

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Aug 4, 2015
2. SEC Identification Number  
62323
3. BIR Tax Identification No.  
050-000-889-223
4. Exact name of issuer as specified in its charter  
NiHAO Mineral Resources International, Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)  
[REDACTED]
7. Address of principal office  
1505 Princeton Street corner Shaw Boulevard, Barangay Wack-Wack, Greenhills East,  
Mandaluyong City  
Postal Code  
1552
8. Issuer's telephone number, including area code  
(632) 823-3158/856-2011
9. Former name or former address, if changed since last report  
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	913,000,000

11. Indicate the item numbers reported herein  
Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*

# NiHAO Mineral Resources International, Inc.

## NI

**PSE Disclosure Form 16-1- Update on Corporate Actions/  
Material Transactions/Agreements**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 16 of the Revised Disclosure Rules*

### Subject of the Disclosure

Termination of Geogen-NiHAO Operating Agreement dated 13 June 2012

### Background/Description of the Disclosure

By way of background, under the Operating Agreement, Geogen granted NiHAO the exclusive right, during the term of the MPSA, to occupy, possess, explore, operate, mine, develop, utilize, mill, beneficiate and/or otherwise process, to undertake environmental protection and rehabilitation, and to do all other activities which NiHAO deems necessary.

### Other Relevant Information

As consideration of the pre-termination of the Operating Agreement, Geogen shall issue to NiHAO Ten Million (10,000,000) preferred shares at a par value of One Centavo (Php0.01) per share. The Geogen preferred shares to be issued to NiHAO shall have, among others, the following features:

- (a) No voting rights, except with respect to matters where applicable law grants non-voting shareholders the right to vote, provided that the affirmative vote of NiHAO as a preferred shareholder shall be required for the approval of matters affecting NiHAO's economic rights including, among others:
- i. Any reclassification, alteration or amendment of any existing shares or creation of shares which would grant preferential rights of any kind, shape or form or with privileged voting rights;
  - ii. Any sale, lease, exchange, disposition or encumbrance of all or substantially all of the business or assets of Geogen;
  - iii. Any merger, demerger or similar re-organization of Geogen;
  - iv. Any sale of shares of stock whereby a new shareholder or group of shareholders shall attain majority shareholdings in Geogen;
  - v. Any change in the dividend policy and/or formula for the determination of dividends due to the preferred shares;
  - vi. Any sale, assignment, transfer or surrender of rights over the MPSA, the Isabela Nickel Project and/or the Contract Area.
- (b) Non-redeemable;
- (c) Preference in the declaration and payment of dividends;
- (d) Non-participating;
- (e) Non-transferrable and non-assignable, except with the prior written consent of the Company;
- (f) The dividends shall be cumulative, to be computed annually based on the following formula:

Twenty percent (20%) of the Mine Operating Income, less Income Tax using the prevailing income tax prescribed by

the Bureau of Internal Revenue, where –

Mine Operating Income is equivalent to:

Revenue from sale of ore

Less the following deductions:

Cost of sales

Shipping and loading costs

Excise tax

Royalty to IPs

Management Fee which shall not exceed three percent (3%) of the revenue from sale of ore

Geogen likewise committed to cause its shareholders and board of directors to approve, and file with the Securities and Exchange Commission (“SEC”), the amendment of the Articles of Incorporation for the creation of Ten Million (10,000,000) preferred shares with a par value of One Centavo (PhP 0.01) per share, equivalent to One Hundred Thousand Pesos (Php100,000.00), out of the existing authorized capital stock of Geogen.

**Filed on behalf by:**

<b>Name</b>	Arsenio Cabrera
<b>Designation</b>	Corporate Secretary/Corporate Information Officer