

上海商業儲蓄銀行董事會績效評估辦法

董事會秘書室擬定

108.03.23 訂定

109.11.14 修正

第一條（訂定目的及依據）

為落實公司治理並提升本行董事會功能，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」規定訂定本辦法，以資遵循。

第二條（應遵守之規範）

本行董事會之績效評估辦法，其主要評估週期、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。

第三條（評估週期及期間）

本行董事會每年應依據第六條及第八條之評估程序及評估指標執行內部董事會績效評估。

本行董事會績效評估之執行，每三年得依據第七條由外部專業獨立機構或外部專家學者團隊執行評估一次。

董事會內部及外部績效評估結果，應於受評年度之次一年第一季結束前完成。

第四條（評估範圍及方式）

本行董事會績效評估之範圍，包括整體董事會、功能性委員會及個別董事成員之績效評估。

評估之方式得採董事會內部自評、董事成員自評、委任外部專業機構、專家或其他適當方式進行績效評估。

如年度中遇有董事改選者，績效評估時以在任董事執行相關評估。

第五條（評估之執行單位）

本行內部董事會績效評估之執行單位為提名委員會。

第六條（內部評估程序）

一、董事會績效評估

1. 評估結果由董事會秘書室匯整結果，經提名委員會審議後，提報董事會。
2. 使用表單：「董事會績效考核自評問卷」（附表1），由每位董事填寫對整體董事會之績效評估。

二、功能性委員會績效評估

1. 評估結果由董事會秘書室匯整結果，經提名委員會審議後，提報董事會。
2. 使用表單：「功能性委員會績效考核自評問卷」（附表2），由每位功能性委員會委員填寫對功能性委員會之績效評估。

三、董事績效評估

1. 評估結果由董事會秘書室匯整結果，經提名委員會審議後，提報董事會。
2. 使用表單：「董事成員考核自評問卷」（附表3）：每位董事對自我評量於董事會表現之績效評估。

第七條（外部評估程序）

本行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體，應符合下列規定：

- 一、外部評估機構或外部專家學者團隊應具備專業性及獨立性。
- 二、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。
- 三、外部專家學者團隊，應聘任至少三位董事會或公司治理領域之專家或學者，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。

外部評估結果，由董事會秘書室提交提名委員會審議後，並提報董事會，必要時得請外部評估機構或外部專家學者團隊列席說明。

第八條（評估指標及評分標準）

本行董事會績效評估之衡量項目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、董事之選任及持續進修。
- 五、內部控制。

本行功能性委員會績效評估之衡量項目應包括下列五大面向：

- 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。

董事成員績效評估之衡量項目應，包括下列六大面向：

- 一、公司目標與任務之掌握。
- 二、董事職責認知。
- 三、對公司營運之參與程度。
- 四、內部關係經營與溝通。
- 五、董事之專業及持續進修。
- 六、內部控制。

董事會、功能性委員會及個別董事成員績效評估之指標，依據主管機關相關規範與本行之運作及需求，適時檢討、修正之。

第九條（評估結果運用）

本行董事會績效評估結果應作為遴選或提名董事時之參考依據；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。

第十條（年報資訊揭露）

本行應於年報中揭露每年董事會績效評估之執行情形，內容至少包含評估週期、評估期間、評估範圍、評估方式及評估內容。

本行若由外部機構、專家執行董事會績效評估，應於年報中揭露外部評估機構、專家及其團隊成員與專業說明，以及外部評估機構或專家之獨立性聲明，並說明評估方式、標準與未來改善建議。

第十一條（揭露方式）

本辦法於公開資訊觀測站及公司網站充分揭露，以備查詢。

第十二條（施行）

本辦法經董事會核定後施行，修正時亦同。如係配合主管機關規範修正者，授權常務董事會核定後施行。

上海商業儲蓄銀行 000 年董事會績效考核自評問卷
The Shanghai Commercial & Savings Bank
Questionnaire of Self-Evaluation of Performance of the [YEAR] Board

適用：每位董事對整體董事會之績效評估 評估期間：____年自 1 月 1 日至 12 月 31 日止

Applicable：Each director filling out the performance evaluation of the overall board of directors.

