

# SECURITIES AND EXCHANGE COMMISSION

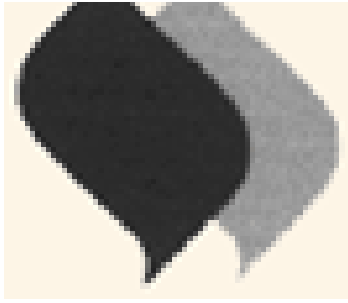
## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Mar 15, 2019
  2. SEC Identification Number  
ASO92-06441
  3. BIR Tax Identification No.  
001-945-016
  4. Exact name of issuer as specified in its charter  
SOCResources, Inc.
  5. Province, country or other jurisdiction of incorporation  
Not Applicable
  6. Industry Classification Code(SEC Use Only)
  7. Address of principal office  
4th Floor ENZO Bldg. 399 Senator Gil Puyat Avenue Makati City  
Postal Code  
1200
  8. Issuer's telephone number, including area code  
(632) 804-1977 / 804-1978
  9. Former name or former address, if changed since last report  
SOUTH CHINA RESOURCES, INC./ ENZO Bldg. Senator Gil Puyat Avenue Makati City
  10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common Shares       | 901,920,568   |
11. Indicate the item numbers reported herein  
Item 4 and Item 9

*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.*





**SOCResources, Inc.**  
**SOC**

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**PSE Disclosure Form 4-30 - Material Information/Transactions**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

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**Subject of the Disclosure**

Results of the meeting of the Board of Directors held today, March 15, 2019.

**Background/Description of the Disclosure**

The directors, at their meeting held today, 15 March 2019, designated the members of the following Committees for the year 2019:

#### CORPORATE GOVERNANCE COMMITTEE

Francisco M. Bayot, Jr. - Chairman  
Edgardo P. Reyes - Member  
Manuel G. Arteficio - Member

#### BOARD RISK OVERSIGHT COMMITTEE

Manuel G. Arteficio - Chairman  
Edgardo P. Reyes - Member  
Francisco M. Bayot, Jr. - Member

#### RELATED PARTY TRANSACTIONS COMMITTEE

Manuel G. Arteficio - Chairman  
Edgardo P. Reyes - Member  
Francisco M. Bayot, Jr. - Member

In the same meeting, the following committee charters and company policies were approved and adopted:

#### BOARD COMMITTEE CHARTERS:

1. Executive Committee Charter
2. Nomination and Remuneration Charter
3. Corporate Governance Committee Charter
4. Risk Oversight Committee Charter
5. Related Party Transaction Committee Charter
6. Audit Committee Charter

#### COMPANY POLICIES

1. Insider Trading Policy
2. Related Party Transaction Policy
3. Policy and Data Relating to Health, Safety and Welfare of Employees including Company Sponsored Trainings
4. Conflict of Interest Policy
5. Whistleblowing Policy

#### Other Relevant Information

Attached files are the committee charters and company policies.

#### Filed on behalf by:

<b>Name</b>	Ronna De Leon
<b>Designation</b>	Chief Accountant

## **EXECUTIVE COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (hereinafter referred to as “SOC” or the “Company”) hereby adopts the Executive Committee Charter (the “Charter”) to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the committee.

The Executive Committee was constituted by the Board of Directors pursuant to the provision of the Company’s Amended By-laws.

The Executive Committee Charter sets out the composition, functions and responsibilities of the Executive Committee and the rules of procedure that will guide the function of the committee.

### **A. PURPOSE**

The Executive Committee shall decide on the day-to-day affairs of the Corporation, in accordance with the policies set by the Board of Directors.

### **B. COMPOSITION**

The Committee shall be composed of the Chairman, Chief Executive Officer, and the Independent Director(s), as defined in the rules of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE), to which the Board of Directors may delegate some of its powers in accordance with the law.

The Chairman of the Board shall act as the Chairperson of the Committee.

### **C. TERM**

The members of the Executive Committee shall hold office for one year, unless sooner removed from their respective positions in the Company or the Board of Directors.

### **D. DUTIES AND RESPONSIBILITIES**

The Executive Committee, when the Board of Directors is not in session, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation except with respect to:

- a. Approval of any action for which stockholders’ approval is also required;
- b. Filling of vacancies in the Board of Directors;
- c. Amendment or repeal of the By-laws or the adoption of new By-laws;
- d. Amendment or repeal of any resolution of the Board of Directors which, by its express terms, is not so amendable or repealable;
- e. Distribution of dividends to stockholders;
- f. Such other matters as may be specifically excluded or limited by the Board of Directors.

## E. MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet at such time and place as it considers appropriate when the Board of Directors is not in session. The Executive Committee shall meet once a month, or more often as may be deemed necessary. Meetings of the Executive Committee shall be presided by the Chairman, who shall also set the agenda therefor.

The Executive Committee members shall appoint among them, a secretariat, who shall act as the Secretary of the Executive Committee.

All Executive Committee members are expected to attend each meeting, in person or via tele- or video-conference. The meetings are limited to committee members and whoever is authorized by the Executive Committee to attend. In the absence of the Chairman during any meeting, a Presiding Member for the meeting shall be designated by the members present. The actions of the Executive Committee may also be taken by written consent by a majority of the members when deemed necessary by the Committee or its Chairman.

The Executive Committee, through its secretariat, shall distribute the notice, the agenda and the appropriate materials at least five (5) calendar days before the date of the scheduled meeting. Notices may be sent in writing, through electronic mail or by telefacsimile, among others.

A majority of the members of the Executive Committee, present in any person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the members shall be required for the Executive Committee to approve, authorize or take an action.

The Executive Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the Company.

## F. REPORTS OF THE EXECUTIVE COMMITTEE

The decisions and recommendations made by the Executive Committee shall be reported to the Board of Directors.

## G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the Executive Committee in fulfilling its duties and responsibilities as set out in this Charter and in the Company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The Executive Committee shall review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

#### I. EFFECTIVITY

This Charter shall take effect upon the approval of Board of Directors. It shall be published on the Company's website.

## **NOMINATION & REMUNERATION COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (hereinafter referred to as “SOC” or the “Company”) hereby adopts this Charter of the Nomination & Remuneration Committee (the “Committee”) to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the Committee.

