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Rules for Performance Evaluation of the Board

第一條訂定目的及依據

為落實公司治理並提升本公司董事會功能，建立績效目標以加強董事會運作效率，爰依上市上櫃公司治理實務守則第三十七條規定訂定本辦法，以資遵循。

Article 1 Enactment purpose and basis

For the purpose of implementing corporate governance and improving the function of the board of the Company, as well as to establish performance goals to strengthen the operating efficiency of the board, the Rules are enacted for compliance in accordance with Article 37 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

第二條應遵守之規範

本辦法之主要評估週期、評估期間、評估範圍及方式、評估之執行單位、評估程序及其他應遵循事項，應依本辦法之規定辦理。

Article 2 Regulations that shall be complied with

Main evaluation cycles, evaluation periods, range and method of evaluation, unit of evaluation execution, evaluation procedures and other matters shall be complied with shall be conducted in accordance with the provisions of the Rules herein.

第三條評估週期及期間

本公司董事會每年應至少執行一次內部董事會績效評估，董事會內部評估期間應於每年年度結束時，依據第六條及第八條之評估程序及評估指標進行當年度績效評估。董事會內部及外部績效評估結果，應於次一年度第一季結束前完成。

Article 3 Evaluation cycle and period

The board of the Company shall at least perform an internal board of director performance evaluation once per year. The performance evaluation shall be conducted in accordance with the evaluation procedures and evaluation indicators provided in Article 6 and Article 8 respectively of the Rules herein. Internal and external board performance evaluations shall be completed before the end of the first quarter of the following year.

第四條評估範圍及方式

本公司董事會評估之範圍，包括整體董事會、個別董事成員及功能性委員會之績效評估。評估之方式可包括董事會內部自評、董事成員自評、同儕評估、委任外部專業機構、專家或其他適當方式進行績效評估。

Article 4 Range and method of evaluation

The range of evaluation on the board of the Company covers the evaluation on the board as a whole, individual directors and functional committees. The evaluation method may include internal self-evaluation by the

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board, self-evaluation by directors, peer evaluation, entrusting external professional institutions, experts or other proper methods to conduct performance evaluations.

第五條評估之執行單位

本公司董事會或功能性委員會績效評估之執行單位，應明確瞭解受評估單位之運作情形，並具備公平、客觀且獨立之角色。

Article 5 Unit of evaluation execution

The unit executing the performance evaluation on the board or functional committees of the Company shall fully understand the operations of the assessed units and shall have the roles of impartiality, objectivity and independence.

第六條評估程序

本公司董事會績效評估程序說明如下：

- 一、確立當年度受評估之單位、期間及範圍(如整體董事會、個別董事成員、各功能性委員會等)。
- 二、確立評估之方式(如:董事會或功能性委員會內部自評、董事會或功能性委員會成員自評、委託外部專業機構、專家評估等)。

三、挑選適當之評估執行單位。


由各執行單位收集董事會活動相關資訊，並分發填寫附表一「董事會成員考核自評問卷」、附件二「董事會績效考核自評問卷」及附表三「功能性委員會績效考核自評問卷」等相關自評問卷，最後由股務人員將資料統一回收後，針對第八條評估指標之評分標準，記錄評估結果報告，送交董事會報告檢討、改進。

Article 6 Evaluation procedures

The procedures for the board performance evaluation of the Company is described as follows:

- I. Determine the units to be subject to evaluation, the period and the scope of evaluation in the current year, e.g. the board of directors as a whole, individual board members, each functional committee, etc.
- II. Confirming the evaluation method (e.g.: internal self-evaluation by the board or functional committee, self-evaluation by the member of the board and functional committee, entrusting external professional institutions or experts to conduct evaluation).
- III. Selecting proper unit of evaluation execution.

The execution unit collects information of the board's activities and distributes "Self-Assessment Questionnaire of Directors Performance Evaluation" shown in Appendix 1, "Self-evaluation Questionnaire of Board Performance Evaluation" shown in Appendix 2, and the Questionnaire of Self-Evaluation of Performance of the Functional Committee in Appendix 3 to be completed. The stock affair personnel recycles the questionnaires and records the evaluation result in accordance with the score stipulated in the evaluation indicator in Article 8. The results will then submitted to the board Meeting on the first quarter in the next year for review and improvement.

