
CORPORATE GOVERNANCE COMMITTEE CHARTER



LT GROUP, INC.

Updated as of June 13, 2017

CORPORATE GOVERNANCE COMMITTEE CHARTER

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 to serve as a guide for 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 (the “Committee”) shall be composed of five (5) members, at least three (3) of whom shall be Independent Directors, including the Chairman. The Chairman and the members of the Committee shall be nominated and appointed by the Board of Directors.

If a member of the Committee resigns, dies, or for any other reason ceases to be a member with the result that the number of members is reduced to below five (5), the Board shall, within three (3) months of such event, appoint such number of new members as may be required to make up the minimum number of five (5) members.

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 for so long as he/she remains a director, whichever is shorter.

Article 3. AUTHORITY

Section 1. 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 twice every year or as needed.

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 Meetings – 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. Chairman – The Chairman of the Committee shall preside at each meeting. If he or she is not present within five (5) minutes after the time appointed for holding the meeting, the members present shall choose who among themselves will act as Chairman of the meeting.

Section 6. 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.

Section 7. Participation via Communication Equipment – The members may participate in a meeting via telephone conference or via such other similar communication equipment provided all persons participating in the meeting can hear each other, without a member being in the physical presence of another member or members. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.



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 with by the Board of Directors and Management;
2. Ensure that the Members of the Board attend annually a seminar on corporate governance with a duly accredited or recognized private or government institution which seminar shall not be less than four (4) hours;
3. Conduct and oversee the periodic performance evaluation of the Board, its committees and Management. The forms to be used for the performance evaluation shall be provided. The Committee shall decide how 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. Periodic performance reviews shall include the Company's subsidiaries and their respective boards and management.;
4. 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;
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. AMENDMENT OF THE COMMITTEE CHARTER

Amendment of the Committee Charter may be initiated by any member of the Committee. Any Amendment to the Charter shall be submitted to the Committee for consideration and presented to the Board for approval.

Article 7. EFFECTIVITY

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

