

111 年度董事會績效外部評估報告

2022 External Evaluation Report on the Board of Directors' Performance

(一)依據：「上市上櫃公司治理實務守則」及本公司「董事會績效評估辦法」規定辦理。

Basis: Conducted in accordance with the "Corporate Governance Best Practice Principles for TWSE/TPEX" and the company's "Self-Evaluation or Peer Evaluation of the Board of Directors."

(二)評估週期 Evaluation Period：

1.內評：董事會每年應至少執行一次董事會內部績效評估。

Internal Evaluation: The board should conduct an internal performance evaluation at least once a year.

2.外評：董事會應至少每三年由外部專業獨立機構或外部專家學者執行評估一次：本(111)年係委託台灣投資人關係協會辦理董事會外部績效評估。

External Evaluation: External evaluation should be conducted the evaluation by an external professional independent organization or external expert/scholar at least once every three years. In the current year (2022), the Taiwan Investor Relations Association was commissioned to conduct the external evaluation of the Board of Directors.

(三)評估期間：自110年11月1日起至111年10月31日止。

Evaluation Period: From November 1, 2021, to October 31, 2022.

(四)評估範圍：針對董事會整體運作情形進行績效評估。

Evaluation Scope: The evaluation covers the overall

operation of the Board of Directors.

- (五)評估方式：包括(1)董事會議事錄、董事會議事規範、董事會運作管理之稽核報告...等文件書面審查。
(2)有關董事會組成及專業發展、董事會決策品質、董事會運作效能、內部控制及風險管理、董事會參與企業社會責任程度，規劃設計評估問卷進行統計分析。(3)針對董事會實際運作及遭遇問題等，實地訪評董事長、獨立董事及相關主管。

The "Taiwan Investor Relations Institute" conducted a performance evaluation of the overall operation of the board. They reviewed relevant documents provided by the company in writing, planned and designed evaluation questionnaires for statistical analysis, and conducted on-site interviews with the Chairman, independent directors, and relevant managers regarding the actual operation and issues encountered by the board.

(六)問卷評估結果 Evaluation Results：

問卷係以1至5之量度評估，1為未能滿足(非常不同意)、5為皆能滿足(非常同意)。

The questionnaire uses a scale from 1 to 5, where 1 indicates "strongly disagree" and 5 indicates "strongly agree."

1、董事會組成及專業發展：

評估分數為 4.52，介於「同意(4)」及「非常同意(5)」之間。

Board Composition and Professional Development:

Scored 4.52, between "agree (4)" and "strongly agree (5)."

2、董事會決策品質：

評估分數為 4.59，介於「同意(4)」及「非常同意(5)」之間。

Decision Quality of the Board: Scored 4.59, between "agree (4)" and "strongly agree (5)."

3、董事會運作效能：

評估分數為 4.48，介於「同意(4)」及「非常同意(5)」之間。

Operational Efficiency of the Board:

Scored 4.48, between "agree (4)" and "strongly agree (5)."

4、內部控制及風險管理：

評估分數為 4.71，介於「同意(4)」及「非常同意(5)」之間。

Internal Control and Risk Management:

Scored 4.71, between "agree (4)" and "strongly agree (5)."

5、董事會參與企業社會責任程度：

評估分數為 4.48，介於「同意(4)」及「非常同意(5)」之間。

Board's Participation in Corporate Social Responsibility:

Scored 4.48, between "agree (4)" and "strongly agree (5)."

(七)實地訪評摘要 Summary of On-Site Interviews：

1、公司於111年8月新任一席女性董事，落實推動性別平等政策，提高女性決策參與董事會運作。

In August 2022, a female director was newly appointed, demonstrating the implementation of gender equality policies and increasing female participation in board operations.

- 2、獨立董事任期皆未超過三屆，且已訂定三年更迭的長遠規劃。

The tenure of independent directors did not exceed three terms, and a long-term plan for a three-year rotation was established.

- 3、董事會組成完整，顯示其職責能明確劃分。

The completeness of the Board's composition indicates clear delineation of responsibilities.

