

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **ANA MARIA A. KATIGBAK** of legal age, Filipino, and with business address at 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, being the duly elected Asst. Corporate Secretary of **SOLID GROUP, INC.** (the "Company", hereinafter), a corporation duly organized and existing under the laws of the Philippines, with principal office at Solid House, 2285 Don Chino Roces Avenue Extension, 1231 Makati City, hereby certify that at the meeting of the Board of Directors held on August 12, 2014, the following resolution was unanimously approved:

"RESOLVED, that the Board of Directors of Solid Group, Inc. (the "Company") approve, confirm and ratify, as it is hereby approves, confirms and ratifies, the Company's Consolidated Annual Corporate Governance Report for year 2013 and the information contained therein which are true and correct to the best of the Company's knowledge and based on available records of the Company."

SEP 16 2014

IN WITNESS WHEREOF, I hereunto affixed my signature this ____ day of _____, at Makati City, Metro Manila.


ANA MARIA A. KATIGBAK
Asst. Corporate Secretary

SEP 16 2014

SUBSCRIBED AND SWORN to before me this _____ at Makati City by affiant whose identity I have confirmed through her Passport No. EB6978724 issued on December 20, 2012 in Manila, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 02259075 issued at Makati City on February 11, 2014.

Doc. No. 221
Page No. 46
Book No. V/
Series of 2014.



JOHN DAVID C. ATANACIO
Appointment No. M-517
Notary Public for Makati City
Until December 31, 2014
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4225101; 01-02-2014; Makati City
IBP No. 947574; 01-02-2014; Pangasinan Chapter
Roll No. 62236



SOLID GROUP INC.

March 26, 2013

THE DISCLOSURE DEPARTMENT

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **MS. JANET A. ENCARNACION**
Head – Disclosure Department

Gentlemen:

We are submitting herewith our company's response on Corporate Governance Guidelines Disclosure Survey.

We trust that you will find everything in order.

Very truly yours,

MELLINA T. CORPUZ
Corporate Information officer



**THE PHILIPPINE STOCK
EXCHANGE, INC.**

**Corporate Governance Guidelines
for
Listed Companies
Disclosure Template**

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	YES	
1.2 Have a well developed business strategy	YES	
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	YES	
1.4 Have its board continually engaged in discussions of strategic business issues.	YES	
Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1 Have a board composed of directors of proven competence and integrity.	YES	
2.2 Be lead by a chairman who shall ensure that the board functions in an effective and collegial manner.	YES	
2.3 Have at least three (3) of thirty percent (30%) of its directors as independent directors.	NO	The Company has 2 independent directors and complies with the Revised Code on Corporate Governance in accordance with SEC Memorandum Circular No. 6, Series of 2009.
2.4 Have in place written manuals, guidelines and issuances that outline procedures and processes.	YES	
2.5 Have Audit, Risk, Governance and Nomination & Election Committees of the board.	YES	
2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.	NO	The positions of Chairman and CEO are held separately but they are related to each other.
2.7 Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	YES	
2.8 Have in place a formal board and director development program.	YES	
2.9 Have a corporate secretary.	YES	
2.10 Have no shareholder agreements, by-laws provisions, or other arrangements that constraints the directors' ability to vote independently.	YES	
Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM		
3.1 Establish the internal audit function as a separate unit in the company which would be	YES	

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
overseen at the Board level.		
3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed.	YES	
3.3 institutionalize quality service programs for the internal audit function.	YES	
3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid questions.	YES	
3.5 Have the Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	YES	
Guideline No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS		
4.1 Have its board oversee the company's risk management function.	YES	
4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	NO	The Company has no written policy. However we conducted and oriented our employees with Risk Management seminar.
4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to COSO, (The Committee of Sponsoring Organizations of the Treadway Commission) I or II.	NO	The Company has oriented its employees of enterprise risk management.
4.4 Have a unit at the management level, headed by a Risk Management Officer (RMO).	YES	
4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.	YES	
4.6 Seek external technical support in risk management when such competence is not available internally.	YES	
Guideline No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTIONS		
5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	YES	
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	YES	
5.3 Ensure that the external auditor has adequate quality control procedures.	YES	