Evaluated period：From 1 Jan to 31 Dec ____ (year)

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results					備註 Note
壹. 對公司營運之參與程度 Participation in the company's operation						
1.各董事平均實際出席董事會情形（不含委託出席）良好(100%為 5 分、99%~81%為 4 分、80%為 3 分、79%~61%為 2 分、60%(含)以下為 1 分) Is it true, on average, an individual director's attendance (not including attendance by proxy) at the board meeting is good. 100%：5 99%~81%：4 80%：3 79%~61%：2 under 60%(include)：1	1	2	3	4	5	由董事會秘書室提供數據 Data provided by the Board of Directors Secretarial office
2.董事出席股東會出席率是否良好?(100%為 5 分、99%~51%為 4 分、50%為 3 分、49%~21%為 2 分、20%(含)以下為 1 分) Are there good that directors attend the shareholders' meeting? 100%：5 99%~51%：4 50%：3 49%~21%：2 under 20%(include)：1	1	2	3	4	5	由董事會秘書室提供數據 Data provided by the Board of Directors Secretarial office
3.董事於董事會前有事先閱讀及瞭解會議資料 Do directors read and understand information about agenda before a meeting?	1	2	3	4	5	
4.董事會與經營團隊有良好之互動情形 Does the board of directors have a positive interaction with the management team?	1	2	3	4	5	
5.董事會有確實督導公司各項法令及實務守則之遵循 Does the board of directors value compliance of all laws and codes of practice?	1	2	3	4	5	
6.公司之所有的董事都在董事會上做出有效的貢獻 Do all directors make validated contributions at the board meetings?	1	2	3	4	5	
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	1	2	3	4	5	

Does the board of directors continually promote establishment of policies on corporate governance, support the company's participation in the corporate evaluation, and make every possible attempt to protect shareholders' right and interest?						
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 Do board members have a clear understanding of the company, its management team and the industry in which the company operates?	1	2	3	4	5	
9.董事能確實評估、監督公司存在或潛在之各種風險，且對內控制度之執行與追蹤狀態予以討論 Do directors diligently assess and keep track of existing or potential risks to the company? Is the board of directors involved in discussion of implementation and follow-up status of the internal control system?	1	2	3	4	5	
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) Do directors engage in communications and exchanges with CPAs? (When new accounting standards are published or there are major 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.)	1	2	3	4	5	由董事會秘書室提供數據 Data provided by the Board of Directors Secretarial office
11.董事會會有定期且徹底的檢視經營團隊的管理績效，並及時給予獎懲 Does the board of directors perform regular and thorough examinations of the administrative performance of the operation team and make timely decisions on awards or punishments?	1	2	3	4	5	
12.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 Does the board of directors have full and timely access to the performance report of business operation and is it able to get a big picture of adverse developments in a timely fashion?	1	2	3	4	5	
貳.提升董事會決策品質 Improvement on the quality of the board of directors' decision making						
13.董事會有建置公司的核心價值觀(紀律、使命、榮譽、願景等理念)，且能明確地設定公司所有策略性目標? Does the board of directors help build the company's core value (philosophies such as discipline, mission, honor and vision), and clearly define all the strategic goals for the company?	1	2	3	4	5	

14. 公司有適當討論且訂定策略計畫及年度預算流程 Does the company have proper discussions over and establish a proper schedule for its strategic plan and annual budgets?	1	2	3	4	5	
15. 董事會召開頻率適當(6次(含)以上為5分、5次為4分、4次為3分、3次為2分、2次(含)以下為1分) Are there six or more board of directors' meetings in a year? above 6 times(include) : 5 5 times : 4 4 times : 3 3 times : 2 under 2 times(include) : 1	1	2	3	4	5	由董事會秘書室提供數據 Data provided by the Board of Directors Secretarial office
16. 公司提供予董事會的資訊完整、及時、且具一定品質，使董事會(包含獨立董事)能夠順利履行其職責 Is the board of director being provided with timely information in the form and of the quality at an adequate level to enable the board (include independent directors) to perform its functions?	1	2	3	4	5	
17. 董事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 Do minutes of the board meetings properly reflect what has been discussed at the meetings, and any qualified opinion or concerns expressed and raised by individual director or in unanimity?	1	2	3	4	5	
18. 董事會安排的議程中，各項議案皆分配適當的討論時間，以利董事有充分時間討論 Is an appropriate amount of time being allocated for discussion of each important issue identified on the meeting agenda, and are these issues being adequately discussed?	1	2	3	4	5	
19. 公司提交到董事會決議的討論議案適當 Does the board of directors receive appropriate proposals for discussion and resolution at the meeting?	1	2	3	4	5	
20. 董事會議案中依法應提董事會討論事項已由全體獨立董事出席 Do all independent directors attend the board meeting with respect to the matters which must be approved by resolutions at the meeting?	1	2	3	4	5	證券交易法第14條之2 Article 14-2 of Securities and Exchange Act
21. 董事會提供良好的溝通管道，能適當的與獨立董事溝通 Does the board of directors have an effective communication channel to enable the board to properly communicate with independent directors?	1	2	3	4	5	
22. 各項董事會會議決議，是否有適當的執行後續追蹤? Have resolutions made at board meetings been properly followed up?	1	2	3	4	5	

