

**同欣電子工業股份有限公司**  
**董事會績效評估辦法**  
**Tone Hsing Electronic Industries, Ltd.**  
**Rules for Performance Evaluation of Board of Directors**

第一條：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「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: To implement corporate governance and enhance the Company's board functions, and to set forth performance objectives to improve the operation efficiency of the board of directors, the Rules is established pursuant to Article 37 of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” for compliance therewith.

第二條：本公司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。各功能性委員會應至少每年執行一次內部委員會績效評估之規範。

Article 2: The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the regulations governing the board performance evaluation shall be subject to the Rules. Each functional committee shall exercise the rules that governing performance evaluation for internal committees at least once a year.

第三條：本公司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。

本公司董事會績效評估之執行，應至少每三年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，應於次一年度第一季結束前完成。

Article 3: The board of directors of the Company shall conduct an internal board performance evaluation every year according to the evaluation procedures and the evaluation indexes in Articles 6 and Article 8 of the Rules.

The board performance evaluation of the Company shall be conducted by an external independent professional institution or a team of external experts and scholars at least once every three years.

The internal and external board performance evaluation results shall be completed before the end of the first quarter of the following year.

第四條：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: The scope of the board evaluation covers the evaluation of the board as a whole, individual directors and functional committees. Methods of evaluations include the internal evaluation of the board, self-evaluation by individual board members, peer evaluation, and evaluation by appointed external professional institutions, experts, or other appropriate methods.

第五條：本公司內部董事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。

功能性委員會評估之執行單位，由獨立董事組成之委員會為評估之執行單位。

Article 5: The execution unit conducting internal evaluations of the board of directors shall have an adequate understanding of the operation of the unit subject to evaluation and shall play a fair, impartial and independent role.

The unit performing the evaluations of functional committees shall be composed of independent directors.

第六條：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（如董事會內部自評、董事成員（自我或同儕）自評、同儕評估、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。

四、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「董事會績效評估自評問卷」、

附表二「董事成員績效評估自評問卷」或

附表三「功能性委員會績效評估自評問卷」等相關自評問卷，

最後由統籌之執行單位或董事會秘書室將資料統一回收後，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: The procedures for the board performance evaluation are 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. Determine the method of evaluation. ( e.g. internal evaluation of the board, self-evaluation by the board members of themselves or peers, peer evaluation, and evaluation by an appointed external professional institution and experts, etc.)

III. Select the suitable units to conduct the evaluations.

IV. The units performing evaluations will collect information about the activities of the board of directors and distribute self-evaluation questionnaires such as:

Annex 1: the questionnaire of “Self-Performance Evaluation of the Board”.

Annex 2: the questionnaire of “Self-Performance Evaluation of Board Members”.

Annex 3: the questionnaire of “Self-Performance Evaluation of the Functional Committee”.

The unit responsible for evaluation or the secretariat of the board will then collect all information, give scores based on the evaluation indexes in Article 8, record the evaluation results in a report, and submit the report to the board of directors for discussion and improvement.

第七條：本公司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：

- 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 3 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。

Article 7: When appointing an external evaluation institution or panel of external experts and scholars to conduct evaluations of board performance, the Company shall comply with the following guidelines:

- I. The external evaluation institution or team of external experts and scholars shall be professional and independent.
- II. The external evaluation institution shall be an institution or management consulting firm mainly engaging in the provision of services for educational and training programs for board of directors and improvement of corporate governance of enterprises.
- III. The team of external experts and scholars shall appoint at least three experts or scholars specialized in the fields of board of directors or corporate governance to conduct evaluations of board performance of the Company and prepare external evaluation analysis reports.

第八條：本公司應考量公司狀況與需要訂定董事會績效評估之衡量項目，並至少應含括下列五大面向：

- 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、董事的選任及持續進修。
- 五、內部控制。

董事成員（自我或同儕）績效評估之衡量項目應至少含括下列六大面向：

- 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。

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：

- 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。

董事會績效評估之指標，應依據本公司之運作及需求訂定符合且適於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，依公司需求修正及調整，亦可依各衡量面向採比重加權之方式評分。

Article 8: The Company shall take into consideration its condition and needs when establishing the criteria for evaluating the performance of the board of directors, which should cover, at a minimum, the following five aspects:

1. Participation in the operation of the company;
2. Improvement of the quality of the board of directors' decision making;
3. Composition and structure of the board of directors;
4. Election and continuing education of the directors;
5. Internal control.

The criteria for evaluating the performance of the board members (on themselves or peers), should cover, at a minimum, the following six aspects:

1. Alignment of the goals and missions of the Company;
2. Awareness of the duties of a director;
3. Participation in the operation of the Company;
4. Management of internal relationship and communication;
5. The director's professionalism and continuing education;
6. Internal control.

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

1. Participation in the operation of the Company;
2. Awareness of the duties of the functional committee;
3. Improvement of quality of decisions made by the functional committee;
4. Composition of the functional committee and election of its members;

## 5. Internal control.

The indexes of board performance evaluation shall be determined based on the operation and needs of the Company, and suitable and appropriate for evaluations by the Company. The remuneration committee shall conduct the regular reviews for the aforementioned affairs and provide the constructive comments.

Scoring criteria may be modified and adjusted based on the Company's needs. The weighted scoring method may be adopted based on the aspects of evaluation.

第九條：本公司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。

Article 9: When electing or nominating members of the board of directors, the Company shall base its election on the evaluation results of the performance of the board and shall base its determination of an individual director's remuneration on the evaluation results of his or her performance.

第十條：本公司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。

本公司若由外部機構、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。

Article 10: The Company shall disclose how the board performance evaluation has been conducted each year in its annual report, including information covering at least evaluation cycle, evaluation period, scope of evaluation, evaluation method, and what is to be evaluated.

In cases where an external institution or experts are appointed to conduct evaluations of board performance, the Company shall, in the annual report, disclose the external evaluation institution, the experts and their team members, and their expertise, and the statement of independence by the external evaluation institution or experts, and describe the evaluation method, standards and suggestions on improvement to be made.

第十一條：本公司所訂定之績效評估辦法應於公開資訊觀測站及公司網站充分揭露，以備查詢。

Article 11: The performance evaluation regulations established by the Company shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times, to be made available for consultation.

第十二條：本辦法經董事會討論通過後施行，修正時亦同

本規則訂定於中華民國一〇九年八月十一日。

Article 12: The Rules shall take effect after having been discussed and approved by the board of directors.

Subsequent amendments thereto shall be effected in the same manner.

The Rules shall come into force from the August 11, 2020.