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第七條外部專業機構、專家

本公司若安排執行董事會績效評估的外部評估機構或外部專家學者團隊，應符合下列規定：

外部評估機構主要為承辦有關董事會相關教育訓練課程、提升企業公司治理等服務的相關機構或管理顧問公司，應具公信力之風評，有必要之專業知能，有能力撰寫評估報告，至少應有型式上及實質上之獨立性，且不應採用由受評單位之成員所引薦之團體。

- 一、外部專家學者團隊，應聘任至少3位具董事會或公司治理實務及理論領域之專家或學者，評估公司董事會績效評估執行情況，並撰寫外部評估分析報告。

Article 7 External professional institutions and experts

Where the board arranges for an external evaluation institution or experts to conduct board performance evaluation, the Company shall comply with the following guidelines:

- I. The external evaluation institution shall mainly be the institution or management consulting Company that undertakes educational training courses for the board and services to improve corporate governance. The institution shall have the reputation of credibility, necessary professional knowledge and capacity, ability to prepare evaluation reports, formal and actual independence, and shall not adopt the group introduced by the members of the assessed unit.
- II. The team of external experts shall hire at least 3 experts or scholars that have a specialty in the practice and theory of the board of Directors and corporate governance. These experts assess the execution of the board performance evaluation of the Company and prepare the external evaluation analysis report.

第八條評估指標及評分標準

考量本公司狀況，本公司董事會(或功能性委員會)績效評估之衡量項目，至少應包括下列五大面向：

- 一、對公司營運之參與程度。
- 二、提升董事會決策品質。
- 三、董事會組成與結構。
- 四、董事會成員的選任及持續進修。
- 五、內部控制。

董事會成員(或功能性委員會)績效評估之衡量項目應至少包括下列六大面向：

- 一、對公司目標與任務之掌握。
- 二、董事會成員(或功能性委員會)職責認知。
- 三、對公司營運之參與程度。
- 四、內部關係經營與溝通。
- 五、董事會成員(或功能性委員會)之專業及持續進修。
- 六、內部控制。

功能性委員會績效評估之衡量項目應至少含括下列五大面向：

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一、對公司營運之參與程度。

二、功能性委員會職責認知。

三、提升功能性委員會決策品質。

四、功能性委員會組成及成員選任。

五、內部控制。

績效評估之衡量項目，會依據本公司實際運作及需求，適時調整訂定符合本公司執行績效評估之內容，並由薪酬委員會定期檢討及提出建議。評分之標準，依各衡量面向的重要性，採取以題項計分之方式評分。

Article 8 Evaluation indicators and score standards

After taking the Company status into consideration, the measurement items on the performance evaluation on the board (or members of functional committees) of the Company shall at least include the following five aspects:

- I. Involvement level in the operations of the Company.
- II. Improve the quality of the decision making of the board.
- III. Formation and structure of the board.
- IV. Election and continuous training for directors.
- V. Internal control.


The measurement items of the performance evaluation on directors (or members of functional committees) of the Company shall at least include the following six aspects:

- I. Control over the goal and mission of the Company.
- II. Cognition of the responsibility of directors (or member of functional committee).
- III. Involvement level in the operations of the Company.
- IV. Internal relationship management and communication.
- V. Professional and continuous training for directors (or members of functional committees).
- VI. Internal control.

The criteria for evaluating the performance of functional committees should cover, at a minimum, the following five aspects:

- I. Participation in the operation of the company.
- II. Awareness of the duties of the functional committee.
- III. Improvement of quality of decisions made by the functional committee.
- IV. Makeup of the functional committee and election of its members.
- V. Internal control.

The measurement items of the performance evaluation will be timely adjusted based on the actual operation and requirement of the Company in order to stipulate the evaluation content that complies with the performance evaluation of the Company, subject to regular reviews and constructive comments of the remuneration

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committee. As for the standard of the scores, this is determined by the scoring of each question based on the importance of each measurement aspect.

第九條董事會遴選董事參考

本公司董事會遴選或提名獨立董事時，應將個別董事績效評估結果作為遴選之參考依據；並將個別董事績效評估結果作為訂定其個別薪資報酬之參考依據。

Article 9 Reference for the election of directors by the board

When the board of the Company elects or nominates independent directors, the board shall take the results of the performance evaluation on the individual directors as the reference, and shall base its determination of an individual director's remuneration on the evaluation results of his or her performance.

第十條年報資訊揭露

本公司於年報中揭露訂定董事會績效評估辦法，及每年董事會績效評估之執行情形，並說明評估方式。

本公司若由外部機構、專家執行董事會績效評估，則應於年報中揭露外部評估機構、專家姓名與專家專業說明，並說明該外部機構、專家是否與本公司有業務往來及是否具備獨立性。

Article 10 Disclosure of annual reports

The Company discloses the Rules for the board of Directors Performance Evaluation and the execution status of the performance evaluation on the board every year in annual reports, as well as describing the evaluation method.