23. 相關議案若遇有需董事利益迴避者，董事均自行迴避或主席已確實要求該董事予以迴避，並作成會議紀錄 When an issue on the agenda requires recusal of a director to avoid conflict of interest, does the director recuse him/herself or does the meeting chairperson demand his/her recusal and keep a record?	1	2	3	4	5
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? Do the board of directors, its members and functional committees regularly and effectively conduct performance evaluations?	1	2	3	4	5
參. 董事會組成與結構 Composition and structure of the board of directors					
25. 董事會是否已設置足夠的獨立董事席次，且其人數符合相關規定? Does the board has enough independent directors, and does the number of independent directors meet the applicable requirements?	1	2	3	4	5
26. 公司之獨立董事具備應有之專業知識，且於任職期間內確實維持其獨立性 Do the independent directors have professional knowledge and maintain their independence during the tenure?	1	2	3	4	5
27. 董事會建置適當且足夠的功能性委員會 Does the board have adequate and sufficient functional committees?	1	2	3	4	5
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? Are the existing functional committees capable of performing the functions authorized by the board of directors?	1	2	3	4	5
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? Has the company established the policy on diversity of board members based on the needs of company development?	1	2	3	4	5
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(完全沒有者 5 分，2 人有關係者 4 分，3 人有關係者 3 分，4 人有關係者 2 分，5 人以上有關係者 1 分) Is it true no two directors of the company are spouses or relatives within the second degree of kinship? No such situation : 5 Two directors : 4 Three directors : 3 Four directors : 2 Above five directors : 1	1	2	3	4	5
31. 董事會成員組成適當並已具備決策過程所需專業 Are the members of board are appropriately formed and have the required expertise in the decision-making process?	1	2	3	4	5

肆.董事之選任及持續進修 Election and continued knowledge development of the directors

32.公司制定有嚴謹與透明之選任董事程序及接班人計畫 Has the company established a rigorous and transparent procedure of new directors' election and succession plans?	1	2	3	4	5
33.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 Are all proposals of election of board members proceeded with in accordance with the evaluation standards in the company's policies on diversity of board members?	1	2	3	4	5
34.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 Are all proposals of election of board members take into account the results of individual directors' performance evaluation?	1	2	3	4	5
35.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 Do the incumbent members of the board, in terms of board makeup, have adequate skills, knowledge and experiences that would satisfy the company's current needs? If the independent director has been in office for three consecutive terms, the company shall consider whether his/her independence has been compromised?	1	2	3	4	5
36.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? Does the board provide a proper orientation to a new director to enable him or her to understand his or her duties and to familiarize him or her with the company's operation and environment?	1	2	3	4	5
37.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 Have the directors attended a variety of courses beyond their respective professional capabilities and the required hours of advanced studies in a year?	1	2	3	4	5
38.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 Are there formal records showing hours of training a director has received, and a continued professional development program through which directors enhance their knowledge and skills?	1	2	3	4	5

