

SOLID GROUP INC.

RISK MANAGEMENT COMMITTEE CHARTER

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I. Objectives

The Risk Management Committee (the "Committee") of the Board of Directors (the "Board") of Solid Group Inc. (the "Corporation") shall assist the Board in its oversight of:

- a. The Corporation's risk governance structure,
- b. The Corporation's risk management and risk assessment guidelines and policies regarding market, credit, operational, liquidity, funding, reputational, strategic and such other risks as necessary to fulfill the Committee's duties and responsibilities,
- c. The Corporation's risk tolerance,
- d. The Corporation's capital, liquidity and funding.

Risk assessment and risk management are the responsibility of the Corporation's management. The Committee's responsibility in this regard is one of oversight and review.

II. Composition and Membership

In accordance with Section K (ii) (c) of the Amended Manual on Corporate Governance, the Committee may be composed of at least three (3) members and one of whom should be an independent director.

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. Ensure that the overall risk management policies and procedures exist for the Corporation.
- b. Review the adequacy of the Corporation's risk management framework / process.
- c. Review the results of the annual risk assessment done by the Corporation and /or its subsidiaries, including the risks identified and the risk treatments, their impact on the Corporation's business.
- d. Evaluate the risk assessment and treatment report submitted by the Corporation and/or its subsidiaries, which may include existing and identified possible risks as well as action plans adopted by Management.
- e. Monitor the Corporation's implementation of the various risk management activities and evaluate effectiveness of the risk treatments and action plans, with the assistance of the internal auditors. This includes a framework for Whistleblower Program and plans for Corporation's business continuity.
- f. Meet with Management to discuss the Committee's observation and evaluation on its risk management activities.

It is still the primary responsibility of Management to develop, implement and report the risk management framework, process and action plans intended to address the identified risks.

V. Evaluation and Reporting

The Committee shall:

- a. Regularly report to the Board about Committee activities and issues that arise with respect to the risk management, compliance and corporate governance;
- 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 Risk Management Committee shall be effective _____.

BY: THE BOARD OF DIRECTORS


SUSANI L. TAN
Chairman of the Board



JOSEPH LIM
Director

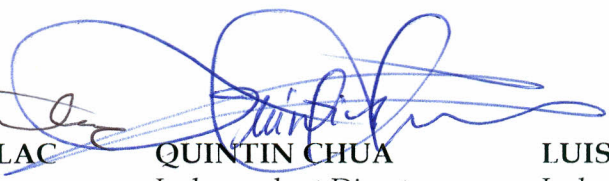

ELENA S. LIM
Director


DAVID S. LIM
Director


JASON S. LIM
Director


VINCENT S. LIM
Director


BEDA T. MANALAC
Director


QUINTIN CHUA
Independent Director


LUIS MARIA ZABALJAUREGUI
Independent Director