

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF
NiHAO Mineral Resources International, Inc.
Held on 16 December 2014
7/F Peaksun Building, 1505 Princeton Street corner Shaw Boulevard,
Barangay Wack-Wack, Greenhills East, Mandaluyong City**

<u>PRESENT:</u>	<u>NO. OF SHARES</u>
Total No. of Shares Reppresented In Person and By Proxy	629,056,787
Total Outstanding Shares	913,000,000
Attendance Percentage to Toal Outstanding Shares	68.90%

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I. CALL TO ORDER

The Chairman, Atty. Antonio Victoriano F. Gregorio III, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Arsenio C. Cabrera, Jr., recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

Based on the certification provided by Ms. Janelle Vivien Araullo of BDO Unibank, Inc., the stock and transfer agent of the Corporation, the Corporate Secretary certified that notices for the meeting were duly sent to all stockholders of record as of 20 November 2014 and that a quorum consisting of 68.90% of the Corporation's issued and outstanding capital stock existed for the valid transaction of business.

The certification of BDO Unibank, Inc. regarding the due sending of notices to stockholders of record as of 20 November 2014 is attached hereto as Annex "A". The attendance tabulation reflecting the abovementioned quorum is attached hereto as Annex "B".

III. APPROVAL OF PREVIOUS MINUTES

Upon motion duly made and seconded, the Minutes of the Meeting of the stockholders held on 4 December 2013 were unanimously approved.

IV. MANAGEMENT REPORT

The Corporation's Chief Operating Officer, Mr. Jose Francisco E. Miranda, rendered to the stockholders the report of Management for the year ending 31 December 2013.

After discussion and upon motion duly made and seconded, the Management Report was approved by the stockholders.

V. APPROVAL OF AUDITED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2013

Upon motion made and duly seconded, the Corporation's Audited Financial Statements for the period ending 31 December 2013 were noted and approved.

VI. AMENDMENT OF THE ARTICLES OF INCORPORATION & BY-LAWS TO CHANGE THE PRINCIPAL OFFICE ADDRESS OF THE COMPANY

The Corporate Secretary explained to the stockholders that pursuant to Securities and Exchange Commission Memorandum Circular No. 6, Series of 2014, registrant-corporations are directed to state in their Articles of Incorporation the specific address of their principal office. The specific address of the principal office, shall include, if feasible, the street number, street name, barangay city or municipality.

The Third Article of the Articles of Incorporation, and Article I of the By-Laws, of the Corporation indicate "Metro Manila, Philippines" as the Corporation's principal office address.

In order to amend the Articles of Incorporation and By-Laws of the Corporation, the Corporation Code requires the approval of at least a majority of the Board of Directors and the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation.

On 24 July 2014, the Board of Directors of the Corporation approved the amendment of the Third Article of the Articles of Incorporation, and Article I of the By-Laws, of the Corporation, by changing the principal office address of the Corporation from "Metro Manila, Philippines" to "1505 Princeton Street corner Shaw Boulevard, Barangay Wack-Wack, Greenhills East, Mandaluyong City, Metro Manila, Philippines 1552".

After discussion, and upon motion duly made and seconded, the following resolutions were unanimously approved:

"RESOLVED, That the Third Article of the Articles of Incorporation, and Article I of the By-Laws, of the Corporation, be, as it is hereby amended, to change the principal office address of the

Street corner Shaw Boulevard, Barangay Wack-Wack, Greenhills East, Mandaluyong City, Metro Manila, Philippines 1552”;

“RESOLVED, FINALLY, That the President and/or the Corporate Secretary be, as they are hereby authorized, to perform all acts including but not limited to the filing of the necessary documents with the Securities and Exchange Commission and to sign, execute and deliver, for and on behalf of the Corporation, any and all documents as may be necessary and/or appropriate to fully implement the foregoing resolution.”