Where the performance evaluation on the board of the Company is conducted by external institution or experts, the Company shall disclose the name of the institution or experts, their specialty description and describe whether or not the external institution or experts have business engagements with the Company and whether or not the external institution or experts are independent.

第十一條揭露方式

本公司所訂定之董事會績效評估辦法，揭露於公開資訊觀測站及本公司網站，以供查詢。

Article 11 Disclosure method

The Rules for board of Directors Performance Evaluation enacted by the Company are disclosed in the Market Observation Post System and on the Company website for inquiry.

第十二條施行

本辦法(含附件)經董事會討論通過後施行，修正時亦同。

Article 12 Implementation


These Rules (including appendix) shall be implemented after the approval by the board, and the same shall be applied to the amendments to these Rules.

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董事會績效考核自評問卷

Self-assessment Questionnaire of Board of Directors Performance Evaluation


考核項目 Assessment Items	考核結果 Result	備註 Remarks
A. 對公司營運之參與程度 Participation in the operation of the company		
1. 各董事平均實際出席董事會情形 (不含委託出席) <u>良好</u> The attendance of directors (only attend in person)is in <u>good condition</u>	<u>1 2 3 4 5</u>	
2. <u>董事出席股東會之情形良好</u> The directors attendance at the shareholders meeting is in <u>good condition.</u>	<u>1 2 3 4 5</u>	
3. 董事於董事會前事先瞭解及閱讀會議資料 The director understands and reviews the meeting materials before the board meeting	<u>1 2 3 4 5</u>	
4. 董事與經營團隊的 <u>互動情形良好</u> The interaction between directors and management team is in a good condition	<u>1 2 3 4 5</u>	
5. 董事會有 <u>確實督導公司</u> 遵循法令及實務守則情形 The board has <u>indeed supervise the company</u> to follow the laws and codes of practice situations	<u>1 2 3 4 5</u>	
6. <u>公司之所有的董事</u> 都在董事會上做出有效的貢獻 Everydirectors <u>of the company</u> make effective contributions to the board of directors	<u>1 2 3 4 5</u>	
7. 董事會持續推動訂定公司治理相關辦法、支持公司參與公司評量、充分保障股東權益等，以提升公司治理 The board of directors enhance corporate governance through the action s of drawing the relevant by-laws, supporting corporate governance assessment, protecting the right of share holder	<u>1 2 3 4 5</u>	

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<p>8. 董事會成員對公司、公司經營團隊及公司所屬產業有足夠之瞭解 Every directors understand the company, the management team and the industry well</p>	<p><u>1 2 3 4 5</u></p>	
<p>考核項目 Assessment Items</p>	<p>考核結果 Result</p>	<p>備註 Remarks</p>
<p>9. 董事能確實評估、監督公司存在或潛在之各種風險。董事能對內控制度之執行與追蹤狀態予以討論 The directors indeed evaluate, examine all risk, existence or potential, of the company. The directors discuss the situation of execution and deficiency improvement of internal control system</p>	<p><u>1 2 3 4 5</u></p>	
<p>10. 董事有與簽證會計師進行充分溝通及交流(如遇有會計新公報實施或財報有重大調整事項時，需開會討論。每年至少兩次董事會邀請會計師列席，針對年報及半年報討論，以充分了解公司財務狀況。) The board of directors regularly communicate with CPA (When new accounting standards are published or there are material adjustments to financial statements, directors should meet to discuss. CPAs shall be present at two or more board meetings in a year to provide opinions on annual and semi-annual financial statements to be fully aware of the company's financial position.)</p>	<p><u>1 2 3 4 5</u></p>	
<p>11. 公司董事長或董事成員或經理人是否未因違反證券交易法、公司法、銀行法、金融控股公司法、商業會計法，或因犯貪汙、瀆職、詐欺、背信、侵占之罪經起訴？ Have directors, managers never been sued for breaching Securities and Exchange Act, Company Act, The Banking Act of The Republic of China, Financial Holding Company Act, Business Entity Accounting Act or prosecuted for committing corruption, malfeasance, fraud, breach of trust, misappropriation, etc.?</p>	<p><u>1 2 3 4 5</u></p>	

