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SOLID GROUP INC.
RELATED PARTY TRANSACTIONS COMMITTEE
CHARTER

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I. Objectives

The Related Party Transactions Committee (the "Committee") of the Board of Directors (the "Board") of Solid Group Inc. (the "Corporation") is tasked with reviewing all material related party transactions of the Corporation.

II. Composition and Membership

In accordance with Section L(iv) of the Amended Manual on Corporate Governance, the Committee shall be composed of at least two (2) non-executive directors, two of whom should be independent.

The Committee members shall be appointed for terms of one year by the Board. The Chairperson shall be designated by the Board.

III. Frequency, General Timing and Procedures of Meetings

- a. The Committee shall hold meetings at such times and places as it considers appropriate, provided that at least two (2) meetings shall be held each year.
- b. Meetings of the Committee shall be convened by the Chairperson of the Committee as and when he/she considers appropriate or upon the request of a majority of the Members.
- c. A Committee meeting shall be convened upon notice in writing at least five (5) days prior to the meeting and specifying the place, date and time of the meeting and the matters to be discussed at the meeting by the Chairman of the Committee.
- d. The presence of a majority of the members of the Committee, in person or via telephone or videoconference, shall be required to constitute a quorum for the purpose of conducting business. The Committee shall act only on the affirmative vote of a majority of its members.
- e. Minutes of these meetings shall be recorded.

IV. Duties and Responsibilities

The Committee shall have the following responsibilities:

- a. Evaluates on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
- b. Evaluates all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with nonrelated parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee takes into account, among others, the following:
 - The related party's relationship to the Corporation and interest in the transaction;
 - The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - The benefits to the Corporation of the proposed RPT;
 - The availability of other sources of comparable products or services; and
 - An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Corporation should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
- c. Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Corporation's affiliation or transactions with other related parties;
- d. Reports to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
- e. Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and

- f. Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

V. Evaluation and Reporting

The Committee shall:

- a. Regularly report to the Board about Committee activities, findings, decisions and recommendations with respect to its review of related party transactions of the Corporation;
- b. Provide an open avenue of communication between Compliance Officers and the Board; and
- c. Review any other reports that the Corporation may issue that relate to Committee responsibilities.

VI. Performance Evaluation

The Committee shall:

- a. Review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in this Charter.
- b. Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.

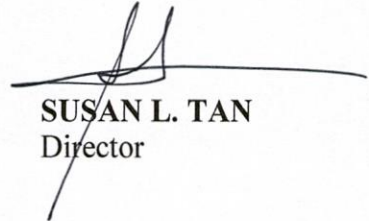
This Charter of the Related Party Transactions Committee approved by the Board of Directors on November 5, 2019 shall take effect immediately.



JASON S. LIM
Chairman, Director



JOSEPH LIM
Director



SUSAN L. TAN
Director



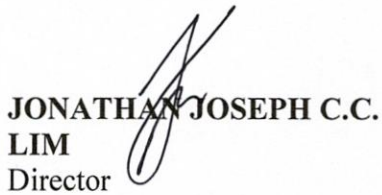
VINCENT S. LIM
Director



KEVIN MICHAEL L. TAN
Director



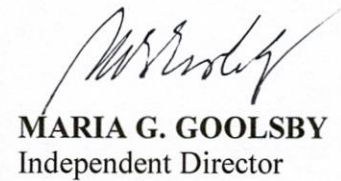
BEDA T. MAÑALAC
Director



**JONATHAN JOSEPH C.C.
LIM**
Director



QUINTIN W. CHUA
Independent Director



MARIA G. GOOLSBY
Independent Director