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
5.4 Disclose relevant information on the external auditors.	YES	
5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	YES	
5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	NO	Audit Committee and/or the external auditors can call a meeting without the presence of the audit committee members who are also part of management at any time should the situation arise.
5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	YES	
5.8 Have a policy of rotating the lead audit partner every five years.	YES	
Guideline No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP		
6.1 Adopt the principle of “one share, one vote.”	YES	
6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	YES	
6.3 Have an effective, secure and efficient voting system.	YES	
6.4 Have effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	YES	
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	NO	Notice and agenda of the AGM were sent out not later than 15 business days prior to the AGM as required by SEC rules.
6.6 Allow shareholders to call a special shareholder meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	YES	
6.7 Ensure that all relevant questions during the AGM are answered.	YES	
6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	YES	
6.9 Avoid anti-takeover measures or similar devices that may entrench management or the existing controlling shareholder group.	YES	
6.10 Provide all shareholders with accurate and timely information regarding the number of	YES	

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

SOLID GROUP INC.

	COMPLY	EXPLAIN
shares of all classes held by controlling shareholders and their affiliates.		
6.11 Have a communication strategy to promote effective communication with shareholders.	YES	
6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.	NO	Public ownership is 21.55% as of December 31, 2012, higher than 10% required minimum public ownership.
6.13 Have a transparent dividend policy.	YES	
Guideline No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME		
7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	YES	
7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	YES	
7.3 Disclose its director and executive compensation policy.	YES	
7.4 Disclose names of groups or individuals who hold 5% or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	YES	
7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall published within 90 days from the end of the financial year, while interim reports shall be published within 45 days from the end of the reporting period.	NO	The Company submits its reports within the SEC prescribed reporting period of 105 days for annual consolidated audited FS and 45 days for interim reports subject to the applicable extended period.
7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	YES	
7.7 Publish and / or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	YES	
7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall include the disclosure of the company's purchase of its shares from the market. (e.g. share buy-back program).	YES	
7.9 Disclose in its annual report the principal risks to minority shareholders associated with		

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	YES	
Guideline No. 8 RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS		
8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors, as well the community, environment and other key stakeholder groups.	YES	
8.2 Have in place a workplace development program.	YES	
8.3 Have in place a merit-based performance incentive mechanism such as employee stock option plan (ESOP) or any such scheme that awards and incentives employees at the same time aligns their interest with those of the shareholders.	YES	
8.4 Have in place a community involvement program.	YES	
8.5 Have in place an environment –related program.	YES	
8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analyst, market intermediaries and other market participants.	YES	
Guideline No. 9 DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING		
9.1 Develop and disclose a policy governing the company's transactions with related parties.	YES	
9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	NO	There is no threshold set. The Company discloses related party transactions in the annual report and financial statements in compliance with accounting standards.
9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholder meetings.	NO	The Company has 2 independent directors who review related party transactions.
9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.	YES	
9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.	YES	
9.6 Have a clear policy in dealing with material non-public information by company insiders.	YES	

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	YES	
Guideline No. 10; DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, & ENFORCEMENT		
10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	YES	
10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	YES	
10.3 Not seek exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	YES	
10.4 Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	YES	
10.5 Have a designated officer responsible for ensuring compliance with all relevant laws, rules and regulations, as well as all regulatory requirements.	YES	
10.6 Respect intellectual property rights.	YES	
10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	YES	

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this March 26, 2013 in Makati City.


Luis Maria Zabaljauregui
Independent director


Susan L. Tan
Chairman



SOLID GROUP INC.

June 13, 2013

THE DISCLOSURE DEPARTMENT

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **MS. JANET A. ENCARNACION**
Head – Disclosure Department

Gentlemen:

We advise that the Board of Directors approved the attached Amended Audit Committee Charter of the Company.

We trust that you will find everything in order.

Very truly yours,

MELLINA T. CORPUZ
Corporate Information Officer

SOLID GROUP INC.