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<p>12. 董事會<u>有</u>定期且<u>徹底</u>的檢視經營團隊的管理績效， 並及時給予獎懲 The board of directors regularly and thoroughly review the management team's performance</p>	<p><u>1 2 3 4 5</u></p>	
<p>考核項目 Assessment Items</p>	<p>考核結果 Result</p>	<p>備註 Remarks</p>
<p>13. 董事會能充分且及時的取得企業營運的績效報告， 並快速掌握各項不利趨勢 The board of directors adequately and timely get the operations result of the Company and also know all adverse trends well</p>	<p><u>1 2 3 4 5</u></p>	
<p>B.提升董事會決策品質 Improvement of the quality of the board of directors' decision making</p>		
<p>14. 董事會<u>有</u>建置公司的核心價值觀(紀律、使命、榮譽、願景等理念)，<u>且能</u>明確地設定公司所有策略性目標 The board of directors establish the core value of the company (discipline, mission, honor, vision..etc.) and set explicit strategic objectives of the company</p>	<p><u>1 2 3 4 5</u></p>	
<p>15. 公司<u>有</u>適當討論<u>且</u>訂定策略計畫及年度預算流程 The strategic plan and annual budgets process have been set with appropriate discussion</p>	<p><u>1 2 3 4 5</u></p>	
<p>16. 董事會<u>召開</u>頻率適當 The frequency of board meeting conven is appropriate</p>	<p><u>1 2 3 4 5</u></p>	
<p>17. 公司<u>提供</u>予董事會的資訊<u>完整、及時</u>，<u>且</u>具一定品質，使董事會(包含獨立董事)能夠順利履行其職責 The company provide quality and timely information in a certain format to help the board of directors(Includes independent directors) to perform it's duties</p>	<p><u>1 2 3 4 5</u></p>	

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<p>18. <u>董事會</u>之會議紀錄適當地記錄討論內容，以及適當的記錄個人或集體的保留意見或關切</p> <p>The content of discussion is recorded appropriately on the minutes of board meeting. The minutes also includes individual or collective reservation opinions and concerns</p>	<p><u>1 2 3 4 5</u></p>	
<p>考核項目 Assessment Items</p>	<p>考核結果 Result</p>	<p>備註 Remarks</p>
<p>19. <u>公司</u>提交到董事會決議的討論議案適當</p> <p>All motions submitted to the board of directors for resolution are appropriate</p>	<p><u>1 2 3 4 5</u></p>	
<p>20. 董事會安排的議程中，<u>各項議案</u>皆分配適當的討論時間，<u>以利董事</u>有充分時間討論</p> <p>All motions are allocated sufficient time for the board of directors to discuss</p>	<p><u>1 2 3 4 5</u></p>	
<p>21. 董事會提供良好的溝通管道，能適當的與獨立董事溝通</p> <p>The board of directors establish a good communication channel to independent directors, and communicate sufficiently</p>	<p><u>1 2 3 4 5</u></p>	
<p>22. 董事會提供良好的溝通管道，能適當的與獨立董事溝通</p> <p>The board of directors establish a good communication channel to independent directors, and communicate sufficiently</p>	<p><u>1 2 3 4 5</u></p>	
<p>23. 相關議案若遇有需董事利益迴避者，<u>董事均</u>自行迴避或主席<u>已確實</u>要求該董事予以迴避，<u>並作成會議紀錄</u></p> <p>The director whose interest conflict respect to the motion voluntary evade to vote or the chairman has indeed to require the director to evade. The avoidance also has been record on the minutes</p>	<p><u>1 2 3 4 5</u></p>	

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<p>24. 董事會、董事成員、各功能性委員會有定期且有效率的執行績效評估</p> <p>The board of directors, directors, and functional committees evaluate self performance regularly and efficiency</p>	<p>1 2 3 4 5</p>	
<p>C. 董事會組成與結構 Composition and structure of the board of directors</p>		
<p>考核項目 Assessment Items</p>	<p>考核結果 Result</p>	<p>備註 Remarks</p>
<p>25. 董事會已設置<u>足夠的獨立董事席次</u>，且其人數符合相關規定 (例如：<u>董事長或總經理及相當層級者(最高經理人)為同一人、互為配偶或一親等親屬時，宜增加獨立董事席次，且過半數董事未兼具員工或經理人身分</u>)</p> <p>The company has set up enough independent director seats and it number meets the requirement of relative regulations</p>	<p>1 2 3 4 5</p>	
<p>26. <u>董事會成員組成適當並已具備決策過程所需專業</u> <u>Membership of the board of directors is appropriate and has the expertise required for the decision-making process</u></p>	<p>1 2 3 4 5</p>	
<p>27. 董事會建置適當且足夠的功能性委員會 The board of directors has established proper and sufficient functional committees</p>	<p>1 2 3 4 5</p>	
<p>28. 現有的各項功能性委員會，有能力履行董事會委任之職責 The existing functional committees are capable of fulfilling the duties assigned by the board of directors.</p>	<p>1 2 3 4 5</p>	