VII. AMENDMENT OF THE ARTICLES OF INCORPORATION AND BY-LAWS OF THE COMPANY TO DECREASE THE NUMBER OF DIRECTORS FROM NINE (9) TO SEVEN (7)

The Corporate Secretary explained that on 20 October 2014, the Board of Directors of the Corporation approved the amendment of the Sixth Article of the Articles of Incorporation, and Section 1, Article IV of the By-Laws, of the Corporation, by decreasing the number of directors from nine (9) to seven (7). As indicated in the Corporation’s Definitive Information Statement earlier circulated to all the stockholders, a decrease in the number of directors would allow the Corporation to maintain a more manageable group and facilitate the conduct of Board meetings. Instead of necessitating the attendance of a higher number of directors in order to constitute a quorum, only five (5) directors would be required. This would result in the Corporation being able to assemble more meetings and elicit a more active participation from each member.

After discussion, and upon motion duly made and seconded, the following resolutions were unanimously approved:

“RESOLVED, That the Sixth Article of the Articles of Incorporation, and Section 1, Article IV of the By-Laws, of the Corporation, be, as it is hereby amended, to decrease the number of directors from nine (9) to seven (7);

“RESOLVED, FINALLY, That the President and/or the Corporate Secretary be, as they are hereby authorized, to perform all acts including but not limited to the filing of the necessary documents with the Securities and Exchange Commission and to sign, execute and deliver, for and on behalf of the Corporation, any and all documents as may be necessary and/or appropriate to fully implement the foregoing resolution.”

VIII. RATIFICATION OF ALL LEGAL ACTS, PROCEEDINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND OF MANAGEMENT

After discussion and upon motion duly made and seconded, the

“RESOLVED, that all the legal acts, proceedings and resolutions of the Board of Directors and of Management from 4 December 2014 up to 16 December 2014, be as they are hereby approved, confirmed and ratified.”

IX. ELECTION OF DIRECTORS

The Corporate Secretary explained that pending the approval by the Securities and Exchange Commission of the amendment of the Articles of Incorporation and By-Laws decreasing the number of directors of the Corporation, the current Articles of Incorporation of the Corporation provides for nine (9) directors, two (2) of which are required to be independent directors.

Under the Corporation’s By-Laws and Manual on Corporate Governance, the nomination of the Corporation’s directors shall be conducted by the Nomination Committee prior to the annual stockholders’ meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity of the would-be nominees and shall be submitted to the Nomination Committee and the Corporate Secretary at least forty-five (45) days before the date of the actual meeting.

The Nomination Committee shall pre-screen the qualifications and prepare a Final List of all Candidates for directors. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors.

The Final List of Candidates for directors as determined by the Corporation’s Nomination Committee, and as disclosed in the Corporation’s Information Statement, are:

1. Antonio Victoriano F. Gregorio III
2. David O. Chua
3. Chi Ho Tan Co
4. Delfin S. Castro, Jr.
5. Job Adrian M. Ambrosio
6. Arsenio C. Cabrera, Jr.
7. Ronald G. Cruz

Independent Directors:

8. Manuel G. Ong
9. Felixis Latonero

Upon nomination duly made and seconded, the nine (9) nominees mentioned in the Final List of Candidates for directors prepared by the Corporation’s Nomination Committee were proclaimed as elected Directors to serve as such for the ensuing year until the election and qualification of their successors. Mr. Manuel G. Ong and Felixis G. Latonero were elected as the independent directors of the Corporation.

X. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion made and duly seconded, the stockholders approved the following resolution:

"RESOLVED, That the auditing firm of SyCip Gorres Velayo & Co. be, as it is hereby appointed to be the Corporation's external auditor for 20014."

XI. ADJOURNMENT

There being no further business to transact, and upon motion duly made and seconded, the meeting was adjourned.



ARSENIO C. CABRERA, JR.
Corporate Secretary

Confirmed and Approved:

ATTY. ANTONIO VICTORIANO F. GREGORIO III
Chairman of the Board