伍.內部控制 Internal control

39.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 Have risk assessment and control for the management been included	1	2	3	4	5
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in the company's policy-making process?					
40.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 Does the board of directors effectively evaluate and supervise the effectiveness of various internal control systems and risk control measures?	1	2	3	4	5
41.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？ Do the internal control systems approved by the board of directors include the five major elements/principles, and cover the control operation for all operational activities and transaction cycles?	1	2	3	4	5
42.公司總稽核有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）依規交付或通知審計委員會及各獨立董事 Is the company's chief audit officer present at the board meeting and does he or she submit an internal audit operation report, and submit the audit report, including follow-up report, to audit committee, and independent directors or have them notified of the report in accordance with regulations?	1	2	3	4	5
43.內部稽核人員之任免、考核、薪酬由稽核主管簽報董事長認定？ Shall the appointment, dismissal, performance evaluation and remuneration of internal auditors be signed by the chief auditor to chairman of the board?	1	2	3	4	5
44.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？ In case where a CPA provides non-audit services, are there appropriate arrangements in place to ensure the CPA will act objectively and independently?	1	2	3	4	5
45.董事會的董事針對公司內部控制制度之有效性、公司會計制度、財務狀況與財務報告、防制洗錢及打擊資恐內部控制報告、法遵報告、稽核報告及其追蹤情形予以瞭解及監督 Do directors of the board take actions to understand and supervise the company's the overall efficacy of the internal control system , accounting system, financial position and financial reports, internal control system reports of Anti-Money Laundering and Countering Terrorism Financing, compliance reports , audit reports and their follow-up?	1	2	3	4	5
其他補充說明 Others (Determine what to be included, if any, on your own)					

董事/Director: _____ (簽章/Signature)

日期/Date: _____

註 1：考核結果分為 5 個等級之方式呈現，考核等級原則說明如下：

The evaluated results are presented in five levels. The evaluated criteria are as follows:

數字 1：極差(非常不同意)；數字 2：差(不同意)；數字 3：中等(普通)；數字 4：優(同意)；數字 5：極優(非常同意)。

Number 1: Very poor (very disagree); Number 2: Poor (disagree); Number 3: Medium (normal); Number 4: Excellent (consent); Number 5: Extremely Excellent (very agree).

註 2：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 evaluation results of an individual item to be evaluated are not a full indication of what is being evaluated, add more information in the note column.

◎衡量指標自評結果(以下由董事會秘書室填寫)：

自評結果	項目數(A)	分數(B)	權重(C)	小計(D)	總分(T)
壹.對公司營運之參與程度	12		30%		
貳.提升董事會決策品質	12		20%		
參.董事會組成與結構	7		20%		
肆.董事之選任及持續進修	7		10%		
伍.內部控制	7		20%		

※ $D = B/A * C$ ，T 為各項自評結果 D 之加總

單位主管：

承辦人：

適用：功能性委員會之績效評估 評估期間：____年自 1 月 1 日至 12 月 31 日止

Applicable：Each director filling out the performance evaluation of the functional committee.

Evaluated period：From 1 Jan to 31 Dec ____ (year)

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results					備註 Note
壹. 對公司營運之參與程度 Participation in the company's operation						
1. 各委員平均實際出席委員會情形 (不含委託出席) 良好?(出席率達 80%者為 3 中等) Is it true, on average, an individual member's attendance (not including attendance by proxy) at the committee is good. 100% : 5 99%~81% : 4 80% : 3 79%~61% : 2 under 60%(include) : 1	1	2	3	4	5	
2. 委員於會議前有事先閱讀及瞭解會議資料 Do the members read and understand meeting materials before the functional committee meeting?	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 Do the members make validated contributions at the functional committee meetings?	1	2	3	4	5	
4. 各委員會有定期召開委員會 Do the functional committees convene the meeting regularly?	1	2	3	4	5	
貳. 功能性委員會職責認知 Cognition of the functional committee						
5. 功能性委員會的各項職權範圍明確且恰當 Are the functional committee's scopes of authority clearly and appropriately established?	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 Does the committee diligently assess and keep track of existing or potential risks to the company?	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 Does the functional committee timely,	1	2	3	4	5	

professionally and objectively submit proposals to the board of directors for discussion as the references for decision-making by the board of directors?						
8. 審計委員會與簽證會計師已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) Do the members of audit committee engage in communications and exchanges with CPAs? (When new accounting standards are published or there are major adjustments to financial statements, directors should meet to discuss.)	1	2	3	4	5	僅審計委員會適用 Applicable to audit committee only.
9. 審計委員會有定期評估聘任會計師之獨立性及適任性 Does the audit committee regularly evaluate the independence, and performance of certificated of hiring accountants?	1	2	3	4	5	僅審計委員會適用 Applicable to audit committee only.
10. 薪資報酬委員會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。(董事及經理人薪資報酬之決定不宜與財務績效表現重大悖離) Does the remuneration committee prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors and managerial officers? (The decision on the remuneration of directors and managers should not be significantly different from the financial performance)	1	2	3	4	5	僅薪資報酬委員會適用 Applicable to remuneration committee only.
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 Does the remuneration committee regularly review the performance evaluation criteria of the directors and submits them to the board of directors for approval, and determine the directors' salary compensation based on the results of the performance evaluation?	1	2	3	4	5	僅薪資報酬委員會適用 Applicable to remuneration committee only.
12. 提名委員會有制定董事會成員及高階經理人所需之專業知識、技術、經驗及性別等多元化背景暨獨立性之標準，並據以覓尋、審核及提名董事及高階經理	1	2	3	4	5	僅提名委員會適用 Applicable to Nominating

