NOMINATION, COMPENSATION AND ELECTIONS COMMITTEE CHARTER

of

MILLENNIUM GLOBAL HOLDINGS, INC.

The primary objective of the Nomination, Compensation and Elections Committee is to pre-screen and nominate candidates for the members of the Board of Directors (the "Board") and officers of **MILLENNIUM GLOBAL HOLDINGS, INC.** (the "Company") as well as develop policies on determining the remuneration of the members of the Board and officers of the Company.

Membership:

1. The membership and qualifications of the members of the Committee shall be determined in accordance with the Manual on Corporate Governance of the Company.
2. The Board will select the members of the Committee and determine who will be its Chair at the annual organizational meeting.
3. Membership shall be reviewed annually, subject to the approval of the Board.
4. The Board, from time to time, may increase the membership of the Committee and appoint additional members.
5. Vacancies caused by the death, resignation, removal, or disqualification of any member, or by any other cause, maybe filled by the Board in a special meeting. The member elected to fill the vacancy shall hold office for the remainder of the term of his immediate predecessor, or until his successor shall have been duly elected and qualified.
6. The Committee may invite one or more members of the Senior Management Team during a meeting or session to act as resource person(s).
7. The Board may appoint one or more individuals to serve as advisor(s) to the Committee. The advisors shall have the right to attend and speak during the meeting of the Committee, but shall not have the right to vote on any action of the Committee.

Schedule and Conduct of Meeting:

1. Frequency of Meetings – The Committee, in executive session should meet at least semi-annually. Preferably, the meetings will be held prior to the meeting of the Board. In cases when there is a need for special meeting(s) to take up any critical items that would need approval in between the semi-annual meetings, it shall be up to the Chair of the Committee to either call for a special meeting or just allow the routing of the covering paper.

The Committee, with the assistance of the Corporate Secretary shall also agree on an annual calendar, which will lay down the schedule of activities for the year. This shall provide a systematic guide for the discharge of the Committee's responsibilities.

2. Pre-election Meeting – The Committee shall convene at least sixty (60) calendar days prior to the election, to pre-screen and check the qualifications and disqualifications of all nominees to be elected to the Board. Only the names in the final list of candidates issued by a majority vote of the said Committee and no other, shall be considered for election by the shareholders.

3. Quorum – At least majority of the number of members shall constitute a quorum. It is recommended that all Committee members are present during the meeting, except when justifiable causes such as illness, death in the immediate family, and serious accidents, prevent a Committee member from doing so.

4. Attendance – Members are encouraged to attend all Committee meetings, either in person or via teleconferencing facility. A Committee member who fails, without any justifiable cause, to attend at least fifty percent (50%) of the total number of meetings during any term shall not be eligible for re-election as Committee member.

Attendance of members at Committee meetings shall be recorded and properly disclosed.

5. Number needed for decision-making - The majority vote of all Committee members present in a duly constituted Committee meeting shall be necessary to carry an act or resolution of the Committee.

6. Notice of Meeting – Committee meetings shall be announced at least two (2) weeks in advance. However, when deemed necessary, urgent meetings can be announced with at least five (5) days prior notice. Notice of meetings may be given through electronic mail or other appropriate means. The notice shall specify the time and place of the meeting and include a detailed agenda. 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.

7. Roles of Chairman of the Committee - The Chairman of the Committee shall provide leadership in the Committee. He/she shall ensure effective functioning of the Committee. He/she shall:

    a) Approve matters for inclusion in the agenda;
    b) Cancel meetings when warranted;
    c) Preside over Committee meetings;
    d) Ensure a sound decision making process and encourage and promote critical discussion;
    e) Ensure that dissenting views can be expressed and discussed within the decision-making process; and
    f) Ensure that all members of the Committee receive accurate, timely, and relevant information necessary to carry out the functions of the Committee.

8. Role of the Vice Chairman of the Committee - In the absence or inability of the Chairman, the Committee Vice Chairman will act in his/her stead, and will exercise any and all such powers and perform any and all duties pertaining to the Chairman of the Committee.