The Committee was constituted by the Board of Directors pursuant to the provision of the Company’s Amended By-laws.

This Nomination & Remuneration Committee Charter (the “Charter”) sets out the composition, functions and responsibilities of the Committee and the rules of procedure that will guide the Committee in the exercise of its functions.

### **A. PURPOSE**

The Committee shall review and evaluate the qualifications of all persons nominated as Directors and Officers. It shall assess the effectiveness of the Board’s processes and procedures in the election and replacement of Directors. It shall likewise establish a formal and transparent procedure for developing policy on remuneration of Directors and senior management from the rank of manager (the “Officer”) to ensure that compensation is consistent with the Company’s culture, strategy and the business environment on which the Company operates.

### **B. COMPOSITION**

The Committee shall be composed of three (3) members, one of whom shall be an Independent Director, as defined in the rules of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). The Chairman of the Committee shall be an Independent Director.

### **C. TERM**

The Board of Directors shall appoint the members of the Nomination & Remuneration Committee at the organizational Board meeting that follows each annual stockholders’ meeting or at any special meeting duly called for such purpose. Each member shall serve on the Committee upon his election until the next organizational meeting of the Board of Directors, unless earlier removed or replaced.

The members of the Committee may be removed or replaced, with or without cause, by a majority vote of Directors present in a Board Meeting called for such purpose, where there is quorum. Any vacancy in the Committee shall be filled by majority vote of the Directors

present at the next regular or special Board meeting following the existence of such vacancy, provided there is a quorum for the meeting. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

#### D. DUTIES AND RESPONSIBILITIES

The Committee shall have the following functions:

- a. It shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors (including independent directors) for election by the shareholders, or Officer for appointment of the Board of Directors;
- b. It shall adopt rules to ensure compliance with applicable laws and regulations relating to the nomination and election of the independent directors, other Directors and Officers of the Company;
- c. It shall put in place screening policies and parameters that may enable it to effectively review the qualifications and competencies of persons submitted for its evaluation;
- d. It shall redefine the role, duties and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times;
- e. It shall recommend to the Board of Director policies and rules on conflict of interest, salaries, benefits, promotion, career advancement and discipline among others;
- f. It shall establish a formal and transparent procedure for developing a policy on executive remuneration, ensuring that compensation is in a sufficient level to attract and retain executives needed to run the Company successfully, link rewards to corporate and individual performance and in general consistent with the Company's culture, strategy and control environment;
- g. It shall develop a form for "Full Business Interest Disclosure" as part of the pre-employment requirements for all incoming executives which among others, compel all executives to declare all their existing business interest or shareholdings that may directly or indirectly conflict with their duties to the Company;
- h. It shall provide in the Company's annual report and other reports filed with the SEC a clear, concise and understandable disclosure of compensation of its directors and executives for the previous fiscal year and for the ensuing year; and
- i. It shall perform such other functions as may be delegated upon it by the Board of Directors and such other functions as may be imposed by law or regulation.

#### E. MEETINGS OF THE NOMINATION & REMUNERATION COMMITTEE



The Committee shall meet once a year, or more often as may be deemed necessary. Meetings of the Committee shall be presided by the Chairman, who shall also set the agenda therefor.

The Committee members shall appoint among them, a secretariat, who shall act as the Secretary of the Committee.

All Committee members are expected to attend each meeting, in person or via tele- or video-conference. The meetings are limited to Committee members and whoever is authorized by the Committee to attend. In the absence of the Chairman during any meeting, a Presiding Member for the meeting shall be designated by the members present. The actions of the Committee may also be taken by written consent by majority of the members when deemed necessary by the Committee or its Chairman.

The Committee, through the secretariat of the Company distributes the notice, the agenda and the appropriate materials at least five (5) calendar days before the date of the scheduled meeting. Notices may be sent in writing, through electronic mail or by telefacsimile, among others.

A majority of the members of the Committee, present in any person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the Members shall be required for the Committee to approve, authorize or take an action.

The Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the Company.

#### F. REPORTS OF THE NOMINATION & REMUNERATION COMMITTEE

All actions and resolutions of the Committee shall be presented to the Board for ratification and/or approval.

The Chairman of the Committee or the Presiding Member designated shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

#### G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the Committee in fulfilling its duties and responsibilities as set out in this Charter and in the Company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

#### I. EFFECTIVITY

This Charter shall take effect upon the approval of the Board of Directors. It shall be published on the Company's website.

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (hereinafter referred to as “SOC” or the “Company”) hereby adopts the Corporate Governance Committee’s charter (the “Charter”) to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the Corporate Governance Committee (the “Committee”).

The Committee was constituted by the Board of Directors pursuant to the provisions of the Amended By-laws and Revised Manual on Corporate Governance.

This Charter sets out the composition, functions and responsibilities of the Corporate Governance Committee and its rules of procedure.

### **A. PURPOSE**

The Committee is tasked to assist the Board of Directors in the performance of its corporate governance responsibilities. It is also tasked with ensuring compliance with and proper observance of corporate governance principles and practices. The Committee is also responsible for assisting the Board of Directors in fulfilling its oversight responsibilities in relation to:

- a) the overall approach to corporate governance of the Company and the implementation of corporate governance frameworks and policies;
- b) the size, composition and structure of the Board and its committees;
- c) overseeing the periodic performance evaluation of the Board, the committees and management of the Company;
- d) orientation and continuing education for directors and officers in relation to proper corporate governance; and
- e) any additional matters delegated by the Board to the Committee.

### **B. COMPOSITION**

The Committee shall be composed of at least three (3) members of the Board of Directors, the majority of whom should be independent directors.

The Chairman of the Committee shall be an independent director.

### **C. TERM**

The Board of Directors shall appoint the members of the Corporate Governance Committee at the organizational Board meeting that follows each annual stockholders’ meeting or at any special meeting duly called for such purpose. Each member shall serve on the Committee

upon his election until the next organizational meeting of the Board of Directors, unless earlier removed or replaced.