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<p>29. 公司依據公司發展需求制定並落實董事會成員多元化之政策</p> <p>The company establish a diversity policy of the composition of the board of directors which based on the need of development of the company</p>	<p><u>1 2 3 4 5</u></p>	
<p>30. 公司之董事間不超過二人具有配偶或二親等以內之親屬關係，使董事會成員能客觀獨立運作</p> <p>There don't exist more than two of directors have a spousal relationship or a familial relationship within the second degree of kinship would make board members opearting objectively and independently</p>	<p><u>1 2 3 4 5</u></p>	
<p>D.董事之選任及持續進修 Election and continuing education of the directors</p>		
<p>考核項目 Assessment Items</p>	<p>考核結果 Result</p>	<p>備註 Remarks</p>
<p>31. 公司制定有嚴謹與透明之選任董事程序及接班人計畫</p> <p>The process of director election proper and transparency</p>	<p><u>1 2 3 4 5</u></p>	
<p>32. 董事會成員選任程序，係依據公司董事成員多元化政策衡量標準來進行</p> <p>All directors elected in accordance with the diversity policy of the board of directors composition</p>	<p><u>1 2 3 4 5</u></p>	
<p>33. 董事會成員選任程序，依公司實際需求，充分考量董事成員之各項技能、知識和經歷範疇；獨立董事任期已連續三屆者，應考量是否損及其獨立性</p> <p>The procedures for selecting board members should fully consider the skills, knowledge and experience of board members in accordance with the actual needs of the company. Independent directors have been re-elected for three terms and should consider whether they have lost their independence</p>	<p><u>1 2 3 4 5</u></p>	

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<p>34. 董事會對於新任董事有適當的就任說明，使新任董事了解其職責及熟悉公司運作及環境</p> <p>The board of directors help the new-elected directors to understand his/her duties and the operation of the company</p>	1 2 3 4 5	
<p>35. 董事會成員選任程序，係將個別董事績效評估結果納入考量</p> <p>The procedure for selecting board members is to take into account the results of individual directors performance evaluation</p>	1 2 3 4 5	
<p>36. 董事已在各自專業能力以外之範圍進修多元化之課程，於每年進行適當之進修時數</p> <p>All directors except their own professional abilities have taken a variety of courses and appropriate training hours each year.</p>	1 2 3 4 5	
<p>考核項目</p> <p>Assessment Items</p>	<p>考核結果</p> <p>Result</p>	<p>備註</p> <p>Remarks</p>
<p>37. 公司有一個正式董事培訓時數的紀錄與持續性的專業發展計畫，讓董事可以強化其知識與技能</p> <p>There a formal director training plan to help the directors to enhance his/her skill and knowledge</p>	1 2 3 4 5	
<p>E. 內部控制 Internal control</p>		
<p>38. 董事會確實將對管理階層的風險評估與控制融入企業的決策過程</p> <p>The board of directors does integrate risk assessment and control of management into the decision-making process of the enterprise</p>	1 2 3 4 5	
<p>39. 董事會能有效的評估與監督各項內部控制制度及風險管理的有效性?</p> <p>The board of directors evaluate and monitor the effective of internal control system and risk assessment</p>	1 2 3 4 5	

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40.	<p>董事會通過之內部控制制度有包含五大要素/原則，且涵蓋所有營運活動及交易循環之控制作業</p> <p>The internal control system which approved by the board of directors, include the five elements/principles and also cover all operation actives and transaction</p>	<p><u>1 2 3 4 5</u></p>	
41.	<p>公司之稽核主管/總稽核列席董事會並提出內部稽核業務報告，且將稽核報告（含追蹤報告）依規定交付或通知審計委員會及獨立董事</p> <p>The internal auditor officer sits in on the board meeting and report the audit result. Are the audit results(including follow-up) submitted to audit committee and independent directors</p>	<p><u>1 2 3 4 5</u></p>	
<p>考核項目</p> <p>Assessment Items</p>		<p>考核結果</p> <p>Result</p>	<p>備註</p> <p>Remarks</p>
42.	<p><u>內部稽核人員之任免、考核、薪酬應提報董事會或由稽核主管簽報董事長認定</u></p> <p>The appointment, removal, assessment and remuneration of internal auditors shall be submitted to the board of directors or reported to the chairman by the auditor</p>	<p><u>1 2 3 4 5</u></p>	
43.	<p>會計師有提供非審計服務時，各項安排適當以確保會計師的客觀性與獨立性</p> <p>The board of directors make appropriate arrangements to ensure the objectivity and independence of CPA when CPA providing non-audit services</p>	<p><u>1 2 3 4 5</u></p>	

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<p>44. 董事會的董事針對公司會計制度、財務狀況與財務報告、稽核報告及其追蹤情形予以了解及監督</p> <p>The board of directors understand and supervise the accounting policy, financial situation, financial statements, audit result and the follow-up actions</p>	<u>1 2 3 4 5</u>	
<p>其他補充說明(additional remark)</p>		
<p>綜合評語(summary judgment)</p>	<p>(由董事長評核)(Assessed by the Chairman)</p>	

註 1: 各項指標考核結果評分無法充分表達，可於備註欄位說明。

If the result of any assessment item could not be expressed clearly, please explain it in the remarks.

