine Months Ended September 30, 2009 and 2008

Sales

Sales for the nine months ended September 30, 2009 was $6,280,044, compared to the sales of $3,937,573 in the same period in 2008. This increase of 59.5% was primarily attributable to our successful sales and marketing campaigns, improved product quality, and stable orders from our larger customers. In 2007, we began shipment of tellurium to First Solar, the biggest CdTe-based thin film PV producer in the world. In 2008, First Solar became our largest customer, and remained our largest customer during the third quarter of 2009. However, our sales during the first nine months of 2009 was below our planned target due to the global financial crisis. A significant number of our customers requested did not place order as planned. As such, our business volume was also reduced.

Cost of sales

Cost of sales for the nine months ended September 30, 2009 was $4,723,694, compared to the cost of sales of $2,814,875 for the period ended September 30, 2008. This increase in the dollar amount equaled 67.8% and was primarily due to the increase in revenue for the six months ended June 30, 2009. Additionally, the costs of materials used in our products during the first quarter of 2009 were higher than those in the same period of 2008.

Gross profit

Gross profit for the nine months ended September 30, 2009 was $1,556,350, compared to the gross profit of $1,122,698 for the same period ended September 30, 2008. This represented an increase of $433,652, or 38.6%, over the same period of 2008. The gross profit margin for the nine months ended September 30, 2009 was 24.8%, compared to that of 28.5% in the same period of 2008. Three primary factors contributed to the decrease in gross profit margin. First, we experienced an increase in the price of most of the feedstock we purchased from third party suppliers worldwide, especially that of tellurium. The price of tellurium feedstock increased more than 100% in 2008 over the price in 2007, and remained at this higher level for the first half of the year, before coming back down in the third quarter of 2009. We were not able to pass through the increase in cost to our customers. As a significant amount of our revenue was generated from the sale of high purity tellurium, our margin was impacted adversely. The situation began to improve towards the end of the first quarter of 2009 and continued to improve into the second and third quarters of 2009 as we increase our internal tellurium production and decrease our purchase from third parties. Second, labor costs began to increase significantly in the PRC in 2008 and continuing through the second quarter of 2009, and thus increased our cost. Labor cost began to stabilize in the third quarter of 2009. Third, the product mix we sold in the first nine months of 2009 changed as compared to the product mix we sold during the same period in 2008. Specifically, we sold fewer other high purity metals (which ordinarily command very high margins) in the first nine months of 2009 due to the global financial crisis. Consequently, the reduction in sales in these types of products impacted our gross margin adversely.

Selling and marketing expenses

For the nine months ended September 30, 2009, selling and marketing expenses were $150,208, compared to $224,150 for the same period ended September 30, 2008. This represents a decrease of 33.0%. During the nine months ended September 30, 2008, we employed an in-house sales team of eight people targeting the Chinese and North American markets. Most of the sales and marketing expenses from that period were traveling, lodging and entertainment related. In contrast, we have not run any advertisement campaigns in 2009, but still maintain an in-house sales team of eight people. In February 2009, we signed an agreement to appoint CERAC as our exclusive agent to distribute our products in North America, excluding First Solar. Sales and marketing costs for the North American market were therefore lower. The exclusive agreement was modified to a non-exclusive general distributor agreement in September 2009, as guaranteed sales volume fell short.

General and administrative expenses

We incurred general and administrative expenses of $1,978,936 for the nine months ended September 30, 2009, when compared to that of $611,189 in the same period of 2008, representing an increase of 233.8%. The increase was primarily due to the growth in size and revenue of our Company, and the expenses we incurred as a public company. After our reverse merger in October 2008, we incurred significant amount of audit fees, legal fees and financial advisory fees. We also expanded our accounting/finance department. Additional administrative staff was also added to support our listing functions and the reverse merger process. In August 2008, our new factory was completed and significant depreciation began to be incurred.

Stock based Compensation expenses

Stock based compensation expenses in the amount of $551,947 was incurred in the nine months ended September 30, 2009; this expense did not exist in the same period of 2008. We granted certain stock options to our CFO and our four independent directors between December 2008 and March 2009. A total of 830,000 options were granted. Stock based compensation expenses was a non-cash item.

Research and development expenses

For the nine months ended September 30, 2009, we incurred R&D expenses of $79,332, compared to $74,044 for the nine months ended September 30, 2008. This represents an increase of 7.1% and was due to the increase in the number of the Company's research projects. We are committed to the improvement of product quality and the development of new products. We will continue to invest in R&D to ensure our products are of high quality and remain competitive.