The members of the Committee may be removed or replaced, with or without cause, by a majority vote of Directors present in Board Meeting, where there is quorum. Any vacancy in the Committee shall be filled by majority vote of the Directors present at the next regular or special Board meeting following the event that caused such vacancy, provided there was a quorum for the meeting. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

#### D. DUTIES AND RESPONSIBILITIES

The Committee shall perform the following functions, in addition to such other functions as may be delegated by the Board of Directors:

- (a) Oversee the implementation of the corporate governance framework and periodically review said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments;
- (b) Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- (c) Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- (d) Recommend continuing education/training programs for directors, assignment of tasks/projects to Board committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance;
- (e) Propose and plan relevant trainings for the members of the Board;
- (f) Determine the nomination and election process for the Company's directors and define the general profile of Board members that the Company may require, taking into consideration the appropriate knowledge, competencies and expertise that complement the skills of existing and incumbent Board members; and
- (g) Establish a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.

#### E. MEETINGS OF THE CORPORATE GOVERNANCE COMMITTEE

The Chairman of Committee (or in his or her absence, a member designated by the Chairman) shall preside each meeting of the Committee and set the agenda therefor, which

shall be prepared and provided in advance to the members, along with appropriate background materials. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's By-laws.

The Committee members shall appoint among themselves a secretariat who shall act as Secretary of the Committee.

The Committee shall meet as frequently as may be deemed necessary and desirable but shall in no case be less than twice a year. Whenever appropriate, the Committee meetings may be held in person or by video or teleconference.

The Corporate Governance Committee, through the secretariat, distributes the notice, the agenda and appropriate materials at least five (5) calendar days before the date of the scheduled meeting. Notices may be sent in writing through electronic mail or by telefacsimile, among others.

A majority of the members of the Committee present in person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the Members shall be required for the Committee to approve, authorize or take an action.

Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the Company.

#### F. REPORTS OF THE CORPORATE GOVERNANCE COMMITTEE

Decisions, acts and recommendations made by the Committee shall be reported to the Board of Directors.

#### G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the Committee in fulfilling its duties and responsibilities as set out in this charter and in the Company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The Committee shall review this charter at least annually and recommend any proposed changes to the Board of Directors for approval.

#### I. EFFECTIVITY

This charter shall take effect upon the approval of Board of Directors and shall be published on the Company's website.

## **BOARD RISK OVERSIGHT COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (herein after referred to as “SOC” or the “Company”) hereby adopts this Board Risk Oversight Committee Charter of the Board Risk Oversight Committee (the “BRO Committee”) to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the committee.

The BRO Committee of SOC was constituted by the Board of Directors pursuant to the provision of the by-laws and Revised Manual on Corporate Governance of the Company.

The BRO Committee Charter sets out the composition, functions and responsibilities of the BRO Committee and the rules of procedure that will guide the function of said committee.

### **A. PURPOSE**

The BRO Committee shall be responsible for the oversight of the Company’s Enterprise Risk Management System to ensure its functionality and effectiveness. The Board has the responsibility to determine the Risk Appetite, the Risk Management Statement and the Risk Management Framework. The BRO Committee shall: (a) provide advice and assistance to the Board in reviewing and recommending the Risk Appetite, the Risk Management Statement and the Risk Management Framework; and (b) approve the Risk Measurement Systems and Metrics.

“Risk Appetite” refers to the broad level of risk which SOC is willing to take. It serves as a key guide in allocating the resource of an organization in accordance with its strategic planning. An organization’s appetite for risk is reflected in its strategic planning and its corresponding allocations of capital.

“Risk Management Statement” refers to the high level statement of SOC’s attitude and approach to risk.

“Risk Management Framework” refers to the framework for the governance and management of risk within the defined Risk Appetite.

“Risk Measurement Systems and Metrics” refers to any measure, approach, quantitative technique, ratio or similar tool that is recognized by the Board to measure the level and distribution of risk in SOC in the context of its Risk Appetite.

### **B. COMPOSITION**

BRO Committee shall be composed of at least three (3) members, the majority of whom shall be independent directors, including the Chairman of the Board. At least one (1) member of

the committee must have relevant thorough knowledge and experience on risk and risk management.

### C. TERM

The Board of Directors shall appoint the members of the BRO Committee at the organizational Board meeting that follows each annual stockholders' meeting or at any special meeting duly called for such purpose. Each member shall serve on the Committee upon his election until the next organizational meeting of the Board of Directors, unless earlier removed or replaced.

The members of the BRO Committee may be removed or replaced, with or without cause, by a majority vote of Directors present in a Board Meeting called for said purpose, where there is quorum. Any vacancy in the BRO Committee shall be filled by majority vote of the Directors present at the next regular or special Board meeting following the existence of such vacancy, provided there was a quorum for the meeting. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

### D. DUTIES AND RESPONSIBILITIES

The BRO Committee shall perform the following functions, in addition to such other functions as may be delegated by the Board of Directors:

- a. Develop a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes of assessing risks and developing strategies to manage prioritized risks; (d) designing and implementing risk management strategies; and (e) make continuing assessments to improve risk strategies, processes and measures.
- b. Oversee the implementation of the enterprise risk management plan through a Management Risk Oversight Committee. The BRO Committee shall conduct regular discussions on SOC's prioritized and residual risk exposures based on regular risk management reports and assess how the concerned units or offices are addressing and managing these risks;
- c. Evaluate the Enterprise Risk Management Plan to ensure its continued relevance, comprehensiveness and effectiveness. The BRO Committee shall revisit defined risk management strategies, look for emerging or changing material exposures, and keep abreast of significant developments that seriously impact the likelihood of harm or loss;
- d. Give advice to the Board on its risk appetite levels and risk tolerance limits;
- e. Review at least annually SOC's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external



- economic and business environment, and when major events occur that are considered to have major impacts on the Company;
- f. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Company and its stakeholders;
  - g. Provide oversight over the Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company. This function includes regularly receiving information on risk exposures and risk management activities from Management;
  - h. Report to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary; and
  - i. Other duties and responsibilities which may be delegated by the Board of Directors from time to time.

#### E. MEETINGS OF THE BOARD RISK OVERSIGHT COMMITTEE

The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at each meeting of the BRO Committee and set the agendas for the BRO Committee meetings, which shall be prepared and provided in advance to members, along with appropriate background materials. The BRO Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's By-laws that are applicable to the BRO Committee.

The Committee members shall appoint among them, a secretariat, who shall act as the Secretary of the Committee.

