

24 October 2012

Philippine Stock Exchange Inc.
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Equity Restructuring**

Gentlemen:

Please be advised that the Securities and Exchange Commission ("SEC") approved the application of NiHAO Mineral Resources International, Inc. (the "Company") to undergo restructuring to wipe out its deficit as of 31 December 2011 amounting to One Hundred Fifty Million Seventy Three Thousand Four Hundred Ninety One Pesos (P150,073,491.00) against the Additional Paid-In Capital amounting to Two Hundred Fifty Three Million Two Hundred Seventy One Thousand Four Hundred Sixty Five Pesos (P253,271,465.00).

A copy of the SEC Certificate of Approval of Equity Restructuring dated 22 October 2012 is attached for your reference.

Very truly yours,


ARSENIO C. CABRERA, JR.
Corporate Information Officer/Corporate Secretary



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. 62323

**CERTIFICATE OF APPROVAL OF
EQUITY RESTRUCTURING**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the request to undergo equity restructuring to wipe out the deficit of the company as of **December 31, 2011** amounting to **P150,073,491.00** against the Additional Paid-In Capital amounting to **P253,271,465.00** of

NIHAO MINERAL RESOURCES INTERNATIONAL INC.

was approved by the Commission on this date subject to the condition that the remaining APIC of **P103,197,974.00** shall not be used to wipe out losses that may be incurred in the future without prior approval of the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 22nd day of October, Two Thousand Twelve.




FERDINAND B. SALES
Officer-in-Charge

Company Registration and Monitoring Department