<p>人候選人。</p> <p>Nominating committee lay down the standards of independence and a diversified background covering the expertise, skills, experience, gender, etc. of members of the board and senior executives, and finding, reviewing, and nominating candidates for directors and senior executives based on such standards.</p>						committee only.
<p>參.提升功能性委員會決策品質 To improve the decision-making quality of the functional committee</p>						
<p>13. 公司提供予功能性委員會的資訊完整、及時，且具有一定品質，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</p> <p>Is the functional committee being provided with timely information in the form and of the quality at an adequate level to enable the committee to perform its functions? When necessary, managers, internal auditors, certified public accountants, attorneys, or other professionals retained by this committee may also be invited to attend the meeting as non-voting participants and to make explanatory statements.</p>	1	2	3	4	5	
<p>14. 功能性委員會討論的時間充分</p> <p>Does the functional committee spend sufficient time on discussion at the meeting?</p>	1	2	3	4	5	
<p>15. 公司提交到功能性委員會決議的討論議案適當</p> <p>Does the functional committee receive appropriate proposals for discussion and resolution at the meeting?</p>	1	2	3	4	5	
<p>16. 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(審計委員會或薪酬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)</p> <p>When an issue on the agenda requires recusal of a member to avoid conflict of interest, does the member recuse him/herself and keep a record? (If an independent director member of the audit committee or remuneration committee has a personal interest in</p>	1	2	3	4	5	

any agenda item, the director shall explain the essential content of the interest. If the director's personal interest is likely to prejudice the interest of the company, the director member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other independent director member.)						
17. 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 Do minutes of the committee properly reflect what has been discussed at the meetings, and any qualified opinion or concerns expressed and raised by individual director or in unanimity?	1	2	3	4	5	
18. 各項功能性委員會會議決議，有適當的執行後續追蹤 Have resolutions made at the functional committee been properly followed up?	1	2	3	4	5	
19. 各功能性委員會有定期且有效率的執行績效評估 Does the functional committee regularly and effectively conduct performance evaluations?	1	2	3	4	5	
肆.功能性委員會組成與成員之選任 Composition and election the member of the functional committee						
20. 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 Are the members of the functional committee are appropriately formed and have the required expertise in the decision-making process?	1	2	3	4	5	
21. 功能性委員會成員於任職期間內確實維持其獨立性 Do the members of functional committee maintain their independence during their tenure?	1	2	3	4	5	
22. 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 Do the members of the functional committee, in terms of committee makeup, have adequate skills, knowledge and experiences that would satisfy the company's current needs, and take into account the performance evaluation results of the functional committee?	1	2	3	4	5	
23. 提名委員會有訂定並定期檢討董事進修計畫及董事與高階經理人之繼任計畫	1	2	3	4	5	僅提名委員會適用 Applicable to

Nominating committee establish and review on a regular basis programs for director continuing education and the succession plans of directors and senior executives.						Nominating committee only.
伍.內部控制 Internal control						
24. 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 Does the audit committee effectively evaluate and supervise the effectiveness of various internal control systems and risk control measures?	1	2	3	4	5	僅審計委員會適用 Applicable to audit committee only.
25. 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？ Do the internal control systems approved by the audit committee include the five major elements/principles, and cover the control operation for all operational activities and transaction cycles?	1	2	3	4	5	僅審計委員會適用 Applicable to audit committee only.
26. 審計委員會對於內部控制制度之有效性、公司會計制度、財務狀況與財務報告、防制洗錢及打擊資恐內部控制報告、法遵報告、稽核報告及其追蹤情形予以瞭解及監督？ Do the members of the audit committee take actions to understand and supervise the company's the overall efficacy of the internal control system ,accounting system, financial position and financial reports, internal control system reports of Anti-Money Laundering and Countering Terrorism Financing, compliance reports , audit reports and their follow-up?	1	2	3	4	5	僅審計委員會適用 Applicable to audit committee only.
27. 功能性委員會委員重視各項法令及實務守則之遵循 Do the functional committee members value the compliance of all laws, regulations and codes of practice?	1	2	3	4	5	
28. 功能性委員會委員對於執行職務所獲取之公司內部資訊遵守保密義務 Are the functional committee members keeping confidentiality the internal information =of the company they have obtained during performance of their duties?	1	2	3	4	5	