The BRO Committee shall meet at least twice each year and more frequently as the BRO Committee deems desirable. When deemed appropriate, BRO Committee meetings may be held in person or through tele-videoconferencing conducted in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC").

Minutes or other records of meetings and activities of the BRO Committee shall be maintained.

A majority of the members of the BRO Committee, present in any person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the Members shall be required for the BRO Committee to approve, authorize or take an action.

The BRO Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the Company.

#### F. REPORTS OF THE BOARD RISK OVERSIGHT COMMITTEE

The decisions and recommendations made by the BRO Committee shall be reported to the Board of Directors.

#### G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the BRO Committee in fulfilling its duties and responsibilities as set out in this charter and in the company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The BRO Committee shall review this Charter at least annually and recommend proposed changes, if any, to the Board of Directors for approval.

#### I. EFFECTIVITY

This Charter shall take effect upon the approval of Board of Directors and shall thereafter be published on the company's website.

## **RELATED PARTY TRANSACTION COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (herein after referred to as “SOC” or the “Company”) hereby adopts this Charter of the Related Party Transaction Committee to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the Committee.

The Related Party Transaction Committee (the “RPT Committee”) of SOC was constituted by the Board of Directors pursuant to the provision of the Company’s By-laws and Revised Manual on Corporate Governance.

The RPT Committee Charter sets out the composition, functions and responsibilities of the committee and the rules of procedure that will guide the function of the committee.

### **A. PURPOSE**

The RPT Committee shall be tasked with reviewing all material related party transactions of the corporation.

### **B. COMPOSITION**

The RPT Committee shall be composed of at least three (3) directors, two (2) of whom shall be independent director, including the Chairman.

### **C. TERM**

The Board of Directors shall appoint the members of the RPT Committee at the organizational Board meeting that follows each annual stockholders’ meeting or at any special meeting duly called for such purpose. Each member shall serve on the Committee upon his election until the next organizational meeting of the Board of Directors, unless earlier removed or replaced.

The members of the RPT Committee may be removed or replaced, with or without cause, by a majority vote of Directors present in Board Meeting, where there is quorum. Any vacancy in the RPT Committee shall be filled by majority vote of the Directors present at the next regular or special Board meeting following the event that caused such vacancy, provided there was a quorum for the meeting. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

### **D. DUTIES AND RESPONSIBILITIES**

The following are the duties and functions of the RPT Committee:

- a. Evaluate on an ongoing basis, existing relations between and among businesses and counterparties to ensure that all Related Parties are continuously identified, Related Parties Transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related Parties, Related Parties Transactions and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
- b. Evaluate all material Related Parties Transactions 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 non-related parties under similar circumstances and that no corporate or business resources of SOC 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 Related Parties Transactions, the RPT Committee shall take into account, among others, the following:
  - i. The Related Party's relationship to SOC and interest in the transaction;
  - ii. The material facts of the proposed Related Parties Transaction, including the proposed aggregate value of such transaction;
  - iii. The benefits to SOC of the proposed Related Parties Transaction;
  - iv. The availability of other sources of comparable products or services; and
  - v. An assessment of whether the proposed Related Parties Transaction is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. SOC should have an effective price discovery system in place and exercise due diligence in determining a fair price for Related Parties Transactions.
- c. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to SOC's Related Parties Transaction 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 SOC's affiliation or transactions with other Related Parties;
- d. Report to the Board of Directors 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. Ensure that transactions with Related Parties, including write-off of exposures are subject to a periodic independent review or audit process; and
- f. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting Related Parties Transaction, including a periodic review of Related Parties Transaction policies and procedures.

#### E. MEETINGS OF THE RELATED PARTY TRANSACTION COMMITTEE

The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at each meeting of the Committee and set the agendas for Committee meetings, which shall be prepared and provided in advance to members, along with appropriate background materials. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet at least twice each year and more frequently as the Committee deems desirable. When deemed appropriate, Committee meetings may be held in person or through tele-videoconferencing conducted in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC").

Minutes or other records of meetings and activities of the RPT Committee shall be maintained.

A majority of the members of the RPT Committee, present in any person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the Members shall be required for the RPT Committee to approve, authorize or take an action.

The RPT Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the company.

#### F. REPORTS OF THE RELATED PARTY TRANSACTION COMMITTEE

The decisions and recommendations made by the RPT Committee shall be reported to the Board of Directors.

#### G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the RPT Committee in fulfilling its duties and responsibilities as set out in this RPT Committee Charter and in the Company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The RPT Committee shall review this RPT Committee Charter at least annually and recommend proposed changes, if any, to the Board of Directors for approval.

#### I. EFFECTIVITY

This RPT Committee Charter shall take effect upon the approval of Board of Directors, and shall thereafter be published on the Company's website.

## **AUDIT COMMITTEE CHARTER**

The Board of Directors of SOCResources, Inc. (hereinafter referred to a "SOC" or the "Company") hereby adopts the Audit Committee's charter (the "Charter") to outline the powers, duties and responsibilities, as well as the internal review and approval processes of the Audit Committee (the "Committee").

The Committee was constituted by the Board of Directors pursuant to the provisions of the Amended By-laws and Revised Manual on Corporate Governance.

This Charter sets out the composition, functions and responsibilities of the Audit Committee and its rules of procedure that will govern its processes.

### **A. PURPOSE**

The Committee shall assist the Board of Directors with its oversight responsibilities regarding: (1) the integrity of the Company's financial reporting process and systems of internal controls regarding its finance, accounting and audit process ; (2) the Company's procedure for compliance with legal and regulatory requirements; (3) the appointment, approval and monitoring of the independence, services, performance and compensation of the Company's independent auditors; and (4) providing an avenue of communication among the independent auditors, management, employees and the Board. The Committee shall encourage continuous improvement of, and foster adherence to, the Company's policies, procedures and practices at all levels.

### **B. COMPOSITION**

The Board of Directors shall create an Audit Committee composed of three (3) members of the Board of Directors, one of whom shall be an independent director who has an adequate understanding of or competence in the Company's financial management systems and environment.

The Chairman of the Committee shall be an independent director.

