



1. **PURPOSE**

The purpose of this Conflict of Interest Policy (the "Policy") is to provide guidance in identifying and handling potential and actual conflicts of interest involving SOCResources, Inc. (hereinafter referred to as "SOC" or the "Company"). SOC is committed to the highest levels of integrity. Employees, directors, officers and consultants of SOC and its subsidiary are expected to conduct their relationships with each other, the Company, and outside organizations with objectivity and honesty. They are obligated to avoid and disclose ethical, legal, financial, or other conflicts of interest involving the organization, and remove themselves from a position of decision-making authority with respect to any conflicting situation involving the Company. This Policy also seeks to adopt measures to avoid any conflict of interest, identify the existence of any conflict of interest and to disclose the existence of conflict of interest.

2. **SCOPE**

This Policy shall apply to, and be implemented by, all directors, officers, employees and consultants of SOC and its subsidiaries.

3. **AREAS OF CONFLICT OF INTEREST**

The following transactions may be considered as areas of "transactions that may cause conflict of interests".

a) Dealings with and as Suppliers, Contractors, Business Partners, Consultants and Third Parties

All Directors, officers, employees and consultants are enjoined from giving undue preferential treatment to any individual or entity with whom SOC does business. Further, Directors, officers, employees and consultants shall avoid circumstances that could, or could be reasonably expected to, impair their objectivity in the performance of their duties and obligations to SOC. In this regard, Directors, officers, employees and consultants are prohibited from participating in any part of the transactions, dealings or

decision-making process with respect to any existing or potential supplier, contractor, business partner, or consultant of SOC in which they or their Affiliate and relatives have an interest, including any acts that may be deemed as seeking to influence any action or inaction with respect to such parties.

For purposes of this Conflict of Interest Policy, an “affiliate” shall refer to any corporation that directly or indirectly, through one or more intermediaries, is controlled by, or is under the common control of another corporation, which thereby becomes its parent corporation.

b) Dealings with Directors, Officers, Employees, Consultants and Prospective Employees or Consultants

Conflict of interest can arise in human resources matters, such as recruitment and selection, promotion, disciplinary procedures, staff development, performance review, benefits, and remuneration. In this area, Directors, officers, employees and consultants shall ensure that they treat each other, as well as prospective employees/consultants with respect, fairness, impartiality, and equal opportunity, including respect for varying views and individual ideas regardless of rank, seniority or relationship. directors, officers, Employees and Consultants shall avoid any action or inaction that give undue preferential treatment or discrimination against any Directors, officers, employees, consultants or prospective employee/consultant. In this regard, Directors, officers, employees and consultants are prohibited from taking part in any decision making process on human resource matters with respect to their Affiliates, including any action that may be deemed as seeking to influence any official action with respect to such Affiliates.

c) Directorships, Executive Positions and Employment in Other Companies or Organizations

Directors, officers, employees and consultants shall avoid accepting positions or employment in or carrying out work for entities which may be considered as SOC’s competitors, or where a conflict of interest may arise; or which may significantly affect the Directors, Officers, Employees and Consultants efficiency in the performance of his duties and obligation to SOC or otherwise adversely affect his work.

d) Abuse of authority for personal advantage

All Directors, officers and employees are required to exercise sound judgment guided by the highest personal standards of honesty and integrity in all matters affecting SOC and

its subsidiaries/Affiliates. No employee may abuse a corporate position for personal advantage or to promote any action contrary to SOC's ethical standards.

e) Business transactions for the company with relatives or personal friends

All officers and employees shall make a disclosure in writing to their immediate superior, any family or personal relationships they may have with anyone whom they may have to transact with on behalf of SOC or any of its subsidiaries/affiliates. This is in consideration of a possibility that such relationship may give rise to an appearance of influencing the employee's judgment that could lead to a recommendation or decision.

f) Disclosure of business activities and practice of profession outside the company

Employees shall make a declaration in writing of their business activities outside SOC, regardless of nature. Such disclosure shall be reviewed by the immediate superior to assess whether conflict of interest exists or such business may affect the productivity of employees in performing their work responsibilities to SOC.

Executives, managerial, professional, and technical employees engaged in any non-SOC business shall fully disclose the relevant facts including the names of their business partners or associates. Employees with professional licenses (e.g., lawyers, architects, engineers, certified public accountants, real estate brokers, professors, etc.) engaged in any non-SOC business shall also fully disclose relevant facts about their businesses. Such disclosure shall remain confidential except when necessary to evaluate or to prevent conflict of interest or impropriety.

g) Use of company resources, information, and data for personal gain

No officer or employee shall disclose or use confidential information gained in the course of employment for personal purposes or that of a third party without prior consent of SOC.

h) Giving out confidential information for personal gain

No employee shall disclose or use any confidential information gained in the course of employment for the personal profit or advantage of the employee or any other person. The prohibition includes speculation or investments in securities.

i) Acceptance of gifts or bribes

All officers and employees shall report to their immediate supervisors any offer or gift of any value given to them or their immediate family member by clients or suppliers and the like.

j) Disclosure of Non-Audit Services

Non-audit services performed by SOC's external auditor shall be disclosed by SOC in the Annual Report, to deal with the potential conflict of interest. The Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.

k) Exercise of due diligence

Should a situation, not specifically provided in this Policy, occur in which a possible conflict of interest arises in relation to the preceding paragraphs, employees are expected to exercise sound judgment and disclose promptly the incident with their superior for proper disposition. Failure of the employee to comply may result to possible disciplinary sanction after due process.

4. SANCTIONS

Violation of this Policy, once proven and after due process, may constitute grounds for termination of employment for cause in reference with the provisions of the Chart of Offenses and Penalties in the company's Code of Conduct.

Any Directors, Officers, Employees and Consultants of SOC, who fails to comply with this Policy, shall be liable to the extent of the damage/loss suffered by SOC, and may be subject to penalties and sanctions as may be determined by the appropriate SOC authorities, whether damage/loss is actually suffered by SOC.

5. REVISIONS

The Board reserves the right to determine how this Policy applies to any particular situation and to amend or modify this Policy as it deems appropriate. The Board can without giving prior notice to or having been in consultation or reaching agreement with any affected parties. All amendments that the Board may make to this Policy shall be communicated to SOC Directors, Officers, Employees and Consultants.

6. EFFECTIVITY

This policy shall take effect immediately.