Net income/loss

For the nine months ended September 30, 2009 we had a net loss of $1,604,334, compared to net income of $18,569 for the nine months ended September 30, 2008. The main reason for decrease in net income in the nine months ended September 30, 2009 was a decrease in gross margin and an increase in the costs, primarily in administrative costs representing professional fees. Included in the net loss for the nine months ended September 30, 2009 was non-cash stock based compensation of $551,947 for the options granted to the CFO and the independent directors.

Liquidity and Capital Resources

Our summary cash flow information is as follows:

	Nine Months Ended September 30,			
		2009		2008
Net cash (used in) provided by operating activities	$	(802,570)	$	(4,546,727)
Net cash (used in) provided by investing activities		(3,190,319)		(6,335,555)
Net cash (used in) provided by financing activities		346,764		9,479,820
Effect of exchange rate changes on cash		(5,233)		70,969
Net increase (decrease) in cash	$	(3,651,358)	$	(1,331,493)
Cash at beginning of period		4,874,044		2,619,176
Cash at end of period	$	1,222,686	$	1,287,683

Net cash used in operating activities.

Net cash used in operating activities for the nine months ended September 30, 2009 was $802,570, compared to net cash used of $4,546,727 in the same period in 2008. Cash used in operating activities was accounted for by a decrease in accounts receivable of $127,644, an increase in inventory of $158,789, a decrease in tax receivable of $523,891, an increase in the advance for purchases of $506,535, a decrease in accounts payable of $555,459, a decrease in accrued expenses of $189,752, and an increase in accrued interest of $281,795.

For the nine months ended September 30, 2008, cash used in operating activities was accounted for substantially by an increase of inventory of $4,369,298, an increase in accounts receivable of $138,688, an increase of tax receivable of $389,322, an increase of advance for purchases of $682,644, and an increase in accounts payable of $282,577, and the increase of the accrued interest of $214,793.

Net cash used in investing activities.

Net cash used in investing activities for the nine months ended September 30, 2009 and September 30, 2008 was $3,190,319 and $6,335,555, respectively, primarily consisting of the purchase of land use rights, our plant and equipment. In the first nine months of 2009, we received $2,019,803 in government subsidies from the PRC local government. These subsidies are treated as offsets to their relevant asset classes and will reduce depreciation in future periods.

Net cash provided by financing activities.

Net cash provided by financing activities for the nine months ended September 30, 2009 was $346,764, constituting the repayment of shareholder loans of $3,258,745 and payments to related party of $813,923, and net of the proceeds from a short-term loan of $4,419,432.

Net cash provided by financing activities for the nine months ended September 30, 2008 was $9,479,820, constituting capital contribution of $8,024,914 and loans from stockholders and a related party of $1,454,906.

Seasonality

Our business is not cyclical and does not have a clear pattern of seasonality.

Off-Balance Sheet Transactions

We have no material off-balance sheet transactions.

Impact of Recent Currency Exchange Rate Increase

We use the U.S. dollar as the reporting currency for our financial statements. Our operations are conducted through our PRC operating subsidiaries and variable interest entities, and our functional currency is the RMB. On July 21, 2005, the PRC government changed its policy of pegging the value of the RMB to the U.S. dollar and, as a result, the RMB has appreciated against the U.S. dollar by approximately 17.5% from 1:8.27 on July 21, 2005 to 1:6.8225 on December 31, 2008. In converting our RMB income statement amounts into U.S. dollars we used the following exchange rates: 1:6.9842 for the nine months ended September 30, 2008 and 1:6.8323 for the nine months ended September 30, 2009. Our operating results in 2008 and 2009 have benefited as a result of appreciation of the RMB against the U.S. dollar. There is no guarantee that we will benefit from the exchange rate in the future and our operations may suffer if a less favorable exchange rate develops.

Future Capital Expenditures

On April 10, 2009, we signed the VIE Agreements to acquire the exploration rights of the Dashuigou area and the mining rights of the Majiahou mine. We expect to invest in exploration, mining equipment, and refinery facility in the future so that we can source tellurium internally. Additional capital for this objective may be required that is in excess of our current resources, requiring us to raise additional capital through additional equity offerings or secured or unsecured debt financing. The availability of additional capital resources will depend on prevailing market conditions, interest rates, and our existing material financial position and results of operations.