### **C. TERM**

The Board of Directors shall appoint the members of the Audit Committee at the organizational Board meeting that follows each annual stockholders' meeting or at any special meeting duly called for such purpose. Each member shall serve on the committee upon his election until the next organizational meeting of the Board of Directors, unless earlier removed or replaced.

The members of the Committee may be removed or replaced, with or without cause, by a majority vote of Directors present in a Board Meeting called for said purpose where there is

quorum. Any vacancy in the Committee shall be filled by majority vote of the Directors present at the next regular or special Board meeting following the existence of such vacancy, provided there was a quorum for the meeting. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

#### D. DUTIES AND RESPONSIBILITIES

The Committee shall perform the following functions, in addition to such other functions as may be delegated by the Board of Directors:

- (a) Recommend the approval of the Internal Audit Charter (the "IA Charter"), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;
- (b) Assist the Board of Directors in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;
- (c) Provide oversight over the Management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company. This function shall include review of the Management's reports or information on risk exposures and risk management activities, which the Management shall regularly provide the Audit Committee;
- (d) Perform oversight functions over the Company's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that said auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
- (e) Review the annual internal audit plan to ensure its conformity with the objectives of the Company. The plan shall include the audit scope, resources and budget necessary to implement it;
- (f) Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination, if more than one audit firm is involved in the activity, to secure proper coverage and minimize duplication of efforts;
- (g) Organize an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal;
- (h) Monitor and evaluate the adequacy and effectiveness of the Company's internal control system including financial reporting control and information technology security;
- (i) Review the reports submitted by the internal and external auditors;
- (j) Review the interim, quarterly, half-year and annual financial statements before their submission to the Board with particular focus on the following matters:
  - (i) Any change/s in accounting policies and practices;



- (ii) Areas where a significant amount of judgment has been exercised;
  - (iii) Significant adjustments resulting from the audit;
  - (iv) Going concern assumptions;
  - (v) Compliance with pertinent Philippine and internationally accepted accounting standards; and
  - (vi) Compliance with internal financial management, tax, legal and other regulatory requirements.
- (k) Coordinate, monitor and facilitate compliance with laws, rules and regulations;
  - (l) Evaluate and determine the non-audit work, if any, of the external auditor; and review periodically the non-audit fees paid to the external auditor in relation to their significance to its total annual income and to the Corporation's overall consultancy expenses. The Committee shall disallow any non-audit work that will conflict with the duties of the external auditor or may pose a threat to its independence. The non-audit work, if allowed, shall be disclosed in the Company's annual report;
  - (m) In case the Company or the Board fails to appoint a Board Risk Oversight Committee and/or Related Party Transactions Committee, the Audit Committee shall perform the functions of said Committee;
  - (n) Periodically meeting with the Board, in no case less frequent than every fiscal quarter, without the presence of the CEO or other management team members, and periodically meet with the head of the internal audit;
  - (o) Establish and identify the reporting line of the Internal Auditor, who shall report to the Committee, to enable him to properly fulfill his duties and responsibilities;
  - (p) Conduct investigations into any matters within the scope of its responsibility; and
  - (q) Ensure that the Internal Auditor shall be free from interference by outside parties in the performance of his work.

#### E. MEETINGS OF THE AUDIT COMMITTEE

The Chairman of the Committee (or in his or her absence, a member designated by the Chairman) shall preside at each meeting of the Committee and set the agenda therefor, which shall be prepared and provided in advance to the members, along with appropriate background materials. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's By-laws.

The Committee members shall appoint among themselves a secretariat who shall act as Secretary of the Committee.

The Committee shall meet as frequently as may be deemed necessary and desirable, but shall in no case be less than once every fiscal quarter. The Committee shall meet separately,

periodically, with management and with the independent auditor. Whenever appropriate, Audit Committee meetings may be held in person, or by video or teleconference.

The Audit Committee, through the secretariat, distributes the notice, agenda and appropriate materials at least five (5) calendar days before the date of the scheduled meeting. Notices may be sent in writing through electronic mail or by telefacsimile, among others.

A majority of the members of the Committee present in person or by means of a video conference or teleconference facility, or other modes of communication, shall constitute a quorum.

The majority vote of all the Members shall be required for the Committee to approve, authorize or take an action.

Committee meetings must be duly documented, and records of the proceedings shall be maintained with the books and records of the Company.

#### F. REPORTS OF THE AUDIT COMMITTEE

Decisions, acts and recommendations made by the Audit Committee shall be reported to the Board of Directors.

#### G. ASSESSMENT OF THE PERFORMANCE OF THE COMMITTEE

The Board of Directors shall provide the standards for evaluating the performance and effectiveness of the Committee in fulfilling its duties and responsibilities as set out in this charter and in the Company's Manual on Corporate Governance.

#### H. REVIEW OF THE COMMITTEE CHARTER

The Committee shall review this charter at least annually and recommend any proposed changes to the Board of Directors for approval.

#### I. EFFECTIVITY

This charter shall take effect upon the approval of Board of Directors and shall be published on the Company's website.



**1. PURPOSE**

This Policy on Insider Trading sets out the implementing rules and guidelines for Directors, Officers and all other employees of SOCResources, Inc. (herein referred to as “SOC” or “Company”) and its subsidiaries, whether owned directly or indirectly, whenever they are conducting securities transactions (buying and/or selling) of the Company’s shares of stock in the market.

**2. SCOPE**

For the purpose of this Policy, an “Insider” is defined as follows:

- a) Members of the Board of Directors and the Corporate Secretary of the Company and its subsidiaries;
- b) Key Officers as defined in the By-laws of the Company and its subsidiaries, whether owned directly or indirectly, who are or may be in possession of material non-public information about the Company because of their responsibilities.
- c) Consultants and Advisers of the Company;
- d) Any person, including an employee of the Company, who possesses material non-public information regarding the Company is an Insider for so long as the information is not publicly known.
- e) Members of the immediate families of Directors, Key Officers and all other covered persons who are living in the same household as the abovementioned covered persons.
- f) Any person who learns such non-public information by a communication from any of the foregoing Insiders.

**3. MATERIAL NON-PUBLIC INFORMATION**

The following information, whether positive or negative, is deemed to be a material non-public information if (a) it has not been generally disclosed to the public and would likely affect the market price of the security or shares of stock after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information; or (b) there is a reasonable likelihood that it would be considered important to an investor in making a decision regarding the purchase or sale of shares of stock of the Company and/or if the information is price sensitive:

- ⊗ Financial results
- ⊗ Adjustments of reported earnings
- ⊗ Projections of future earnings or losses
- ⊗ News of a pending or proposed merger
- ⊗ Change in the corporate structure such as a re-organization
- ⊗ Acquisition/Divestitures/Joint Ventures
- ⊗ Dividend declaration and changes in dividend policy
- ⊗ Stock splits
- ⊗ New significant equity investments or debt offerings
- ⊗ Significant litigation exposure
- ⊗ Solvency problems which may arise from litigation, final judgments, loan defaults and losses of major clients or contracts
- ⊗ Major changes in key senior management positions
- ⊗ Public or private sale of Company shares
- ⊗ Plans to repurchase securities or go to the public with a new issue
- ⊗ Other significant developments or changes in the Company which may affect the share market price

#### **4. TRADING GUIDELINES**

##### **Blackout Period**

Insiders are strictly prohibited from trading during the following periods:

- a) Structured Disclosures:  
Ten (10) trading days before and three (3) trading days after any structured report/disclosure. Structured report/disclosure shall refer to periodic reports required by the Securities and Exchange Commission (“SEC”) and/or the Philippine Stock Exchange (“PSE”) to ensure public availability of continuing adequate information on the Company.

b) Unstructured Disclosures:

Three (3) trading days before and three (3) trading days after any unstructured report/disclosure. Unstructured report/disclosure shall refer to corporate developments as they occur and as may be necessary to update information on the operations and business of the Company.

**4. CONSEQUENCE OF NONCOMPLIANCE**

Violation of this Policy shall be subject to disciplinary action under the Company's Code of Conduct, without prejudice to any civil or criminal proceedings which the Company or regulators may file for violation of existing laws. Insider trading under the law may be subject to penalty for damages or fine and/or imprisonment.

**5. REPORTORIAL REQUIREMENTS OF SOC DIRECTORS AND OFFICERS**

SOC Directors and Officers are required under the Securities Regulation Code and the regulations of the SEC and the PSE to report their beneficial ownership of securities as well as any change in such beneficial ownership.

To ensure that such reportorial requirements are timely complied with, a director or an officer must inform the Office of the Compliance Officer of his beneficial ownership in SOC securities not later than a day after their election or appointment. Likewise, he must inform the Office of the Compliance Officer of any change in his beneficial ownership of SOC securities not later than a day after the acquisition or disposal of SOC securities.

For purposes of the reportorial requirements of the SEC and the PSE, a director or an officer's beneficial ownership of SOC securities shall include not only SOC securities which he directly owns but also SOC securities which are:

- Held by members of his immediate family sharing the same household;
- Held by a partnership in which he/she is a general partner;
- Held by a corporation of which he/she is the controlling shareholder; and
- Subject to any contract, arrangement or understanding which gives him voting power or investment power with respect to such securities.

**6. POLICY REVIEW**

This Policy will be reviewed at least annually. Any need for change will be reported to the Board of Directors for approval.

**7. EFFECTIVITY**

This Policy shall take effect immediately.



SOCResources, Inc.

**RELATED PARTY  
TRANSACTION POLICY**

**1. PURPOSE**

The Related Party Transaction Policy (the "Policy") is intended to ensure the proper review, approval, and monitoring of related party transactions between and/or among SOCResources, Inc. (hereinafter referred to as "SOC" or the "Company") and its subsidiaries, joint ventures, officers, directors, significant stockholders owning at least five percent (5%) of the outstanding shares, or certain entities or persons related to them.

The Company's Conflict of Interests Policy, which applies to directors, officers and employees, provides that conflicts of interest should be avoided. Certain transactions, however, may be undertaken subject to the approval of the Board of Directors (or a duly constituted committee thereof) and the Company's disclosure policy and procedure. Furthermore, Securities Regulation Code (SRC) Rule 68.1 requires certain transactions between the Company and certain related parties to be disclosed in the Company's filings with the Securities and Exchange Commission. This Policy is intended to provide guidance and direction on Related Party Transactions.

**2. SCOPE**

For purposes hereof, a "Related Party" is:

- Any subsidiary or affiliate of the Company or special purpose entities of which the Company is a part, or any entity over which the Company exerts direct or indirect control;
- A director and/or executive officer of the Company;
- Any nominee for election as a director of the Company;
- Any person who, at the time of the occurrence of the transaction, owns beneficially or on record more than five percent 5% of any class of the Company's voting securities;
- Any immediate family member of any of the foregoing persons. "Immediate family member" includes the spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person sharing the household of a director, executive officer, director nominee or greater than five percent (5%) security holder of the Company; and

- Any corresponding person in the Company's subsidiaries, affiliates or special purpose entities

### **3. RELATED PARTY TRANSACTION**

For purposes of this Policy, a *"related party transaction"* or *"RPT"* is any transaction or series of transactions in which the Company participates, and a Related Party has a direct or indirect material interest or participation therein. This includes a transfer of resources, services or obligations between the Company and a Related Party, regardless of whether there is consideration. This also includes transactions entered into with an unrelated party that subsequently becomes a Related Party.

This includes any transaction directly or indirectly involving a person and associates owning, directly or indirectly through one or more intermediaries, control, or is controlled by, or under common control with, the Company;

### **4. TRANSACTIONS TO BE REPORTED TO THE RELATED PARTY TRANSACTIONS COMMITTEE**

Every director, executive officer and nominee for election as a director has an affirmative obligation to fully disclose to the Related Party Transactions Committee, or in the absence thereof, the Audit Committee (the *"Committee"*), all material facts concerning a prospective transaction or arrangement involving the Company in which he or she or an immediate family member may have an interest. Any other officer or employee of the Company who intends to cause the Company to enter into any transaction with a Related Party shall disclose that intention and all material facts with respect to the transaction to his or her immediate superior, who shall be responsible for ensuring that such information is reported to the Committee.

### **5. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS**

In accordance with Rule 68 of the SRC, details of the Company's Related Party Transactions shall be disclosed in the Company's Audited Financial Statements. All proposed Related Party Transactions disclosed to the Committee, as provided in the previous section, shall be reviewed and approved by the Committee to ensure that a conflict of interest does not exist or that an improper assessment of such transaction is not made and that all information necessary is properly documented.

The Committee will be provided with the details of each new, existing or proposed Related Party Transaction, including the terms and purpose thereof and the benefits to the Company and to the relevant Related Party. In determining whether to approve a

related party transaction, the Committee will consider the following factors to the extent relevant:

- whether the terms of the related party transaction are fair, on “arm’s length” terms, and in the best interest of the Company and its shareholders, as a whole;
- whether there are compelling business reasons for the Company to enter into the said transaction;
- whether the related party transaction would present an improper conflict of interest for any director or officer of the Company, taking into account the size of the transaction, the overall financial position of the director, officer or Related Party, the direct or indirect nature of the Related Party's interest in the transaction, the nature of any proposed relationship, and any other factors the Committee deems relevant.

Any member of the Committee who has an interest in the related party transaction under discussion will abstain from voting on the approval thereof, but may, if so requested by the Chairperson of the Committee, participate in some or all of said committee's discussions. Upon completion of its review of the transaction, the Committee will make a recommendation to the Board as to the proper course of action in relation thereto.

A Related Party Transaction entered into without pre-approval of the Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Committee as promptly and as reasonably practicable after it is entered into or after it becomes reasonably apparent that the transaction is covered by this Policy.

## **6. POLICY REVIEW**

This Policy may be reviewed at any time by the Committee in its discretion or amended from time to time to be consistent with the Company’s Manual on Corporate Governance, SEC Memoranda, Philippine Stock Exchange directives and other relevant issuances by competent authority. This Policy is intended as a component of the framework within which the Board, assisted by its committees, directs the affairs of the Company.

## **7. EFFECTIVITY**

This Policy shall take effect immediately.





SOCResources, Inc.

**Policy and Data Relating to  
Health, Safety and Welfare of  
Employees including Company  
Sponsored Trainings**

The Company provides services and programs designed to care for the well-being of its employees. Programs for health, safety, and employee welfare are implemented to communicate and highlight the caring atmosphere in the work place. The Company maintains a medical insurance which provides for inpatient and out-patient benefits for the employees. Employees undergo annual medical examinations for health maintenance. Furthermore, policies to promote a safe and healthy work environment have been established in accordance with the requirements of the Department of Labor and Employment and local government.

**SAFETY AND SECURITY**

The Company shall furnish a place of employment free from hazardous conditions that may lead or cause to lead to death, illness or physical harm to the employees. For this purpose, the Company shall use devices and equipment in the Company premises that complies with the industry standards and shall give complete job safety instructions to the employees.

To ensure the safety of all employees, each one is enjoined to cooperate with the Company in carrying-out the safety procedures, and shall follow all instructions given by the Company in relation to safety and security, i.e. where fire extinguishers are located and how to use them, the location and use of the first-aid kit, how to evacuate the building during emergencies, etc.

Employees should actively participate in fire, earthquake, and other drills and procedures that are designed to enhance their safety. They shall inform their immediate supervisor of any observed hazards in the Company premises.

Furthermore, employees are expected to abide by the security protocols of the Company at all times while inside the Company premises. The employees shall:

- a) wear the Company ID while inside the Company premises at all times;
- b) refrain from bringing any harmful and hazardous chemicals at the Company premises;

- c) refrain from bringing weapons, firearms, or other sharp objects inside the Company premises.

## **ENVIRONMENT**

Pollution, in any form, is detrimental to everyone's health and well-being. The Company, therefore, encourages all employees to resist the defilement of the surroundings and to help, in any way possible, to make the environment clean and safe for future generations. Employees are encouraged to take responsibility over their personal utensils and the areas where they take their meals to prevent accumulation of litter and the proliferation of harmful insects and rodents in the Company premises. All Company premises are designated smoke free zones. The employees shall likewise observe the proper disposal and segregation of garbage in the disposal areas of the Company.

## **VISITORS**

The Company premises are to be used exclusively for conducting business related to the Company. Visitors on business **MUST**, at all times, be escorted by an employee. Personal visitors, i.e. family or friends, are strongly discouraged beyond the reception area.

## **GROUP ACCIDENT INSURANCE AND ON-THE-JOB HEALTH CARE**

The Company will take all possible measures to protect the health of its employees. All efforts will be exerted to assist employees in case of on-the-job accidents and injuries.

1. While the Company cannot provide in-house medical assistance for accidents that involve serious injury. Minor complaints, e.g. headaches, cuts, abrasions, etc. can be addressed.
2. Should an accident occur, the injured person should be immobilized until medical attention/advice is obtained and/or transportation to the nearest medical facility is arranged. Medical advice/attention should be obtained by calling the emergency telephone numbers listed in Company circulars and/or manuals.
3. When in doubt about the seriousness of the injury or the injury can definitely be identified as life-threatening, the medical doctor/facility closest to the Company's office shall be announced by the HR from time to time.
4. Employees engaged in potentially hazardous work, e.g. re-wiring electrical outlets, must observe safety procedures and standards and perform regular preventive maintenance routines to protect against injury to themselves and other employees.

5. The Company will provide group accident insurance and life insurance to its employees.

## **MEDICAL EXAMINATION**

Applicants will be required to have a medical exam prior to starting work at the Company. Among the factors to be considered in the offer of employment is a successful passing of the medical examination.

## **TRAINING AND DEVELOPMENT**

The Company shall endeavor to provide meaningful work experience and growth for staff by means of continuous training and periodic competency profiling, as follows:

### **a. Orientation**

This Policy is mandatory for all new hires and a prerequisite for regularization. The orientation shall provide an overview of the Company's history, vision and mission, products and services, business objectives, as well as basic employment policies and regulations. New employees shall also undergo an orientation to be conducted by the Human Resources (HR) Officer, Administrative Officer, Immediate Supervisor, or a Senior Officer of their department.

### **b. On-the-job Training**

New hires usually acquire skills, techniques, job-specific knowledge while actually doing work under supervision and instruction from immediate supervisors. Performance of new employees and the effectiveness of this kind of training shall be reflected in the probationary period performance review.

