

# 112 年度董事會績效評估報告

## 2023 Board of Directors Performance Evaluation Report

一、依據：本公司「董事會績效評估辦法」規定辦理。

Basis: Conducted in accordance with the "Board of Directors Performance Evaluation Regulations" of the company.

二、評估週期 Evaluation Period：

(一)內評：本公司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.

(二)外評：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(最近一次執行評估為111年度)。

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.

二、評估期間：自111年12月6日至112年12月5日止。

Evaluation Period: From December 6, 2022, to December 5, 2023.

三、評估範圍：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。

The evaluation covers the overall board, individual board members, and the performance evaluation of functional committees.

四、評估方式：包括董事會績效考核自評、董事成員考核自評、功能性委員會績效考核自評。

Evaluation methods: The evaluation includes self-assessment of board performance, self-assessment of board members, and self-assessment of functional committees.

六、評估內容Itemized Evaluation:：

(一)董事會績效考核自評Board Performance Self-Assessment：

董事會績效評量指標包含5大面向，共計38項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示董事會善盡指導及監督公司策略、重大業務及風險管理之責，整體運作情況完善，符合公司治理之要求。

The board's performance evaluation includes 5 major dimensions, comprising a total of 38 indicators. The results, ranging between "Excellent (5)" and "Good (4)," indicate that the board effectively guides and supervises the company's strategies, significant business operations, and risk management, meeting governance requirements.

自評5大面向 5 major dimensions of self-assessment	考核項目 Items for Assessment	評分結果 Results (Point)
A. 對公司營運之參與程度 Participation in the company's operation	12項/items	4.61分/points
B. 提升董事會決策品質 Improvement on the quality of the board of directors' decision making	11項/items	4.60分/points
C. 董事會組成與結構 Composition and structure of the board of directors	6項/items	4.80分/points
D. 董事之選任及持續進修 Election and continued knowledge development of the directors	3項/items	4.70分/points
E. 內部控制	6項/items	4.83分/points

Internal control		
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(二)董事成員考核自評Board Member Self-Assessment：

董事成員考核指標包含6大面向，共計23項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示董事對於各項指標運作之效率與效果，均有正面之評價。

Board member assessment includes 6 major dimensions, with a total of 23 indicators. The results, ranging between "Excellent (5)" and "Good (4)," demonstrate positive evaluations of the efficiency and effectiveness of board members in various operational indicators.

自評6大面向 6 major dimensions of self-assessment	考核項目 Items for Assessment	評分結果 Results (Point)
A. 公司目標與任務之掌握 Familiarity with the goals and missions of the company	3項/items	4. 73分/points
B. 董事職責認知 Awareness of the duties and responsibilities of a director	3項/items	4. 79分/points
C. 對公司營運之參與程度 Participation in the company's operation	8項/items	4. 64分/points
D. 內部關係經營與溝通 Management of internal relationship and communication	3項/items	4. 55分/points
E. 董事之專業及持續進修 The director's	3項/items	4. 85分/points

professionalism and continued knowledge development		
F. 內部控制 Internal control	3項/items	4. 85分/points

(三)審計委員會績效考核自評Audit Committee Self-Assessment：

審計委員會績效考核指標包含5大面向，共計21項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示審計委員會運作完善，符合公司治理之要求能有效增進董事會職能。

The audit committee's performance assessment includes 5 major dimensions, with a total of 21 indicators. The results, ranging between "Excellent (5)" and "Good (4)," indicate the effective operation of the audit committee, aligning with governance requirements and enhancing the board's functions.

自評5大面向 5 major dimensions of self-assessment	考核項目 Items for Assessment	評分結果 Results (Point)
A. 對公司營運之參與程度 Participation in the company's operation	4項/items	4. 92分/points
B. 審計委員會職責認知 Cognition of the audit committee	5項/items	4. 73分/points
C. 提升功能性委員會決策品質 To improve the decision-making quality of the functional committee	7項/items	4. 67分/points
D. 功能性委員會組成及成員選任 Composition and election the	2項/items	4. 83分/points

member of the functional committee		
E. 內部控制 Internal control	3項/items	4.44分/points

(四)薪資報酬委員會績效考核自評Remuneration Committee Self-Assessment：

薪資報酬委員會績效考核指標包含4大面向，共計16項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示薪資報酬委員會運作完善，符合公司治理之要求，能有效增進董事會職能。

The remuneration committee's performance assessment includes 4 major dimensions, with a total of 16 indicators. The results, ranging between "Excellent (5)" and "Good (4)," demonstrate the effective operation of the compensation committee, meeting governance requirements and enhancing the board's functions.

自評5大面向 5 major dimensions of self-assessment	考核項目 Items for Assessment	評分結果 Results (Point)
A. 對公司營運之參與程度 Participation in the company's operation	4項/items	5.00分/points
B. 薪酬委員會職責認知 Cognition of the remuneration committee	4項/items	4.25分/points
C. 提升功能性委員會決策品質 To improve the decision-making quality of the functional committee	6項/items	4.50分/points
D. 功能性委員會組成及成員選任	2項/items	4.50分/points

Composition and election the member of the functional committee		
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## 七、檢討及改進Review and Improvement：

- (一)董事會績效考核自評：B. 提升董事會決策品質，評分為4.60分。秘書處將協調經理部門，審慎研擬提案內容及增進提案品質，提供董事會正確及完整資訊，俾利董事履行監督及審議之職責。

Board Self-Assessment Result of Performance: B. Enhance the quality of board decision-making, scored 4.60. The secretariat will coordinate with the management department to carefully formulate proposal content, improve the quality of proposals, and provide the board with accurate and complete information.

- (二)董事成員考核自評：D. 內部關係經營與溝通，評分為4.55分。針對公司重要議案之審議，秘書處將加強經理部門與董事相互溝通及交流工作，以充分發揮董事會運作效能。

Board Members' Self-Assessment Result of Performance: D. Internal relationship management and communication, scored 4.55. For the deliberation of important proposals, the secretariat will strengthen communication and interaction between the management department and directors, fully leveraging the efficiency of board operations.

- (三)審計委員會績效考核自評：E. 內部控制，評分為4.44。秘書處將協調經理部門，確實檢查、評估內部控制制度之缺失及衡量營運之效率，以確保該制度得以持續有效實施，並協助董事會及管理階層確實履行其責任，進而落實公司治理制度。

Audit Committee's Self-Assessment Result of Performance: E. Internal control, scored 4.44. The secretariat will coordinate with the management department to thoroughly check and evaluate deficiencies in the internal

control system and measure operational efficiency, ensuring the continuous effective implementation of the system.

(四)薪資報酬委員會績效考核自評：B. 薪資報酬委員會職責認知，評分為4.25分。秘書處將協調經理部門，針對董事及經理人績效評估與薪資報酬之制度、標準與結構之聯結，薪資報酬委員會皆能及時正確取得薪酬相關資料及規定，俾利獨立董事履行薪資報酬委員會之職責。

Remuneration Committee Self-Assessment Result of Performance: B. Recognition of the duties of the compensation committee, scored 4.25. The secretariat will coordinate with the management department to obtain timely and accurate compensation-related information and regulations for directors and executives' performance evaluations and compensation committee duties.