



Millennium Global Holdings, Inc.

EXECUTIVE COMMITTEE CHARTER

of

MILLENNIUM GLOBAL HOLDINGS, INC.

This document shall be known as the Executive Committee Charter (the “Charter”) of the Board of Directors (the “Board”) of **MILLENNIUM GLOBAL HOLDINGS, INC.** (the “Company”), which is created and organized in accordance with the By-laws of the Company, and shall prescribe the policies, responsibilities, and the authority of the Executive Committee (“Committee”), including the procedures necessary for the conduct of the duties and functions of the Committee, as approved by the Board.

Section 1. Membership

1.1 Composition

The Committee shall be composed of at least three (3) members, the membership and qualifications of the members of the Committee shall be determined by the Board in compliance with the relevant provisions of the Manual on Corporate Governance (the “MGC”) of the Company and with existing rules and laws. The Board shall appoint the members of the Committee from among its members.

The Board shall designate the Chairman of the Committee and may, from time to time, increase the membership of the Committee and appoint additional members therein.

1.2 Term

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless resigned, or removed or replaced by the Board.

1.3 Vacancy

Any vacancy in the Committee caused by the death, resignation, removal or disqualification of member, or by any other cause, may be filled by the Board. 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 have qualified.

1.4 Compensation

Each Committee member shall receive such emolument and/or compensation as may be fixed by the Board pursuant to the By-Laws and applicable laws.

Section 2. Powers, Duties and Responsibilities of the Committee

2.1 The Committee is authorized to act, and shall act, on matters within the competence of the Board, except with respect to:

- (a) approval of any action for which requires the approval of the shareholders of the Company;
- (b) filling of vacancies in the Board;
- (c) amendment or repeal of By-laws, or adoption of new By-laws;
- (d) amendment or repeal of any resolution of the Board which by its express terms is not amendable or subject to repeal; and
- (e) distribution of dividends to shareholders of the Company.

2.2 The Committee shall perform such other functions as may be properly delegated to it by the Board.

2.2 The Committee shall refer the resolution of matters which are within the competence and authority of other committees to the appropriate Board committees in accordance with their respective Charters.

Section 3. Resolutions and Actions

3.1 Meetings, Quorum and Actions

- (a) The Committee shall meet in person, or via teleconference or video conference or through such other similar means at such times and frequency as may be necessary.
- (b) As a general rule, Committee meetings shall be announced at least one (1) week in advance. Notice of meetings may be given by any customary means of communication such as electronic mail, in writing, by telephone, by telefax and other similar means. The notice shall specify the time and place of the meeting and include a detailed agenda. As much as practicable, the materials of the meetings shall be given to each member of the Committee at least five (5) working days prior to the intended meeting, except as otherwise provided herein.

- (c) The attendance of a majority of the members of the Committee shall constitute a quorum.
- (d) The majority vote of all members shall be necessary to carry an act or resolution of the Committee.
- (e) Actions of the Committee may also be taken by written consent (in physical, electronic or digital format) by majority of the members when deemed necessary or desirable by the Committee or its Chairman.
- (f) The attendance of members at Committee meetings shall be disclosed in the Corporation's annual report or in such other reports, as may be required by law or any issuances of the Securities and Exchange Commission.

3.2 Minutes of Meeting

The Committee may designate a secretary for its meetings. The Minutes of the Committee meeting will be filed and maintained with the Office of the Corporate Secretary.

3.3 Reports to and Ratification by the Board

The Chairman of the Committee or his/her designate shall report to the Board all actions of the Committee at the meeting of the Board following such actions. An act of the Committee which is within the scope of its powers shall not require ratification or approval by the Board for its validity and effectivity. However, any such act shall be subject to revision or alteration by the Board, provided that no rights of third parties shall be affected by a revision or alteration.

Section 4. Performance Evaluation and Continuous Improvement

- 4.1 To ensure that the Committee continues to fulfill its responsibilities in accordance with global best practices and in compliance with the MGC and other relevant regulatory requirements, the Committee shall conduct an assessment of its performance at least annually.

For this purpose, the Committee shall –

- (a) As a body, the Committee shall evaluate its performance by filling up a self-assessment questionnaire that shall benchmark its practices against the expectations set out in this Charter. Based on the results of the self-assessment, the Committee shall formulate and implement plans to improve its performance. These shall include the identification of relevant training needs intended to keep the members up-to-date with corporate governance best practices, accounting and auditing standards, and other specific areas of concern; and

- (b) Annually review the status of implementation of such plans for improvement.
- 4.2 In addition, the Committee shall obtain and subject itself to an independent assessment by the Board of Directors relative to its performance in accordance with expectations set out in this Charter and the discharge of its responsibilities.

Section 5. Miscellaneous

5.1 Access to Information

The Committee shall have free and full access to all relevant information, data, records, properties and personnel of the Company.

5.2 Technical Assistance

The Corporate Secretary, the management and all personnel of the Company shall provide assistance and support to the Committee. The Committee may also invite such members of management and other resource persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

All resources necessary for the Committee to perform its duties and functions shall be provided by the Company, at its expense.

5.3 Records and Confidentiality

The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that is required to be disclosed pursuant to law or regulations issued by competent government authorities, the records of the Committee shall be kept confidential.

5.4 Annual Review

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

5.5 Effectivity

This Charter shall take effect upon approval.

Approved on December 17, 2024.

YANG CHI JEN (Sgd.)
Chairman/ President and CEO

JANINE G. MANZANO (Sgd.)
Compliance Officer