AUDIT COMMITTEE CHARTER

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I. Objective

Pursuant to Article 3.K of the Revised Manual of Corporate Governance of Solid Group Inc., the Board of Directors shall constitute an Audit Committee to aid in complying with the principles of good corporate governance.

The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities particularly in relation to financial reporting integrity, internal control, risk management, and corporate standards of behavior.

To fulfill this responsibility, the Audit Committee shall maintain free and open communication with Company's internal and external auditors, its Board of Directors and its Management.

Further, in discharging its oversight role, the Audit Committee is empowered to conduct or authorize investigations into any matter within its scope of responsibility, and seek any information it requires, including from Company's employees.

The Audit Committee shall review this charter annually and obtain the approval of Company's Board of Directors for any revisions thereto or for any case where external bodies may suggest a change. Suggestions by such external bodies, however, are subject to the approval of the Audit Committee.

II. Composition and Qualifications of Committee Members

The Audit Committee shall be composed of at least three (3) Committee Board members, who shall preferably have accounting and finance backgrounds, two (2) of whom shall be independent directors. The Chairman of the Audit Committee shall be an independent director. The members of the Committee must have a good understanding of the Company's business and the industry in which it operates. The Committee members shall attend training and/or continuing education programs to keep abreast with current developments that are of particular relevance to its oversight responsibilities. The Committee shall adopt an effective succession plan for committee chairman and members.

III. Frequency and General Timing of Meetings

The Audit Committee shall meet at least once a quarter, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in this Charter.

Members of the Audit Committee are expected to attend each committee meeting, in person or via telephone or videoconference. The Audit Committee may invite other individuals, such as members of Management, auditors, lawyers, or other technical experts, to attend

meetings and provide pertinent information, as necessary. The Audit Committee shall meet with Company's external auditor to discuss the Corporation's annual financial statements.

Meeting agendas shall be prepared for every meeting and provided to the Audit Committee members, along with briefing materials, five (5) business days before the scheduled Audit Committee meeting. The notices of such meetings shall be sent by the Chairman of the Audit Committee.

The presence of a majority of the members of the Audit Committee, in person or via telephone or videoconference, shall be required to constitute a quorum for the purpose of conducting business. The Audit Committee shall act only on the affirmative vote of a majority of its members.

Minutes of these meetings shall be recorded.

IV. Responsibilities of the Audit Committee

The Audit Committee is expected, through the provision of checks and balances, to support the corporate governance process of the Company. Specifically, the Audit Committee has the following responsibilities:

1. Provide oversight over senior Management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company. This function shall include regular receipt from Management of information on risk exposures and risk management activities;
2. Perform oversight functions over the Corporation's internal and external auditors. It should ensure that the internal and external auditors act are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
3. Review the annual internal audit plan to ensure its conformity with the objectives of the Corporation. The plan shall include the audit scope, resources and budget necessary to implement it;
4. Review the appointment of an independent external auditor, the audit fees and any question of resignation or dismissal. Before the audit commences, the Audit Committee shall discuss with the external auditor the nature and scope of the audit.
 - 4.1. The Audit Committee, acting for the Board of Directors, shall recommend to the stockholders a duly accredited external auditor who shall undertake an independent audit and shall provide an objective assurance on the way in which financial statements shall have been

prepared and presented;

- 4.2. Such external auditor cannot, at the same time, provide the services of an internal auditor to the same client. Other non-audit work should not be in conflict with the functions of the external auditor;
 - 4.3. Consistent with the Amended Implementing Rules and Regulations of the Securities Regulation Code, SRC Rule 68, as amended, the external auditor or the handling partner should be changed every five (5) years or earlier;
 - 4.4. The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with the former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of the former auditor, would have caused reference to the subject matter of the disagreement in connection with its report;
 - 4.5. If an external auditor believes that the statements made in an annual report, information statement or proxy statement filed during his engagement are incorrect and incomplete, he shall also present his views in the said reports;
5. Consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal, which shall follow the procedure laid down for external auditors provided in the preceding subsection;
6. Monitor and evaluate the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security. Assess risks and deliberate on the findings of weaknesses in control and reporting process. Set a framework for fraud prevention and detection, prepare and implement a business continuity plan. Promote risk awareness in the organization. Obtain from management relevant information and assurance to the Committee on the state of the Company's internal controls, risk exposures and risk management activities;
7. Receive and review the reports of external auditors, regulatory agencies, where applicable, and ensure that Company Management is taking appropriate corrective actions, in a timely manner, in addressing control and compliance functions with regulatory agencies.