其他補充說明 Others (Determine what to be included, if any, on your own)

董事/Director: _____ (簽章/Signature)

日期/Date: _____

註1：考核結果分為5個等級之方式呈現，考核等級原則說明如下：The evaluated results are presented in five levels. The evaluated criteria are as follows:

數字1：極差(非常不同意)；數字2：差(不同意)；數字3：中等(普通)；數字4：優(同意)；數字5：極優(非常同意)。
Number 1: Very poor (very disagree); Number 2: Poor (disagree); Number 3: Medium (normal); Number 4: Excellent (consent); Number 5: Extremely Excellent (very agree).

註2：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 evaluation results of an individual item to be evaluated are not a full indication of what is being evaluated, add more information in the note column.

◎衡量指標自評結果(以下由董事會秘書室填寫)：

自評結果	項目數(A)	分數(B)	權重(C)	小計(D)	總分(T)
壹.對公司營運之參與程度	4		30%		
貳.功能性委員會職責認知	審計 5		20%		
	薪酬 5				
	提名 4				
	其他 3				
參.提升功能性委員會決策品質	7		20%		
肆.功能性委員會組成及成員選任	提名 4		10%		
	其他 3				
伍.內部控制	審計 5		20%		
	其他 2				

※ $D = B/A * C$ ，T為各項自評結果D之加總

審計委員會共24項、薪資報酬委員會共21項、提名委員會共21項，風險管理委員會共19項
單位主管： 承辦人：

上海商業儲蓄銀行 000 年董事成員考核自評問卷
The Shanghai Commercial & Savings Bank

Questionnaire of Self-Evaluation of Performance of [YEAR] Board Members

適用：每位董事對自我表現之績效評估 評估期間：____年自 1 月 1 日至 12 月 31 日止

Applicable：Each director filling out the performance evaluation of the him/herself.

Evaluated period：From 1 Jan to 31 Dec ____ (year)

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results					備註 Note
壹. 公司目標與任務之掌握 Familiarity with the goals and missions 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） Do directors understand the company's core value (philosophies such as discipline, mission, honor and vision)?	1	2	3	4	5	
2. 董事對於董事會設定之公司所有策略性目標有明確的了解？ Do directors clearly understand all the strategic goals of the company defined by the board of directors?	1	2	3	4	5	
3. 董事明確了解公司所處產業之特性及風險 Do directors understand the characteristics and risks of the industry in which the company operates business?	1	2	3	4	5	
貳. 董事職責認知 Awareness of the duties and responsibilities of a director						
4. 董事已充分了解董事的法定義務？ Do directors understand the legal obligations a director needs to perform?	1	2	3	4	5	
5. 新任董事已了解其職責及熟悉公司運作及環境 Do new directors understand their duties and responsibilities and the operation and environment of the company?	1	2	3	4	5	
6. 董事對於執行董事職務時所獲取的公司內部相關資訊，確實遵守保密義務？ Are directors keeping in confidentiality the internal information of the company they have obtained during performance of their duties?	1	2	3	4	5	
參. 對公司營運之參與程度 Participation in the company's operation						
7. 董事實際出席董事會情形良好（不含委託出席）（100%為 5 分、99%~81%為 4 分、80%為 3 分、79%~61%為 2 分、60%(含)以下為 1 分）	1	2	3	4	5	由董事會秘書室提供數據 Data provided