註 2: 評估期間為受評年度自 1 月 1 日至 12 月 31 日止。

The assessment period is Jan. 1st to Dec. 31th of every assessed year.

註 3: 執行評估結果，應於次一年度第一季結束前完成

Note 3: The evaluations shall be completed before the end of the first quarter of the following year.

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董事成員考核自評問卷

Self-Assessment Questionnaire of Directors Performance Evaluation


考核項目 Assessment Items	考核結果 Result	備註 Remarks
A. 公司目標與任務之掌握 Control over the goal and mission of the Company		
1. 董事確實了解公司的核心價值觀(如紀律、使命、榮譽、願景等理念) The director understands the core value of the company (discipline, duty, honor and vision)	<u>1 2 3 4 5</u>	
2. 董事對於董事會設定之公司所有策略性目標是否有明確的了解? Whether or not the director fully understands all strategic goals of the Company established by the board?	<u>1 2 3 4 5</u>	
3. 董事明確了解公司所處產業之特性及風險 The director understands the characteristics and risks of the industry that the company engages in	<u>1 2 3 4 5</u>	
B. 董事職責認知 Cognition of responsibilities of directors		
4. 董事是否已充分了解董事的法定義務? Whether or not the director fully understands the legal obligations of a director/supervisor?	<u>1 2 3 4 5</u>	
5. 董事 (含新任)是否已了解其職責及熟悉公司運作及環境? Whether or not the director (including newly appointed ones) full understands his/her responsibilities and be familiar with the operations and environment of the Company?	<u>1 2 3 4 5</u>	
6. 董事對於執行董事職務時所獲取的公司內部相關資訊，確實會遵守保密義務 The director abides by the obligations of confidentiality for internal information of the company acquired from performing the duty of director	<u>1 2 3 4 5</u>	

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考核項目 Assessment Items	考核結果 Result	備註 Remarks
<p>7. 公司董事是否未因違反證券交易法、公司法、銀行法、金融控股公司法、商業會計法，或因犯貪汙、瀆職、詐欺、背信、侵占之罪經起訴？</p> <p>Whether or not the director of the Company is sued for violation of Securities and Exchange Act, Company Act, Banking Act, Financial Holding Company Act, Business Entity Accounting Act or committing offense of corruption, malfeasance, fraud, breach of trust, or embezzlement? (please conduct self-evaluation and the Company shall confirm the evaluation)</p>	1 2 3 4 5	
C.對公司營運之參與程度 Participation in the operation of the company		
<p>8. 董事實際出席董事會情形（不含委託出席）</p> <p>Actual attendance in to board Meeting of the director (does not include proxy attendance)</p>	1 2 3 4 5	
<p>9. 董事於董事會前事先瞭解及閱讀會議資料</p> <p>The director understands and reviews the meeting materials before the board Meeting</p>	1 2 3 4 5	
<p>10. 董事投入於董事會相關事務之時間是否足夠？</p> <p>Whether or not the director invests sufficient time in board matters?</p>	1 2 3 4 5	
<p>11. 董事在董事會上是否做出有效的貢獻？例如對於議案提出具體建議等。</p> <p>Whether or not the director/supervisor makes solid contributions in the board Meeting? Such as proposing solid suggestions to proposals</p>	1 2 3 4 5	
<p>12. 董事收受會議紀錄時，<u>詳細閱讀紀錄內容，並確認其已適當地記錄討論內容及個人或集體的保留意見或關切</u></p> <p>The director reviews the correctness of minutes upon reception, <u>read records content, and make sure it has been properly recorded discussions and individual or group reservations or concern</u></p>	1 2 3 4 5	