8. Review the quarterly (SEC Form 17-Q) and annual financial statements (as part of SEC Form 17-A) before submission to the Board, focusing particularly on:
 - 8.1. Any change/s in accounting policies and practices;
 - 8.2. Major judgment areas;
 - 8.3. Significant adjustments resulting from the audit;
 - 8.4. Going concern assumption;
 - 8.5. Compliance with accounting standards;
 - 8.6. Compliance with tax, legal, and stock exchange requirements;
9. Coordinate, monitor and facilitate compliance with existing laws, rules and regulations;
10. Evaluate and determine non-audit work by the external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to Company's total expenditure on consultancy. The non-audit work should be disclosed in the annual report;
11. Review and discuss the financial statements of the Company with Management, which has the primary responsibility over financial statements;
12. Report to the Board significant/critical compliance issues.

V. Performance Evaluation and Continuous Improvement

To ensure that the Audit Committee continues to fulfill its responsibilities in accordance with global best practices and in compliance with the Revised Manual of Corporate Governance and other relevant regulatory requirements, the Audit Committee shall conduct an assessment of its performance at least annually. In this regard the Audit Committee shall:

1. As a body, evaluate its performance by filling up a self-assessment worksheet that shall benchmark its practices against the expectations set out in this Charter; and
2. Based on the results of the self-assessment, formulate and

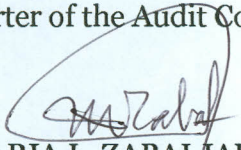
implement plans to improve its performance. These shall include the identification of relevant training needs intended to keep the Audit Committee members up-to-date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern (e.g. emerging risks).

In addition, the Audit Committee shall obtain and subject itself to an independent assessment by the Board of Directors relative to its performance in accordance with expectations set out in this Charter and the discharge of its responsibilities as specified in the Audit Committee Calendar of Activities.

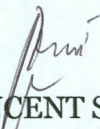
VI. Management Support

The management staff shall provide support to the Audit Committee in the rendition of its functions.


This charter of the Audit Committee shall be effective June 13, 2013.



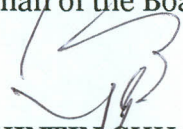
LUIS MARIA L. ZABALJAUREGUI
Audit Committee Chairman
Independent Director



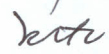
VINCENT S. LIM
Audit Committee Vice Chairman
SVP & Chief Financial Officer



SUSAN L. TAN
Audit Committee Member
Chairman of the Board



QUINTIN CHUA
Audit Committee Member
Independent Director



MELLINA T. CORPUZ
Audit Committee Member
VP & Chief Accounting Officer

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.



Solid Group, Inc.

SGI

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type Other SEC Requirements

Report Period/Report Date Jun 27, 2014

Description of the Disclosure

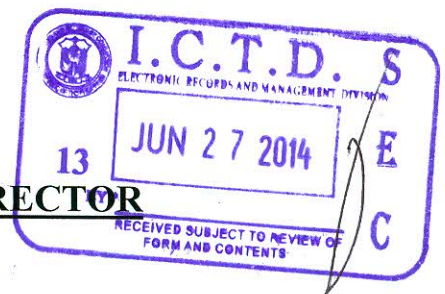
Certification of Independent Directors

Filed on behalf by:

Name MELLINA CORPUZ

Designation VP & CHIEF ACCOUNTING OFFICER

CERTIFICATION OF INDEPENDENT DIRECTOR



I, **Luis-Maria L. Zabaljauregui**, Filipino, of legal age and a resident of San Vicente St. #48 Santa Clara Subd., Bacolod City, Negros Occidental, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **Solid Group Inc.**
2. I am affiliated or formerly affiliated with the following companies or organization:

Company	Position	Period of Service
Roxas Holdings Inc.	Consultant	February 01, 2012 to Present
Solid Group Inc.	Independent Director	September 23, 2008 to Present
Roxol Bioenergy Corp.	Vice President-Ethanol Project	July 1, 2008 – June 30, 2011
Central Azucarera de la Carlota, Inc	Vice President / Resident	January 2004 to June 2008
Leyte Agri Corp.	Manager	2001 to December 2003

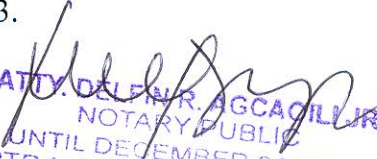
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Solid Group Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of Solid Group Inc. of any changes in the abovementioned information with five days from its occurrence.

Done this JUN 27 2014 day of JUN 27 2014, at MANILA

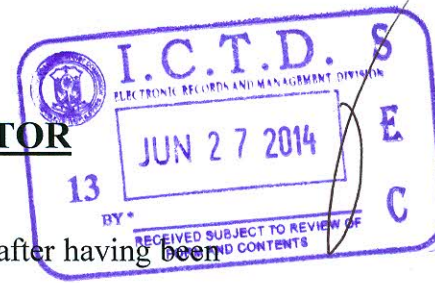

Luis-Maria L. Zabaljauregui
Affiant

SUBSCRIBED AND SWORN to before me this JUN 27 2014 day of JUN 27 2014 at MANILA affiant personally appeared before me and exhibited to me his Passport No. EB8229998 issued at Bacolod City on May 27, 2013.

Doc. No. 323 :
Page No. 33 :
Book No. 86 :
Series of 2074


ATTY. DELMAR AGCAOILI
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
PTR NO. 2413105 / 2014 MLA.
IBP NO. 943989 / 2014 MLA.
ROLL NO. 24555 / TIN NO. 144-519-066
MOLE III - 0013521
COMMISSION NO. 2013-023

CERTIFICATION OF INDEPENDENT DIRECTOR



I, **Quintin Chua**, Australian, of legal age and a resident of Makati, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **Solid Group Inc.**
2. I am affiliated with the following companies or organization:

Company	Position	Period of Service
Solid Group Inc.	Independent Director	March 2003 to Present
Quantum Capital Management, Inc.	Chairman and Managing Director	1995 to Present
Nature's Harvest Corp.	Chairman and President	1985 to Present
Hexagon Financing Corp.	Director	2002 to Present


3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Solid Group Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of Solid Group Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this _____ day of JUN 27 2014, at MANILA, at Makati.


Quintin Chua
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of JUN 27 2014 at MANILA, affiant personally appeared before me and exhibited to me his Passport No. E4108507 issued at Australia on July 5, 2013.

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Series of 14 :


ATTN: DELFIN AGCAVILI JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2014
PTR NO. 2413105 / 2014 MLA.
IBP NO. 943989 / 2014 MLA.
ROLL NO. 24655 / TIN NO. 144-519-066
MCLE III - 0013521
COMMISSION NO. 2013-023

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.



Solid Group, Inc.

SGI

PSE Disclosure Form CGR-1 - Compliance Report on Corporate Governance
Reference: Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange

For the year ended Dec 31, 2013

Description of the Disclosure

Corporate Governance Guidelines for Listed Companies

Filed on behalf by:

Name MELLINA CORPUZ

Designation VP & CHIEF ACCOUNTING OFFICER



**THE PHILIPPINE STOCK
EXCHANGE, INC.**

Corporate Governance Guidelines

for

Listed Companies

Disclosure Template

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
SOLID GROUP INC.