9. Conduct of Meetings - Committee meetings shall be conducted through video conference or such other similar means at such times and frequency as may be necessary.

10. Matters for Discussion in Meetings – In any Committee meeting, decisions may be made on matters not included in the distributed meeting agenda only if there are no objections posed by any member of the Committee.

11. Minutes of the Meeting – Minutes of the Committee meetings shall be taken and recorded by the Office of the Corporate Secretary. Minutes will be circulated to the Chair for review promptly after the meeting and confirmed at the next meeting of the Committee. Minutes shall be signed by the chairman of the meeting and by the individual who has been appointed to take notes during the meeting. Minutes shall be made available within ten (10) working days after the meeting.
12. Reporting - The Committee Chairman shall submit and present a report to the Board, containing updates on all actions initiated by the Committee at the Board meeting following the Committee meeting.

The Committee Chairman shall also submit and present a year-end report to the Board, providing a summary of the Committee's activities during the year, confirmation of how the responsibilities in this Charter were discharged during the year, results of the assessment performed on the effectiveness of the Committee, and recommendations for improvement.

Authority:

1. The Committee has the authority to:

a) Seek any information it requires from any officer or employee of the Company or its controlled entities;
b) Require members of management or other employees to attend meetings and to provide advice or information;
c) Discuss any matters with the external auditor or other external party (subject to making appropriate arrangements to protect the confidentiality of the Company's information);
d) Propose and/or request investigations into any matters within the Committee's scope of responsibilities; and
e) Discuss any matters with external advisor/s (subject to making appropriate arrangements to protect the confidentiality of the Company's information).

2. The Committee may seek independent legal or other professional advice at the Company's expense, as it considers necessary.

3. The Committee does not have executive powers regarding its findings and recommendations, other than powers delegated by the Board.

Duties and Responsibilities:

1. Nominates directors and reviews the qualifications of Directors, Board Committee Members and Corporate officers;

2. Reviews the structure, size, and composition of the Board and makes recommendations to ensure that the Board has the required number of Independent Directors;

3. Pre-screens and shortlist all individuals nominated for election as directors with the qualifications, and disqualifications provided under the Revised Corporation Code, the Securities and Regulation Code, other relevant laws, and the Company's By-laws and takes into consideration the availability, capability, track record and experience of all nominees for regular as well as for independent director;

4. Establishes a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provides oversight over remuneration of senior management and other key personnel ensuring that the compensation is consistent with the Company's culture, strategy and control environment;

5. Designates the amount of remuneration, which shall be at a sufficient level to attract and retain directors and officers who are needed to run the Company successfully;

6. Recommends remuneration packages for corporate and individual performance;

7. Develops a Full Business Interest Disclosure form as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict with their performance of duties once hired;

8. Disallows any director to decide his or her own remuneration;

9. Provides in the Company's annual reports, information and proxy statements, if applicable, a clear, concise and understandable disclosure of the compensation of its executive officers for the previous fiscal year and the ensuring year;

10. Reviews the existing salary structure of the senior management;

11. Determines the nomination and election process for the Company's directors and has the special duty of defining the general profile of Board members that the Company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board; and

12. Performs other tasks and duties as may be requested or delegated by the Board.

Nomination and Election of the Board:

The nomination and election of directors shall be guided by the following:

a. All nominations must be in writing and addressed to the Corporate Secretary.
b. The Company may engage the services of an external party to validate the voting results.
c. The Non-Executive Directors of the Board of Directors should not concurrently serve as directors to more than five (5) publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the Company.
d. A director should notify the Board before accepting a directorship in another company.

Conflicts of Interest:

Committee members will be required to disclose conflicts of interest at the start of each meeting. Actual or potential conflicts of interest will be dealt with in accordance with the process outlined in the Board and Board Committee Charters.

Performance and Evaluation:

The Committee will review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter. The results of the review will be reported to the Board.

Effectivity

This Charter shall take effect upon approval.

Approved on December 17, 2024.

YANG CHI JEN (Sgd.)
Chairman of the Board
Nomination, Compensation and Elections Committee Chairman

JANINE G. MANZANO (Sgd.)
Compliance Officer