- 4、董事成員經歷豐富，具備產業、學術、財經及法律專業背景，顯示董事會成員多元化，健全董事會結構。

Board members have diverse backgrounds in industry, academia, finance, and law, showcasing a diversified and robust Board structure.

- 5、董事會運作遵循法規執行，重大議題均預先向董事溝通說明，順利達成決議，發揮董事會運作效能。

The Board follows regulatory procedures, with major issues communicated to directors in advance, facilitating smooth resolutions and maximizing operational efficiency.

- 6、董事會重視稽核獨立性及查核結果，並與內部稽核主管直接溝通，有利內部控制發揮功效。

The board values the independence of the audit and communicates directly with the internal audit supervisor, facilitating the effective functioning of internal control.

(八)結論及建議 Conclusion and Recommendations：

- 1、設置「永續發展委員會」：

為因應國際趨勢，企業應由上到董事會、下到各員工，

置

積極落實及推動執行ESG相關措施，建議董事會評估設

「永續發展委員會」之功能性委員會，以持續推動公司永續經營，健全董事會監督功能及強化管理機能。

Establish a "Sustainable Development Committee."

To align with international trends, it is recommended that the Board evaluates the establishment of a functional committee, the "Sustainable Development Committee," to actively implement and promote ESG-related measures from top to bottom within the company. This will enhance the supervisory function of the Board and strengthen management capabilities.

2、獨立董事席次達董事席次三分之一以上：

目前董事會由八席董事及三席獨立董事所組成，獨立董事席次未達董事席次三分之一以上。為符合「上市上櫃公司治理實務守則」規定及精進公司治理精神，建議未來董事會改選時，擴大設置獨立董事席次，使達董事席次三分之一以上，以強化董事會監督功能。

The number of independent director seats should account for over one-third of the board seats.

Currently, the Board consists of eight directors and three independent directors, falling short of over one-third of the Board seats. To comply with the "Corporate Governance Best Practice Principles for TWSE/TPEX" and enhance corporate governance, it is recommended that future Board elections expand the number of independent director seats to achieve over one-third, thereby strengthening the Board's

supervisory function.

3、制訂董事及公司重要管理階層之接班規劃：

公司目前尚未訂定董事及公司重要管理階層之接班規劃；為符合「上市上櫃公司治理實務守則」規定，建議公司訂定董事及公司重要管理階層之接班規劃，由董事會定期評估該計畫之發展與執行，確保公司永續經營，並於公司網站或年報中揭露其接班規劃運作情形。

Formulate succession plans for directors and important management personnel.

The company currently lacks a succession plan for directors and key management. To comply with the "Corporate Governance Best Practice Principles for TWSE/TPEX," it is recommended that the company establish a succession plan for directors and key management. The Board should regularly evaluate the development and execution of the plan to ensure the company's sustainable operation. The details of the succession plan operation should be disclosed on the company's website or in the annual report.

4、統一規劃董事之年度進修課程：

依「上市上櫃公司董事、監察人進修推行要點」規定，新任董事每年須完成至少12小時進修時數、續任董事須完成至少6小時進修時數。為使各董事有效發揮職能，公司應鼓勵董事持續進修，以掌握最新公司治理知識及提高應變能力。建議公司提早並統一規劃董事進修課程，或藉由董事會及功能性委員會等會議時，安排線上或實體進修課程，輔助董事與時俱進獲取新知，以強化董事會職能及增進決策能力。

Implement a unified plan for the annual training courses of directors.

Unify the Planning of Annual Training Courses for Directors:

According to the "Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies," newly appointed directors must complete at least 12 hours of continuing education annually, while reappointed directors must complete at least six hours. To enable directors to effectively fulfill their duties, the company should encourage ongoing education, planning, and unifying director training courses. This can be achieved through online or in-person courses scheduled during board and committee meetings, assisting directors in staying updated on the latest corporate governance knowledge and enhancing their decision-making abilities.