	COMPLY	EXPLAIN
Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	YES	
1.2 Have a well developed business strategy	YES	
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	YES	
1.4 Have its board continually engaged in discussions of strategic business issues.	YES	
Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1 Have a board composed of directors of proven competence and integrity.	YES	
2.2 Be lead by a chairman who shall ensure that the board functions in an effective and collegial manner.	YES	
2.3 Have at least three (3) of thirty percent (30%) of its directors as independent directors.	NO	The Company has 2 independent directors and complies with the Revised Code on Corporate Governance in accordance with SEC Memorandum Circular No. 6, Series of 2009.
2.4 Have in place written manuals, guidelines and issuances that outline procedures and processes.	YES	
2.5 Have Audit, Risk, Governance and Nomination & Election Committees of the board.	YES	
2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.	NO	The positions of Chairman and CEO are held separately but they are related to each other.
2.7 Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	YES	
2.8 Have in place a formal board and director development program.	YES	
2.9 Have a corporate secretary.	YES	
2.10 Have no shareholder agreements, by-laws provisions, or other arrangements that constraints the directors' ability to vote independently.	YES	
Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM		
3.1 Establish the internal audit function as a separate unit in the company which would be	YES	

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SOLID GROUP INC.

	COMPLY	EXPLAIN
overseen at the Board level.		
3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed.	YES	
3.3 institutionalize quality service programs for the internal audit function.	YES	
3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid questions.	YES	
3.5 Have the Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	YES	
Guideline No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS		
4.1 Have its board oversee the company's risk management function.	YES	
4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	NO	The Company has no written policy. However we conducted and oriented our employees with Risk Management seminar.
4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to COSO, (The Committee of Sponsoring Organizations of the Treadway Commission) I or II.	NO	The Company has oriented its employees of enterprise risk management.
4.4 Have a unit at the management level, headed by a Risk Management Officer (RMO).	YES	
4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.	YES	
4.6 Seek external technical support in risk management when such competence is not available internally.	YES	
Guideline No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTIONS		
5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	YES	
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	YES	
5.3 Ensure that the external auditor has adequate quality control procedures.	YES	

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5.4 Disclose relevant information on the external auditors.	YES	
5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	YES	
5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	NO	Audit Committee and/or the external auditors can call a meeting without the presence of the audit committee members who are also part of management at any time should the situation arise.
5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	YES	
5.8 Have a policy of rotating the lead audit partner every five years.	YES	
Guideline No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP		
6.1 Adopt the principle of “one share, one vote.”	YES	
6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	YES	
6.3 Have an effective, secure and efficient voting system.	YES	
6.4 Have effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	YES	
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	NO	Notice and agenda of the AGM were sent out not later than 15 business days prior to the AGM as required by SEC rules.
6.6 Allow shareholders to call a special shareholder meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	YES	
6.7 Ensure that all relevant questions during the AGM are answered.	YES	
6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	YES	
6.9 Avoid anti-takeover measures or similar devices that may entrench management or the existing controlling shareholder group.	YES	
6.10 Provide all shareholders with accurate and timely information regarding the number of	YES	

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shares of all classes held by controlling shareholders and their affiliates.		
6.11 Have a communication strategy to promote effective communication with shareholders.	YES	
6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.	NO	Public ownership is 21.66% as of December 31, 2013, higher than 10% required minimum public ownership.
6.13 Have a transparent dividend policy.	YES	
Guideline No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME		
7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	YES	
7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	YES	
7.3 Disclose its director and executive compensation policy.	YES	
7.4 Disclose names of groups or individuals who hold 5% or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	YES	
7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall published within 90 days from the end of the financial year, while interim reports shall be published within 45 days from the end of the reporting period.	NO	The Company submits its reports within the SEC prescribed reporting period of 105 days for annual consolidated audited FS and 45 days for interim reports subject to the applicable extended period.
7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	YES	
7.7 Publish and / or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	YES	
7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall include the disclosure of the company's purchase of its shares from the market. (e.g. share buy-back program).	YES	
7.9 Disclose in its annual report the principal risks to minority shareholders associated with		