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results					備註 Note
Is it true, on average, an individual director's attendance (not including attendance by proxy) at the board meeting is good? 100% : 5 99%~81% : 4 80% : 3 79%~61% : 2 under 60%(include) : 1						by the Board of Directors
8. 董事於董事會前已閱讀及瞭解會議資料，以利董事會議時能夠充分履行其職責 Do directors understand and read meeting materials before a board meeting for the board to perform its functions?	1	2	3	4	5	
9. 董事投入於董事會相關事務之時間足夠 Do directors spend sufficient time on matters relating to the board of directors?	1	2	3	4	5	
10. 董事在董事會上做出有效的貢獻？例如對於議案提出具體建議等。 Do directors make validated contributions at the board meetings, e.g. provide specific suggestions on proposals?	1	2	3	4	5	
11. 董事收受會議紀錄時，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 Do directors read the meeting minutes after receipt of the documents, and any qualified opinion or concerns expressed and raised by individual director or in unanimity?	1	2	3	4	5	
12. 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 Do directors have a clear understanding of the company, its management team and the industry in which the company operates to make professional and appropriate judgment?	1	2	3	4	5	
13. 董事已確實評估、監督公司存在或潛在之各種風險，且對內控制度之執行與追蹤情形予以討論 Do directors diligently assess and keep track of existing or potential risks to the company? Are directors involved in discussion of implementation and follow-up status of the internal control system?	1	2	3	4	5	
14. 董事未兼任多家公司的董監事職務 Is it true no director concurrently acts as director or supervisor in multiple companies?	1	2	3	4	5	
肆. 內部關係經營與溝通 Management of internal relationship and communication						
15. 董事會與經營團隊的互動情形良好 Does the board of directors have a positive interaction with the	1	2	3	4	5	

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results					備註 Note
management team?						
16. 董事與其他董事成員有良好的溝通 Do directors have good communications with other board members?	1	2	3	4	5	
17. 董事與簽證會計師已進行充分溝通及交流 Do directors engage in communications and exchanges with CPAs?	1	2	3	4	5	
伍. 董事之專業及持續進修 The director's professionalism and continued knowledge development						
18. 董事具備董事會決策執行所需的專業 Do directors have the professionalism required in the board's implementation of decisions?	1	2	3	4	5	
19. 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 Have directors attended a variety of courses beyond their respective professional capabilities and the required hours of advanced studies in a year?	1	2	3	4	5	
20. 董事有持續強化其專業知識與技能 Do directors continue to strengthen their professional knowledge and skills?	1	2	3	4	5	
陸. 內部控制 Internal control						
21. 相關議案若遇有需董事利益迴避者，董事已確實予以迴避? When an issue on the agenda requires recusal of a director to avoid conflict of interest, does the director recuse him/herself?	1	2	3	4	5	
22. 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 Do directors effectively evaluate and supervise the effectiveness of various internal control systems and risk control measures?	1	2	3	4	5	
23. 董事針對公司內部控制制度之有效性、會計制度、財務狀況與財務報告、防制洗錢及打擊資恐內部控制報告、法遵報告、稽核報告及其追蹤情形能予以了解及監督 Do directors take actions to understand and supervise the company's the overall efficacy of the internal control system , accounting system, financial position and financial reports, internal control system reports of Anti-Money Laundering and Countering Terrorism Financing, compliance reports, audit reports and their follow-up?	1	2	3	4	5	
其他補充說明 Others (Determine what to be included, if any, on your own)						

考核項目 Evaluation Items	考核結果(打✓) Evaluation Results	備註 Note
董事/Director: _____(簽章/Signature) 日期/Date: _____		

註1: 考核結果分為5個等級之方式呈現, 考核等級原則說明如下:

The evaluated results are presented in five levels. The evaluated criteria are as follows:

數字1: 極差(非常不同意); 數字2: 差(不同意); 數字3: 中等(普通); 數字4: 優(同意); 數字5: 極優(非常同意)。
 Number 1: Very poor (very disagree); Number 2: Poor (disagree); Number 3: Medium (normal); Number 4: Excellent (consent); Number 5: Extremely Excellent (very agree).

註2: 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 evaluation results of an individual item to be evaluated are not a full indication of what is being evaluated, add more information in the note column.

◎衡量指標自評結果(以下由董事會秘書室填寫):

自評結果	項目數(A)	分數(B)	權重(C)	小計(D)	總分(T)
壹.公司目標與任務之掌握	3		20%		
貳.董事職責認知	3		10%		
參.對公司營運之參與程度	8		30%		
肆.內部關係經營與溝通	3		10%		
伍.董事之專業及持續進修	3		10%		
陸.內部控制	3		20%		

※ $D = B/A * C$, T 為各項自評結果 D 之加總

單位主管:

承辦人: