



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 62323

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

**KNOW ALL PERSONS BY THESE PRESENTS:**

This is to certify that the amended articles of incorporation of the

**NIHAO MINERAL RESOURCES  
INTERNATIONAL INC.**  
[Amending Articles III & VI thereof.]

copy annexed, adopted on July 24, 2014 and October 17, 2014 by majority vote of the Board of Directors and on December 16, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 17<sup>th</sup> day of March, Twenty Fifteen.

  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department





# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

6 2 3 2 3

Former Company Name

N I H A O M I N E R A L R E S O U R C E S  
I N T E R N A T I O N A L , I N C .

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

1 5 0 5 P R I N C E T O N S T . , C O R N E R S H A W  
B L V D . , B R G Y . W A C K - W A C K , G R E E N -  
H I L L S E A S T , M A N D A L U Y O N G C I T Y

Company's Telephone Number/s

Contact Person

ARSENIO C. CABRERA, JR.

Contact Person's Telephone Number

(632) 813-7111

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor

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Date

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Signature

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Document I.D.

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Received by Corporate Filing and Records Division (CFRD)

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Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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AMENDED ARTICLES OF INCORPORATION

OF

NIHAO MINERAL RESOURCES INTERNATIONAL, INC.  
(formerly MAGNUM HOLDINGS, INC.)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, all of whom are of legal age, Filipino and citizens and all of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. - That the name of the corporation shall be:

"NIHAO MINERAL RESOURCES INTERNATIONAL, INC."

SECOND. - That the purpose for which said corporation is formed are:

PRIMARY PURPOSE

- (a) To engage, for itself and for others and/or in conjunction with interested parties, in the exploration, exploitation and mining of metallic and non-metallic minerals including, but not limited to, nickel, gold, copper and the like;
- (b) To explore, develop and operate mining properties, mining claims, grounds, lodes or concessions, on its own or in conjunction with third parties through joint ventures, strategic partnerships and other similar arrangements, by maintaining, conducting and carrying on the business of mining, extracting, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in metallic and non-metallic minerals including, but not limited to, nickel, gold, copper and the like



and all products and by-products thereof of every kind and description and by whatever process the same can be or may hereafter be produced; and

- (c) To purchase, lease or otherwise acquire mines, buildings, plants, machinery, tools and other properties whatsoever which the corporation may, from time to time, find to be its advantage, to acquire, develop and utilize water rights in such manner as may be authorized or permitted by law, to purchase, hire, make, construct or otherwise, acquire, provide, maintain, equip, alter, erect, improve, repair, manage, work and operate private roads, telephone lines and other infrastructure as may be needed by the corporation in the pursuit of its business, to construct, maintain and operate shafts, tunnels, furnaces, concentrators, smelters, smelting plants and refineries, warehouses, factories, buildings, dwelling houses, engines, machinery, implements and other works, conveniences and properties of any description in connection with or which may be directly or indirectly conducive to any of the objects of the company, and to contribute to, subsidize, aid or otherwise take part in any such operations.

#### SECONDARY PURPOSES

1. To acquire by purchase, exchange or barter, lease or otherwise, locally or by importation, all kinds, types and make, of agricultural or industrial equipment and machineries, and to sell, lease or otherwise render services whenever and wherever such equipment and machineries can be of use; to accept, trade-in repairs and services of all kinds of equipment; to act as principal, dealer or agent in purchasing, selling or dealing in, light and heavy equipment for use in agriculture and any kind of industry, without necessarily engaging in the financing business; to carry on as principals and dealers in, and as importers and exporters of, all kinds of machineries and equipment for use in general contracting, construction, dredging, excavating, building, or erecting work, and in undertaking and entering into and carrying out contracts for all kinds of works; and to manufacture, acquire, buy, sell, dispose of, and supply all kinds of construction equipment, plant machinery, engines, appliances, accessories and things for use in connection with any of the foregoing, or any quarries



or other undertakings whether or not of the character before mentioned.

2. To manufacture, fabricate, process, assemble, pack or otherwise produce, buy, and sell at wholesale all kinds of goods, merchandise, and products of every class and description.

3. To deal in, engage and transact, directly or indirectly, all forms of mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables or immovables, goods, wares, chattels, choses in action, tangible and intangible property, technical and industrial equipment and machineries, personal and real rights, commercial papers and documents, securities, evidences of indebtedness or representative of value or other forms of obligations, services, and all things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals, excluding, however, financing business.

4. To act in the Philippines or in any foreign country, in the capacity of agent or representative, except insurance agency;

5. To engage in research, exploration, laboratory, and development work relating to any material, substance, compound or mixture now known or which may hereafter be known, discovered, or developed, and to perfect, develop, manufacture, use, apply, and generally deal in and with any such material, substance, compound, or mixture, and to undertake, conduct, assist, promote, and engage or participate in every kind of research or scientific, experimental design, or development work, including pure or basic research.

6. To carry on the business of exporters and importers, as principal, agents, or commission merchants, in respect to buying, selling at wholesale, trading, or dealing in food products and in any kinds of goods, wares, and merchandise, except nationalized products, and generally, to do brokerage, commission, indenting, import, forwarding, and export business.

7. To provide management consultancy and other services to its subsidiaries, affiliates, or clients.

**AND IN FURTHERANCE OF THE ABOVE PURPOSES**, to exercise all the powers normally vested in the Corporation organized under the laws of the Philippines with particular reference, but not limited, to the following powers:



(a) Acquire physical facilities, equipment and devices necessary to its operation;

(b) Purchase, take, receive, lease, or otherwise acquire and own, hold, and use real and personal property, or any interest therein whatever situated;

(c) Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(d) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income;

(e) Subject to applicable law, conduct its business, carry on its operations, and have branch offices and exercise its powers within and without the Philippines;

(f) Subject to the provisions of applicable law and these articles, issue shares of stock to such persons and on such terms as may be in the interest of the corporation;

(g) Make any guaranty respecting indebtedness, interest, contracts, or other obligations created by any individual, corporation, association, partnership, or other entity in which the corporation has a lawful interest without necessarily engaging in surety business;

(h) To do everything necessary, desirable, advisable or convenient for the furtherance and accomplishment of all such purposes aforementioned and the achievement of such objectives, and to do all other things incidental thereto or connected thereto or connected therewith which are not prohibited by applicable law of these articles.

**THIRD.** - That the place where the principal office of the corporation is to be established is at 1505 Princeton Street corner Shaw Boulevard, Barangay Wack-Wack, Greenhills East, Mandaluyong City, Metro Manila, Philippines 1552 (As amended by a majority vote of the Board of Directors on 24 July 2014 and the Stockholders of the Corporation holding at least 2/3 of the outstanding capital stock on 16 December 2014).

**FOURTH.** - That the term for which said corporation is to exist shall be FIFTY (50) years from and after the date of incorporation.

**FIFTH.** - That the names, nationalities and residences of the incorporators are as follows:

<u>NAMES</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
1. DEMETRIO A. QUIRINO, JR.	Filipino	267 Aguado St., San Miguel, Manila



2. OSCAR M. SOLIVEN	Filipino	1106 Corregidor St., Manuguit Subd., Tondo, Manila
3. IGNACIO G. CONDINO	Filipino	Cainta, Rizal
4. REYNALDO CHIENJEN	Filipino	T.S. Cruz Subd., Baesa, Quezon City
5. RAMON E. TIONGCO, JR.	Filipino	Sta. Rosa, Laguna
6. ROMEO R. FERNANDEZ	Filipino	171 Batanes St., Galas, Quezon City
7. BENJAMIN FELIZARDO	Filipino	El Monteverde, Taytay, Rizal

**SIXTH.** - That the number of directors shall be seven (7) and that the names and residences of the directors of the corporation who are to serve until their successors are duly qualified as provided for by the by-laws are as follows: (As amended by a majority vote of the Corporation's Board of Directors on 17 October 2014 and by the stockholders owning at least 2/3 of the issued and outstanding capital stock held on 16 December 2014)

<u>NAMES</u>	<u>RESIDENCES</u>
1. DEMETRIO A. QUIRINO, JR.	267 Aguado St., San Miguel, Manila
2. OSCAR M. SOLIVEN	1106 Corregidor St., Manuguit Subd., Tondo, Manila
3. IGNACIO G. CONDINO	Cainta, Rizal
4. REYNALDO CHIENJEN	T.S. Cruz Subd., Baesa, Quezon City
5. RAMON E. TIONGCO, JR.	Sta. Rosa, Laguna
6. ROMEO R. FERNANDEZ	171 Batanes St., Galas, Quezon City
7. BENJAMIN FELIZARDO	El Monteverde, Taytay, Rizal

**SEVENTH.** - That the amount of capital stock of the Corporation shall be TWO BILLION PESOS (P2,000,000,000.00), Philippine Currency, divided into TWO BILLION (2,000,000,000) common shares of the same class, all with the par value of ONE PESO (P1.00) each.

The pre-emptive rights of the Corporation's stockholders to subscribe to all issues or dispositions of shares of any class in proportion to their respective shareholdings is hereby denied.

**EIGHTH.** - That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all stock certificates;

**NINTH.** - That the amount of capital stock which has been subscribed is TWO MILLION (P2,000,000.00) PESOS or TWO HUNDRED MILLION SHARES (200,000,000) and the following persons have subscribed for the number of shares and amount set out after their respective names:



<u>NAMES</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>	<u>AMOUNT SUBSCRIBED</u>
DEMETRIO A. QUIRINO, JR.	10,000,000	P 100,000.00
OSCAR M. SOLIVEN	32,000,000	320,000.00
IGNACIO G. CONDINO	54,000,000	540,000.00
REYNALDO CHIENJEN	32,000,000	320,000.00
RAMON E. TIONGCO, JR.	22,000,000	220,000.00
ROMEO R. FERNANDEZ	25,000,000	250,000.00
BENJAMIN FELIZARDO	25,000,000	250,000.00
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TOTAL	<u>200,000,000</u>	<u>P2,000,000.00</u>

TENTH. - That the following persons have paid on the shares of the capital stock for which they have subscribed the amount set out after their respective names:

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
DEMETRIO A. QUIRINO, JR.	P 25,000.00
OSCAR M. SOLIVEN	80,000.00
IGNACIO G. CONDINO	135,000.00
REYNALDO CHIENJEN	80,000.00
RAMON E. TIONGCO, JR.	55,000.00
ROMEO R. FERNANDEZ	62,500.00
BENJAMIN FELIZARDO	62,500.00
	<hr/>
TOTAL.....	<u>P 500,000.00</u>

ELEVENTH. - That IGNACIO G. CONDINO has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws of the corporation, that as such treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 21<sup>st</sup> day of April 1975, at Manila, Philippines.

(SGD.) DEMETRIO A. QUIRINO, JR.  
TAN - 1467-026-9

(SGD.) OSCAR M. SOLIVEN  
TAN - 2600-480-4

(SGD.) IGNACIO G. CONDINO  
TAN - 3178-505-8

(SGD.) REYNALDO CHIENJEN  
TAN - 3069-729-6

Fil. As per records of Vanguard  
Construction Corp. OR#49273.



(SGD.) RAMON E. TIONGCO, JR.  
TAN - 3799-291-4

(SGD.) ROMEO R. FERNANDEZ  
TAN - 2020-774-2

(SGD.) BENJAMIN FELIZARDO  
TAN - 1219-218-3

SIGNED IN THE PRESENCE OF:

(SGD.) M. R. MURILLO

(SGD.) ILLEGIBLE

REPUBLIC OF THE PHILIPPINES)  
QUEZON CITY ) S.S.

On this 23<sup>rd</sup> day of April, 1975, before me, a Notary Public, for and in Quezon City, Philippines, personally appeared the following persons:

<u>Names</u>	<u>Res. Cert.</u> <u>No.</u>	<u>Places</u> <u>Issued</u>	<u>Date</u>
DEMETRIO A. QUIRINO, JR.	A-136254	Manila	8 January 1975
OSCAR M. SOLIVEN	A-136251	Manila	8 January 1975
IGNACIO G. CONDINO	A-7166179	Cainta, Rizal	14 January 1975
REYNALDO CHIENJEN	A-347310	Manila	2 January 1975
RAMON E. TIONGCO, JR.	A-524899	Quezon City	3 January 1975
ROMEO R. FERNANDEZ	A-0833302	Quezon City	21 January 1975
BENJAMIN FELIZARDO	A-7395214	Taytay, Rizal	2 January 1975

all known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me freely and voluntarily executed the same.

WITNESS MY HAND AND SEAL at the date and place first above-written.

(SGD.) MANUEL M. MACASAET  
Notary Public

Doc. No. 176;  
Page No. 36;  
Book No. I;  
Series of 1975.




**DIRECTORS' CERTIFICATE**  
**(Amendment of Articles of Incorporation)**

SECURITIES AND EXCHANGE COMMISSION  
MAR 06 2015

WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **NIHAO MINERAL RESOURCES INTERNATIONAL, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office address at 1505 Princeton Street, corner Shaw Boulevard., Brgy. Wack-Wack, Greenhills East, Mandaluyong City, hereby certify that:

1. On 24 July 2014, the Corporation's Board of Directors, by a majority vote of its members, and on 16 December 2014, the stockholders, by affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Corporation, at separate meetings at the principal office of the Corporation approved the amendment of the Third Article of the Corporation's Articles of Incorporation to change the principal address of the Corporation from "Metro Manila" to "1505 Princeton Street corner Shaw Boulevard., Brgy. Wack-Wack, Greenhills East, Mandaluyong City, Metro Manila, Philippines 1552."
2. On 17 October 2014, the Corporation's Board of Directors, by a majority vote of its members, and on 16 December 2014, the stockholders, by affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Corporation, at separate meetings at the principal office of the Corporation approved the amendment of the Sixth Article of the Corporation's Articles of Incorporation to decrease the number of Directors from nine (9) to seven (7).
3. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is true and correct copy of the Corporation's Amended Articles of Incorporation and reflect the foregoing amendments thereto.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 10 day of December 2014 at Makati City.

  
**ARSENIO C. CABRERA, JR.**  
Corporate Secretary/Director  
T.I.N. 105-821-570





**ANTONIO VICTORIANO E. GREGORIO III**  
Chairman  
T.I.N. 201-897-602

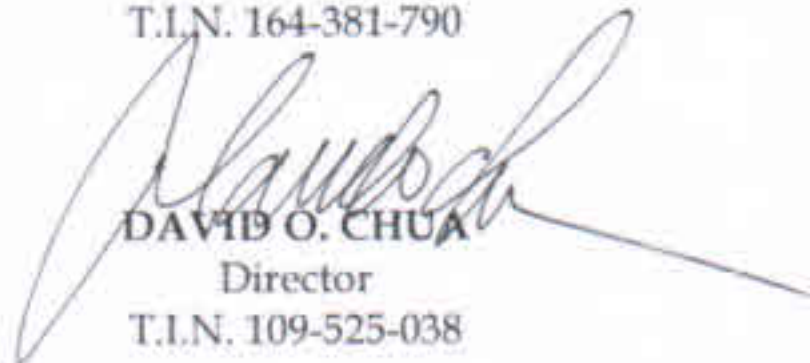
**RONALDO G. CRUZ**  
Director  
T.I.N. 116-221-060



**DELFIN S. CASTRO, JR.**  
Director  
T.I.N. 164-381-790



**CHI HO CO**  
Director  
T.I.N. 167-858-435



**DAVID O. CHUA**  
Director  
T.I.N. 109-525-038

**JOB ADRIAN M. AMBROSIO**  
Director  
T.I.N. 102-261-982

**FELIXIS G. LATENERO**  
Independent Director  
T.I.N. 234-760-382



**MANUEL G. ONG**  
Independent Director  
T.I.N. 102-261-982