

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS**

OF

SOLID GROUP, INC.

Held on June 30, 2016 at 3:00 P.M.
At the Soma, Ground Floor, Green Sun,
2285 Don Chino Roces Avenue Extension, Makati City

CALL TO ORDER

The Chairman of the Board, Ms. Susan L. Tan,¹ called the meeting to order and presided over the same. The Corporate Secretary, Atty. Roberto V. San Jose, recorded the minutes of the proceedings.

The Chairman then acknowledged the presence of the Chairman Emeritus, Ms. Elena S. Lim, Directors Jason S. Lim,² Vincent S. Lim, Joseph Lim, and Beda T. Mañalac, Independent Directors Maria G. Goolsby³ and Quintin Chua.⁴ The President, David S. Lim, was not present during the meeting.

PROOF OF NOTICE

The Chairman inquired from the Corporate Secretary if notices of the meeting were sent to all the stockholders of the Corporation. The Corporate Secretary answered in the affirmative and confirmed that notices of meeting has been sent to all the stockholders of record as provided in the By-Laws.

¹ Director/Chairman Susan L. Tan is the Chairman of the Compensation and Remuneration Committee.

² Director Jason S. Lim is the Chairman of the Risk Management Committee.

³ Independent Director Maria G. Goolsby is the Chairman of the Corporate Governance & Nomination Committee.

⁴ Independent Director Quintin W. Chua is the Chairman of the Audit Committee.

CERTIFICATION OF QUORUM

The Corporate Secretary certified to the existence of quorum for the transaction of business, there being present, in person or by proxy, stockholders owning at least 76.88% of the outstanding capital stock. (The list of attendees and proxies is available at the office of the Corporation).

APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDERS' MEETING

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on June 25, 2015, copies of which had been earlier distributed to the stockholders. Upon motion made and duly seconded, and there being no objections, the reading of the minutes of the previous annual stockholders' meeting was dispensed with and the same were unanimously approved.

MANAGEMENT REPORT

The next item on the agenda was the Management Report. Mr. Beda Mañalac presented the report on behalf of the President David S. Lim. Mr. Mañalac reported on the operations and financial performance of the Corporation.

After Mr. Mañalac delivered the report, questions were entertained from the floor. One stockholder, Mr. Wellington Chua, asked about the sale of the Corporation's investment in its overseas joint venture in China. The Chairman explained that the Corporation is considering the sale because most of the profits of the joint venture were already realized, and it would be beneficial if the Corporation already cash in by selling its interest in the venture.

Mr. Chua then proceeded to ask about the launch of digitalTV on mobile in 2016. Mr. Mañalac explained that the trend nowadays is the use of digital services. Major network service providers are launching their broadcast services on digital. The government's direction is to stop the

current analog broadcast system. The mobile phones that the Corporation will launch in 2016 will be capable of receiving these clearer digital signals.

Mr. Chua further asked about the change in suppliers of the Corporation. The Chairman answered that the current suppliers of the Corporation deliver better quality of products and better prices.

Mr. Philip Turner suggested that the Company make it a regular practice to review suppliers of the Company's mobile phones, in order to achieve better quality and prices.

Another stockholder also asked about the prospect of the Smartphone business. The Chairman stated that the Company is very optimistic about the business as it opens unlimited opportunities to subscribers and media especially with the launch of the digitalTV on mobile phones. It is expected that the business will be more profitable in the upcoming years.

Another stockholder, Mr. Gilli, further asked about the prospect of MyPhone in relation to the Android phones presently sold in the market. The Chairman stated that the MyPhone business remains to be competitive.

RATIFICATION OF CORPORATE ACTS

After the discussion, the Chairman stated that the next item on the agenda was the ratification of the acts of the Board of Directors, officers and Management of the Corporation from the last annual stockholders' meeting to date, as set forth in the Annual Report. There being no questions or objections from the stockholders, the Chairman requested for a motion on the matter.

Whereupon, on motion made and duly seconded, the following resolution was unanimously approved:

"RESOLVED, that all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Company from the date of the last annual stockholder's meeting up to the present be, as they are hereby, approved, ratified and confirmed."

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors. The Corporate Secretary stated that in accordance with the Corporation's Corporate Governance Manual, all nominations for director were reviewed and approved by the Nominations Committee pursuant to the Securities and Exchange Commission rules. Under these rules, only nominees whose names have been submitted to and evaluated by the Nominations Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement, shall be eligible for election as Independent Directors. There are nine (9) board seats available for nomination of directors – seven (7) for regular directors and two (2) for independent directors. The Chairman then announced that the Corporation received the following nominations:

For regular directors:

1. ELENA S. LIM
2. SUSAN L. TAN
3. DAVID S. LIM
4. JASON S. LIM
5. VINCENT S. LIM
6. BEDA T. MAÑALAC
7. JOSEPH LIM

For independent directors:

8. QUINTIN CHUA
9. MARIA G. GOOLSBY

Thereafter, it was moved, seconded and unanimously resolved to close the nominations. There being only nine (9) nominees to the position of nine (9) directors, the Chairman declared them to be the duly elected directors of

the Corporation for the current term. The Chairman also declared that the independent directors on the Board are Mr. Quintin Chua and Ms. Maria G. Goolsby.

APPOINTMENT OF AUDITORS

On motion made and duly seconded, Punongbayan and Araullo was re-appointed as external auditor of the Corporation for the current year.

ADJOURNMENT

There being no further business to transact, on motion made and duly seconded, the meeting was adjourned.

ROBERTO V. SAN JOSE
Corporate Secretary

ATTESTED:

SUSAN L. TAN
Chairman of the
Stockholders' Meeting