

## 上海商業儲蓄銀行 000 年董事會績效考核自評問卷

## The Shanghai Commercial &amp; 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
<b>壹. 對公司營運之參與程度 Participation in the company's operation</b>						
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	
<b>貳.提升董事會決策品質 Improvement on the quality of the board of directors' decision making</b>						
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	
<b>參.董事會組成與結構 Composition and structure of the board of directors</b>						
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	

<b>肆.董事之選任及持續進修 Election and continued knowledge development of the directors</b>						
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	
<b>伍.內部控制 Internal control</b>						
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	

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：