### **c. Internal Training**

Training sessions, seminars, workshops, and the like, organized by any department shall be covered by authorized training plans as reviewed against current training needs analysis and training calendar. Training plans shall include objective/s, name and qualification of trainor/s, methodology, course outline, resource requirements, and performance improvement review criteria. All trainings conducted shall also be evaluated in terms of training content and delivery.

### **d. External Training**

Public programs, seminars, or workshops organized by external parties that may offer value in terms of the Company's training requirements may be attended by employees. This may be held locally or abroad.

**e. Training Contract**

Employees sent by the Company to technical trainings, either abroad or locally, where technology-critical learning is transferred to the employee at the Company's expense (airfare, lodging, per diems), shall be subject to a training contract stipulating a period of service and teaching hours to be rendered by the employee.

**f. Training Calendar**

A quarterly training calendar shall be published by the HR at least one (1) month before the ensuing quarter based on a consolidated training needs analysis. The allocation of funds for training shall be subject to the approval by the Chief Executive Officer based on corporate priorities.



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.





## 1. COVERAGE

The Whistleblower Policy (the “Policy”) is applicable to all employees, officers, Directors of SOCResources, Inc. (hereinafter referred to as “SOC” or the “Company”), and its subsidiaries, third party business partners and other stakeholders. This Policy aims to guide individuals who come forward and raise serious concerns about perceived malpractice or wrongdoings which may pose a risk to the Company.

A “Whistleblower” as referred to in this Policy is an employee, officer, Director, contractor, or supplier who reports any covered activity.

Types of reportable covered activities:

1. Malpractice, such as illegal or unethical conduct;
2. Violation of corporate laws, Company’s Articles of incorporation, By-laws, the Corporation Code of the Philippines the Securities Regulation Code, and other pertinent laws and regulations.
3. Violation of the Company’s Corporate Code of Governance and other policies;
4. Fraudulent acts; and
5. Any other gross misconduct similar or related to the foregoing.

## 2. SAFEGUARDS

### a) Confidentiality

All reports made to the proper Reporting Channel shall be treated as confidential. A whistleblower may opt to file an anonymous report which should, nevertheless, contain sufficient details to establish the facts of the complaint and persons involved. However, while the Company can provide internal anonymity, it cannot guarantee the same in the event an investigation is conducted, or a legal action is instituted on the strength of the disclosure. The Company is likewise not accountable for maintaining anonymity for disclosures made to persons or entities not authorized to receive a report under this

Policy. Anyone who reports a whistleblowing concern must do so in good faith. Any individual found responsible for making malicious allegations, or those made in bad faith, shall be subject to disciplinary actions which may include termination, without prejudice to any criminal or civil liability that may be determined in proper courts of law.

b) Whistleblower Protection

A whistleblower shall be protected from persecution, harassment or disciplinary actions as a result of any disclosure made in good faith. Further, the employees shall be free to report an alleged serious concern without fear of reprisals.

A whistleblower in good faith shall be protected from any retaliation against him. Retaliation complaints are those filed by the whistleblower due to any undesirable action taken against him, in direct response to the whistleblowing he made (e.g. job harassment, ostracism, unemployment, death threats, etc.). Cases of retaliation against any whistleblower may be reported through any of the Reporting Channels mentioned in Section 3. The retaliation complaint shall be dealt with in accordance with this Policy, other relevant Company policies and procedures, and any applicable laws.

c) Respondent Protection

The respondent is the person or entity against whom the whistleblowing report is made or directed. He shall be given the right to be heard and an opportunity to explain his side. Further, the members of the Whistleblowing Unit shall, before making their findings and recommendations, consider all evidence presented.

**3. REPORTING CHANNELS**

The following are the dedicated Reporting Channels:

Face to face meetings	Members of the Whistleblowing Unit or designated alternate officer
Email	<a href="mailto:socinfo@socres.com.ph">socinfo@socres.com.ph</a> , <a href="mailto:drbaladad@socinfo.com.ph">drbaladad@socinfo.com.ph</a>
Mail	Office of the Corporate Information Officer 4 <sup>th</sup> Floor Enzo Bldg. 399 Senator Gil Puyat

	Avenue Makati City.
Telephone	(02) 804-1978
Telefax	(02) 804-1977

#### **4. SUBMISSION OF WHISTLEBLOWING REPORT**

Reports on any covered activity shall be made through the abovementioned Reporting Channels. The whistleblower may choose to identify himself or remain anonymous. In submitting a report, the whistleblower shall indicate his relationship with the Company (e.g. employee, customer, supplier, concerned citizen, other). In addition, the whistleblower shall state if the information subject of his report has been disclosed to anyone outside the Company and provide the details thereof, if any. The whistleblowing report shall be supported by any relevant evidence (e.g. pictures, documents, etc.).

#### **5. CREATION OF THE WHISTLEBLOWING UNIT**

The Board of Directors shall create a Whistleblowing Unit to be composed of at least one Independent Director, the Head of Human Resource Department and such other person in the Company that the Board finds competent, impartial and of good moral character.

#### **6. WITHDRAWAL OF THE REPORT BY THE WHISTLEBLOWER**

In the event that the whistleblower withdraws his report, the Whistleblowing Unit may nonetheless proceed with the investigation.

In case of insufficient information and the whistleblower fails to provide the additional information required by the Whistleblowing Unit, dismissal of the report may be recommended, and no further action shall be taken, unless the failure to provide said additional information is justified.

In the event that the respondent resigns or is otherwise separated from his employment or removed from his post for other reasons prior to the final resolution of the case, the investigation shall continue provided that the evidence gathered is sufficient.

**7. FULL INVESTIGATION AND REPORTING**

Upon receipt of the reports made hereunder, the members of the Whistleblowing Unit shall conduct the investigation in accordance with this Policy. After the investigation, the members of the Whistleblowing Unit shall make such findings as the evidence may warrant and submit its recommendation to the Chairman for appropriate action.

Upon approval of the final resolution, the case records shall be closed and the whistleblower shall be accordingly notified.

**8. POLICY REVIEW**

The Board Corporate Governance Committee shall make an annual review and assessment of the adequacy of this policy for the consideration and approval of the Board of Directors.

**9. EFFECTIVITY**

This Policy shall take effect immediately.