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the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	YES	
Guideline No. 8 RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS		
8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors, as well the community, environment and other key stakeholder groups.	YES	
8.2 Have in place a workplace development program.	YES	
8.3 Have in place a merit-based performance incentive mechanism such as employee stock option plan (ESOP) or any such scheme that awards and incentives employees at the same time aligns their interest with those of the shareholders.	YES	
8.4 Have in place a community involvement program.	YES	
8.5 Have in place an environment –related program.	YES	
8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analyst, market intermediaries and other market participants.	YES	
Guideline No. 9 DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING		
9.1 Develop and disclose a policy governing the company's transactions with related parties.	YES	
9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	NO	There is no threshold set. The Company discloses related party transactions in the annual report and financial statements in compliance with accounting standards.
9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholder meetings.	NO	The Company has 2 independent directors who review related party transactions.
9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.	YES	
9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.	YES	
9.6 Have a clear policy in dealing with material non-public information by company insiders.	YES	

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9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	YES	
Guideline No. 10; DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, & ENFORCEMENT		
10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	YES	
10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	YES	
10.3 Not seek exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	YES	
10.4 Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	YES	
10.5 Have a designated officer responsible for ensuring compliance with all relevant laws, rules and regulations, as well as all regulatory requirements.	YES	
10.6 Respect intellectual property rights.	YES	
10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	YES	

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this 31st day of March 2014 in Makati City.



Quintin Chua
Independent director



David S. Lim
President & CEO

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.



Solid Group, Inc. SGI

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type Advisement on Board Attendance for 2013

Report Period/Report Date Jan 28, 2014

Description of the Disclosure

Attendance of Directors at 2013 Board Meetings in compliance with SEC Memorandum Circular No. 1, Series of 2014 pertaining to guidelines for changes and updates in the Annual Corporate Governance Report (ACGR).

Filed on behalf by:

Name	MELLINA CORPUZ
Designation	VP & CHIEF ACCOUNTING OFFICER

Solid Group, Inc.

January 28, 2014

Securities and Exchange Commission
SEC Building, EDSA
Mandaluyong City

Attention: Atty. Justina F. Callangan
Director
Corporate Governance & Finance Department

Re: Attendance of Directors at 2013 Board Meetings

Gentlemen:

In compliance with SEC Memorandum Circular No. 1, Series of 2014, we hereby advise the Commission of the following:

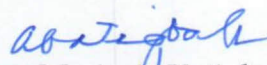
1. The Board of Directors of Solid Group, Inc. (the "Corporation") held its meetings in the year 2013 on the following dates:

<i>Date of Meeting</i>	<i>Nature of Meetings</i>
April 8, 2013	Regular Board Meeting
June 13, 2013	Regular Board Meeting
June 27, 2013	Organizational Board Meeting
August 8, 2013	Regular Board Meeting
November 12, 2013	Regular Board Meeting

2. Records of the Corporation do not show that any director has absented himself/herself without any justifiable reason for more than fifty percent (50%) of all meetings of the Board of Directors, both regular and special, during his/her incumbency or any twelve (12) month period during said incumbency. Attached as Annex "A" hereof is a summary of the attendance of the directors.

We trust that the foregoing is sufficient. Should you require any further information, please let us know.

Very truly yours,


Ana Maria A. Katigbak
Asst. Corporate Secretary

Solid Group, Inc.

Annex "A"

Meetings of the Board of Directors for the Year 2013

Name of Directors	RM April 8, 2013	RM June 13, 2013	OM June 27, 2013	RM August 8, 2013	RM November 12, 2013
Susan L. Tan	√	√	√	√	√
Elena S. Lim	√	√	√	√	√
Vincent S. Lim	√	√	√	√	√
Jason S. Lim	√	√	X	√	√
David S. Lim	√	√	√	√	√
Joseph Lim	X	√	√	√	X
Quintin Chua	√	√	√	√	√
Luis Ma. L. Zabaljauregui	√	√	√	√	√
Beda T. Manalac	X	√	√	√	√

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Legend:

- √ - Present
- X - Absent
- RM - Regular Meeting
- SM - Special Meeting
- OM - Organizational Meeting
- N - Not yet a director / Not re-elected / No longer a director