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考核項目 Assessment Items	考核結果 Result	備註 Remarks
13. 董事對公司、公司經營團隊及公司所屬產業有清楚瞭解，以進行專業且適當之判斷 The directors have a clear understanding of the company, its management team and its industries in order to make professional and appropriate judgments.	<u>1 2 3 4 5</u>	
14. 董事是否確實評估、監督公司存在或潛在之各種風險? Whether or not the director firmly assesses and monitors the existing or potential risks of the Company?	<u>1 2 3 4 5</u>	
15. 董事是否未兼任 3 家以上公司的董監事職務? Whether or not the director does not concurrently serve as the position of director/supervisor of more than 3 companies?	<u>1 2 3 4 5</u>	
D.內部關係經營與溝通 Internal relationship management and communication		
16. 董事與經營團隊的互動情形良好 The director has good interaction with the management team	<u>1 2 3 4 5</u>	
17. 董事與其他董事成員有良好的溝通 The director has good communications with other directors	<u>1 2 3 4 5</u>	
18. 董事與簽證會計師已進行充分溝通及交流 Directors and exchanges with certified public accountants to fully communicate and exchange	<u>1 2 3 4 5</u>	
E.董事之專業及持續進修 Election and continuing education of the directors		
19. 董事具備董事會決策執行所需的專業 The director has the professional skills required to execute the decisions made by the board	<u>1 2 3 4 5</u>	
20. 董事每年進行適當之進修時數 The director obtains the required training hours every year	<u>1 2 3 4 5</u>	

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考核項目 Assessment Items	考核結果 Result	備註 Remarks
21. 董事有持續進修公司治理相關課程 The director continues to take training records related to corporate governance	<u>1 2 3 4 5</u>	
22. 董事持續進修多元化之課程，並強化其專業知識與技能 The director continues to take diverse training courses to enhance professional knowledge and skills	<u>1 2 3 4 5</u>	
F. 內部控制 Internal control		
23. 相關議案若遇有需董事利益迴避者，董事已確實予以迴避 The director has indeed shied away from it when there is conflict of interests in related proposals	<u>1 2 3 4 5</u>	
24. 董事已有效的評估與監督各項內部控制制度及風險管理的有效性 The director effectively assesses and monitors the effectiveness of internal control systems and risk management	<u>1 2 3 4 5</u>	
25. 董事針對公司會計制度、財務狀況與財務報告、稽核報告及其追蹤情形能予以了解及監督? The director understands and monitors the internal system of the Company, financial reports, audit reports (including tracking reports) and critical financial data	<u>1 2 3 4 5</u>	
G. 其他項目(請自行評估訂定) Other items(please conduct self-evaluation)		
其他補充說明(additional remark)		
綜合評語(summary judgement)	(由董事長評核)(Assessed by the Chairman)	

註1: 各項指標考核結果評分無法充分表達，可於備註欄位說明。
Note 1: Where the score of evaluation for each indicator is unable to fully express the opinion, the description may be made in the column of Note.

註2: 評估期間為受評年度自1月1日至12月31日止。


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Note 2: The evaluation period is between January 1 and December 31 of the year of evaluation.

註3: 執行評估結果，應於次一年度第一季結束前完成

Note 3: The evaluations shall be completed before the end of the first quarter of the following year.

董事Director: _____ (簽章及填表日期) (Signature or Stamp)

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功能性委員會績效考核自評問卷

Self-Assessment Questionnaire of functional committees Performance Evaluation

考核項目 Assessment Items	考核結果 Result	備註 Remarks
A. 對公司營運之參與程度 Participation in the operation of the company		
1. 各委員平均實際出席功能性委員會情形（不含委託出席）良好 <u>Members attendance rate (only attend in person) good</u>	1 2 3 4 5	
2. 委員於會議前有事先閱讀及瞭解會議資料 <u>The members read and understand each proposals before the meeting</u>	1 2 3 4 5	
3. 各委員都在功能性委員會上做出有效的貢獻 <u>Every member make effective contributions to each functional committee</u>	1 2 3 4 5	
4. 各功能性委員會有定期召開會議 <u>Each functional committee has regular meetings</u>	1 2 3 4 5	
B. 功能性委員會職責認知 Awareness of the duties of a director		
5. 功能性委員會的各項職權範圍明確且恰當 <u>The term of reference of function committee clear and proper</u>	1 2 3 4 5	
6. 功能性委員會能確實評估、監督公司存在或潛在之各種風險 <u>The functional committee can certainly assess and oversee the existing and potential various of risk</u>	1 2 3 4 5	
7. 功能性委員會能適時且專業客觀的提出建議提交董事會討論，以供董事會決策參考 <u>The function committee makes solid contributions to the board meeting. Such as proposing solid suggestions to proposals</u>	1 2 3 4 5	
8. 審計委員會與簽證會計師已進行充分溝通及交流 <u>The audit committee fully communicates and exchanges information with certified public accountants</u>	1 2 3 4 5	
9. 審計委員會有定期評估聘任會計師之獨立性及適任性 <u>The audit committee make appropriate arrangements to ensure the objectivity and independence of CPA</u>	1 2 3 4 5	
10. 薪資報酬委員會是有訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。 <u>Remuneration Committee has established and regularly reviewed the policies, systems, standards and structures for performance evaluation and remuneration of directors.</u>	1 2 3 4 5	



