
CORPORATE GOVERNANCE COMMITTEE CHARTER

LT GROUP, INC.

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Article 1. OBJECTIVE

Corporate Governance is a system whereby shareholders, creditors and other stakeholders of the Corporation ensure that Management enhances the value of the Corporation in an increasingly global market. The Board of Directors has the primordial responsibility of ensuring that Management adheres to the principle and system of good corporate governance.

The Corporate Governance Committee Charter is hereby adopted, in compliance with SEC Memorandum Circular No. 6, Series of 2009, which will serve as a guide to the Corporate Governance Committee in assisting the Board of Directors in fulfilling its corporate governance responsibilities.

Article 2. ORGANIZATION

Section 1. Membership – the Corporate Governance Committee (hereinafter, the Committee) shall be composed of five (5) members, at least two (2) of whom shall be Independent Directors. The Chairman and the members of the Committee shall be nominated and appointed by the Board of Directors.

Section 2. Qualification – The members of the Committee must have an in-depth knowledge and understanding of the provisions of the Corporation's Corporate Governance Manual, in accordance with the corporate governance principles and guidelines set by the Securities and Exchange Commission (SEC) and other government regulatory agencies.

Section 3. Term of Office – Each member of the Committee shall serve as such for a term of one (1) year or until such time that their successors are qualified and duly appointed.

Article 3. AUTHORITY

The Committee shall have the following authorities for the proper discharge of their duties and responsibilities.

1. To require any or all members of the Board of Directors, Executive Management or such other person to attend the Committee meetings as the Committee may deem necessary.
2. To require the Board of Directors, Management, Board Committees, and all Departments to submit reports to the Committee pertaining to the evaluation of the Corporation's compliance with corporate governance principles and guidelines.

Article 4. MEETINGS

Section 1. Regular Meetings – The Committee shall meet at least once every quarter.

Section 2. Quorum – The presence of at least a majority of the members of the Committee shall constitute a quorum for the transaction of corporate business that may be presented for approval before the Committee. If no quorum exists, the meeting shall be adjourned.

Section 3. Special Meeting – The Chairman of the Committee shall have the authority to call for a special meeting as the need arises.

Section 4. Voting Requirement – At all meetings of the Committee, the vote of at least three (3) members shall be required for the approval of any proposal that may be presented before the Committee.

Section 5. Secretary – The Secretary shall be appointed by the Committee. The Secretary shall be present in all meetings of the Committee and perform the following duties:

1. Provide notice of the meetings to all the Committee members indicating the place, date and hour of the meeting; and
2. Prepare the minutes of all the Committee meetings and keep record of the same.

Article 5. DUTIES AND RESPONSIBILITIES

Section 1. The Committee shall have the following duties and responsibilities:

1. Ensure the Board's effectiveness and due observance of corporate governance principles and guidelines. It shall ensure that the principles declared and enumerated in the Revised Corporate Governance Manual adopted by the Corporation are practiced, observed and complied by the Board of Directors and Management;
2. Conduct and oversee the periodic performance evaluation of the Board, its committees and Management. It shall decide by which the Board's performance may be evaluated and shall propose objective performance criteria and indicators to be agreed upon and approved by the Board of Directors;
3. Assess and decide whether or not a Director is able to and has been adequately carrying out his/her duties as a director, bearing in mind the director's contribution and performance (e.g., competence, candor, attendance, preparedness and participation). It shall oversee the annual individual self-evaluation of each of the Directors;

4. Review and evaluate the qualifications of all persons nominated to other positions requiring appointment by the Board of Directors;
5. Conduct an annual self-evaluation of its performance;
6. Regularly submit to the Board a report on the proposals approved and transactions entered into by the Committee;
7. Make recommendations to the Board regarding the continuing education of Directors, assignment to Board committees, succession plan for the Board members and senior officers, and their remuneration commensurate with corporate and individual performance; and
8. Ensure that the seven fundamental obligations relative to good governance are complied with to enhance management performance and shareholder's value. These include: (a) honesty and good faith; (b) performance of fiduciary duties; (3) respect for the law; (4) avoidance of conflict of interest; (5) practice of diligence; (6) observance of confidentiality; and (7) proper disclosure of transactions.

Article 6. EFFECTIVITY

This Charter shall take effect upon approval of the Corporation's Board of Directors.