Subsequent Events

On November 9, 2009, Sichuan Apollo, a wholly-owned foreign enterprise of the Company entered into a joint venture agreement (the "Bengbu Agreement") with Bengbu Design & Research Institute for Glass Industry ("Bengbu") and a local Chinese government agency (the "Agency"). Under the terms of the Bengbu Agreement, Sichuan Apollo will contribute land, a manufacturing plant and other equipment with a net book value of approximately $3.8 million to the newly formed joint venture entity, and will also transfer a long-term loan under which Sichuan Apollo is the borrower of approximately $6.06 million (RMB 41.3 million) to the joint venture entity (the "Long-Term Loan"). The Long-Term Loan will become due and payable in two separate installments: (i) the first installment of approximately $4.6 million (RMB 31.3 million), comprised of two different loans, one of RMB 11.3 million which will be due on August 31, 2010 and accrues interest at a rate of 5.31% per annum and the other of RMB 20 million that will be due on June 5, 2010 and will accrue interest at a rate of 5.4% per annum, will be repaid on June 5, 2010; and (ii) the final installment of approximately $1.46 million (RMB 10 million) that will be due on July 16, 2010 and will accrue interest at a rate of 5.4% per annum. Bengbu will contribute approximately $11.31 million (RMB 77 million) in cash to the joint venture entity. The Agency will contribute approximately $2.06 million (RMB 14 million) in cash to the joint venture entity. Sichuan Apollo, Bengbu and the Agency will own 35%, 55% and 10% of the joint venture entity, respectively. The joint venture entity is being formed for the purpose of conducting research and development related to glass used in the production of thin film solar cells.

On November 20, 2009, Sichuan Apollo entered into common stock pursuant agreement (the "Purchase Agreement") with Bengbu pursuant to which the Company agreed to issue 9,000,000 shares of its common stock ("Common Stock") for an aggregate purchase price of US$9,000,000. The Agreement contains customary representations, warranties and covenants. The closing of the private placement is expected to take place within 60 days following the signing date, although there can be no assurance that the transaction will be completed on the proposed terms or at all. Each party's obligation to complete the transaction remains subject to the satisfaction or waiver of various conditions. In connection with the financing, the Company has committed to file a registration statement under the Securities Act to cover the resale of the shares purchased in the private placement to the extent such shares are not otherwise available for resale within 180 days following the closing. The Company and Bengbu may terminate the Agreement prior to closing in certain circumstances.

ITEM 4T. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As required by Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the 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 the end of the period covered by this report. 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 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 Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating and implementing possible controls and procedures.

Management conducted its evaluation of disclosure controls and procedures under the supervision of our Chief Executive Officer and our Chief Financial Officer. Based upon, and as of the date of this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Significant deficiencies were identified and described in Management's Report on Internal Control over Financial Reporting in our Annual Report on Form 10-K filed on April 14, 2009. Please refer to our Annual Report for a description of the measures that we will implement or have implemented to remediate these significant deficiencies.

In October 2009, the Company engaged KPMG Peat Marwick as a consultant to help the Company identify weaknesses in our internal control systems and propose systematic approaches to repair the weakness and deficiencies.

Changes in Internal Control over Financial Reporting

Other than the remediation measures we have been taking, as described in our Annual Report on Form 10-K filed on April 14, 2009, there were no changes in our internal control over financial reporting during the nine months ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

PART II -- OTHER INFORMATION

ITEM 1 -- LEGAL PROCEEDINGS

None.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On November 20, 2009, Sichuan Apollo entered into common stock pursuant agreement (the "Purchase Agreement") with Bengbu pursuant to which the Company agreed to issue 9,000,000 shares of its common stock ("Common Stock") for an aggregate purchase price of US$9,000,000. The Agreement contains customary representations, warranties and covenants. The closing of the private placement is expected to take place within 60 days following the signing date, although there can be no assurance that the transaction will be completed on the proposed terms or at all. Each party's obligation to complete the transaction remains subject to the satisfaction or waiver of various conditions. In connection with the financing, the Company has committed to file a registration statement under the Securities Act to cover the resale of the shares purchased in the private placement to the extent such shares are not otherwise available for resale within 180 days following the closing. The Company and Bengbu may terminate the Agreement prior to closing in certain circumstances.

ITEM 3 — DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 — SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 -- OTHER INFORMATION

None.

ITEM 6. EXHIBITS

			Incorporated by Reference			
Exhibit No	Exhibit Title	Filed Herewith	Form	Exhibit No.	File No.	Filing Date
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Chief Executive Officer and Principal Financial Officer pursuant to	X				

18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Apollo Solar Energy, Inc.

Date: November 23, 2009 By: /s/ Renyi Hou
Renyi Hou
Chief Executive Officer

Date: November 23, 2009 By: /s/ Heung Sang Fong
Heung Sang Fong
Chief Financial Officer