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<u>supervisors and managers</u>				
11. 薪資報酬委員會有定期檢討公司董事績效評估標準且提交董事會通過，並依據績效評估結果訂定董事薪資報酬。 The Remuneration committee evaluate the performance of boards of company and submit the result to the board of directors, and determine the directors' salary compensation based on the results of the performance evaluation		1 2 3 4 5		
C. 提升功能性委員會決策品質 Improvement of quality of decisions made by the functional committee				
12. 公司提供予功能性委員會的資訊完整、及時，且具一定品質，使功能性委員會能夠順利履行其職責。必要時有請相關經理人員、內部稽核人員、會計師、法律顧問或其他人員列席 The Company provide quality and timely information in a certain format to help the function committee to perform it's duties? If necessary, invite relevant managers, internal auditors, accountants, legal counsel or other personnel to attend.		1 2 3 4 5		
13. 功能性委員會討論的時間充分 Is the time for discussion sufficient?		1 2 3 4 5		
14. 公司提交到功能性委員會決議的討論議案適當 All proposals of the function committee appropriate		1 2 3 4 5		
15. 相關議案若遇有需成員利益迴避者，該委員已確實予以迴避，並作成會議紀錄(審計委員會之獨立董事成員就涉及自身有利害關係之議案時，應確實說明其利害關係之重要內容，且如有害於公司利益之虞時，討論及表決時應予迴避，且不得代理其他成員行使其表決權) The director whose interest conflict respect to the motion voluntary avoid to vote or follow the avoidance instruction made by the chairman (Independent directors of audit committees shall specify the important contents of their interests when proposing bills involving their own interests, and shall avoid discussing and voting when they are in danger of harming the interests of the company, and shall not exercise their voting rights on behalf of other members)		1 2 3 4 5		
16. 功能性委員會之會議紀錄適當地記錄討論內容，以及適當的記錄個人或集體的保留意見或關切 The minutes of functional committees appropriate		1 2 3 4 5		
17. 各項功能性委員會會議決議，有適當的執行後續追蹤 There appropriate actions follow up for the execution of each resolution		1 2 3 4 5		
18. 各功能性委員會有定期且有效率的執行績效評估 The functional committees evaluate performance regularly and efficiency		1 2 3 4 5		
D. 功能性委員會組成及成員選任 The director's professionalism and continuing education				

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19. 功能性委員會的成員組成適當並已具備決策過程所需專業 Membership of functional committees is appropriate and has the expertise required for the decision-making process	1 2 3 4 5		
20. 功能性委員會成員於任職期間內確實維持其獨立性 The functional committees make appropriate arrangements to ensure the objectivity and independence	1 2 3 4 5		
21. 功能性委員會成員之選任案係依公司實際需求，充分考量董事成員之各項技能、知識和經歷範疇，並將功能性委員會績效評估結果納入考量 All members elected in accordance with the member's skill, knowledge, experience and the evaluation results of his or her performance of the functional committee composition	1 2 3 4 5		
E. 內部控制 Internal control			
22. 審計委員會能有效的評估與監督各項內部控制制度及風險管理的有效性 The functional committee evaluate and monitor the effective of internal control system and risk assessment	1 2 3 4 5		
23. 審計委員會通過之內部控制制度有包含五大要素/原則，且涵蓋所有營運活動及交易循環之控制作業 The internal control system which approved by the functional committee, include the five elements/principles and also cover all operation actives and transaction	1 2 3 4 5		
24. 審計委員會對公司會計制度、財務狀況與財務報告、稽核報告及其追蹤情形予以了解及監督 The functional committees understand and supervise the accounting policy, financial situation, financial statements, audit result and the follow-up actions	1 2 3 4 5		
其他補充說明(additional remark)			
綜合評語 (summary judgment)	由主席評核(Assessed by the Chairman)		
<p>註 1: 各項指標考核結果評分無法充分表達，可於備註欄位說明。 If the result of any assessment item could not be expressed clearly, please explain it in the remarks.</p> <p>註 2: 評估期間為受評年度自 1 月 1 日至 12 月 31 日止。 The assessment period is Jan. 1st to Dec. 31th of every assessed year.</p> <p>註 3: 執行評估結果，應於次一年度第一季結束前完成 The evaluations shall be completed before the end of the first quarter of the following year.</p>			