

# 達明機器人股份有限公司

## Techman Robot Inc.

### 內部重大資訊處理暨防範內線交易管理作業程序

### Procedures for Handling Material Inside Information and Management of the prevention of insider trading

113.07.30 制訂

114.01.20 修訂

114.03.04 修訂

#### 第一條

為建立本公司良好之內部重大資訊處理及揭露機制，避免資訊不當洩漏，確保本公司對外界發表資訊之一致性與正確性，並強化內線交易之防範，特制定本作業程序，以資遵循。

To establish a robust mechanism for handling and disclosing major internal information of this Corporation, prevent improper information leakage, ensure the consistency and accuracy of information released by this Corporation externally, and enhance the prevention of insider trading, this procedure is formulated for compliance.

#### 第二條

本公司辦理內部重大資訊處理、揭露及防範內線交易之管理，應依有關法律、命令及臺灣證券交易所或證券櫃檯買賣中心之規定及本作業程序辦理。

The management of handling, disclosing, and preventing insider trading of major internal information by this Corporation shall be conducted in accordance with relevant laws, orders, and regulations of the Taiwan Stock Exchange or the Taipei Exchange, and this procedure.

#### 第三條

本作業程序適用對象包含下列各款之人：

- 一、本公司之董事、經理人及依公司法第二十七條第一項規定受指定代表行使職務之自然人。
- 二、持有本公司之股份超過百分之十之股東。
- 三、基於職業或控制關係獲悉消息之人。
- 四、喪失前三款身分後，未滿六個月者。
- 五、從前四款所列之人獲悉消息之人。

前第一、二款之人，包括其配偶、未成年子女及利用他人名義持有者，其於身分喪失後未滿六個月者，亦同。

The scope of application of this procedure includes the following individuals:

1. Directors and managers of this Corporation, and natural persons designated to perform duties on behalf of the company under Article 27, Paragraph 1 of the Company Act.
2. Shareholders holding more than 10% of this Corporation's shares.
3. Persons who have obtained information due to occupational or control relationships.
4. Those who have lost the identity specified in the preceding three items within six months.
5. Persons who have obtained information from individuals listed in the previous four items. The individuals mentioned in the first two items include their spouses, minor children, and those holding shares in the name of others; they are also subject to this procedure within six months of losing their status.

#### 第四條

本作業程序所稱之內部重大資訊由本公司處理內部重大資訊專責單位擬訂。內部重大資訊之範圍如下：

- 一、臺灣證券交易所或證券櫃檯買賣中心對上市櫃公司重大訊息之查證暨公開處理程序所定之重大訊息。
- 二、證券交易法第 36 條之 1 授權訂定相關子法規定應公告或申報之事項。
- 三、證券交易法施行細則第 7 條所定事項。
- 四、證券交易法第 157 條之 1 第 5 項及第 6 項重大消息範圍及其公開方式管理辦法內定義之重大消息。
- 五、研發、製程、技術與管理屬商業機密等知識與文件。

The major internal information referred to in this procedure shall be formulated by the unit responsible for handling major internal information of this Corporation. The scope of major internal information includes:

1. Major information as defined in the procedures for verification and public handling of major information for listed companies set by the Taiwan Stock Exchange or the Taipei Exchange.
2. Matters that must be announced or reported according to the relevant sub-laws authorized under Article 36-1 of the Securities and Exchange Act.
3. Matters stipulated in Article 7 of the Enforcement Rules of the Securities and Exchange Act.

4. Major news as defined in the scope and management methods for the public disclosure of significant news under Article 157-1, Paragraphs 5 and 6 of the Securities and Exchange Act.
5. Knowledge and documents related to research and development, processes, technology, and management that constitute trade secrets.

#### 第五條

本公司由財務部擔任內部重大資訊暨防範內線交易專責單位，其職權如下：

- 一、負責擬訂、修訂本作業程序之草案。
- 二、負責受理有關內部重大資訊處理作業及與本作業程序有關之諮詢、審議及提供建議。
- 三、負責受理有關洩漏內部重大資訊之報告，並擬訂處理對策。
- 四、負責擬訂與本作業程序有關之所有文件、檔案及電子紀錄等資料之保存制度。
- 五、其他與本作業程序有關之業務。

The Finance Department of this Corporation shall serve as the unit responsible for handling major internal information and preventing insider trading, with the following authorities:

1. Responsible for drafting and revising the draft of this procedure.
2. Responsible for handling inquiries, deliberations, and providing suggestions related to the handling of major internal information and this procedure.
3. Responsible for receiving reports related to the leakage of major internal information and formulating handling strategies.
4. Responsible for formulating the preservation system for all documents, files, and electronic records related to this procedure.
5. Other matters related to this procedure.

#### 第六條

- 一、本公司董事、經理人及受僱人應以善良管理人之注意及忠實義務，本誠實信用原則執行業務，並簽署保密協定。
- 二、知悉本公司內部重大資訊之董事、經理人及受僱人不得洩露所知悉之內部重大資訊予他人。
- 三、本公司之董事、經理人及受僱人不得向知悉本公司內部重大資訊之人探詢或蒐集與個人職務不相關之公司未公開內部重大資訊，對於非因執行業務得知本公司未公開之內部重大資訊亦不得向其他人洩露。

1. Directors, managers, and employees of this Corporation shall perform their duties with the care and loyalty of a good manager, adhering to the principles of honesty and integrity, and shall sign confidentiality agreements.
2. Directors, managers, and employees who are aware of this Corporation's major internal information shall not disclose such information to others.
3. Directors, managers, and employees shall not inquire or collect unpublished major internal information of this Corporation unrelated to their duties from persons aware of such information, and shall not disclose unpublished major internal information of this Corporation learned without executing their duties to others.

#### 第七條

- 一、本公司內部重大資訊檔案文件以書面傳遞時，應有適當之保護。以電子郵件或其他電子方式傳送時，須以適當的加密或電子簽章等安全技術處理。
  - 二、公司內部重大資訊之檔案文件，應備份並保存於安全之處所。
1. When delivering documents related to major internal information in written form, appropriate protection measures should be taken. When transmitting via email or other electronic means, appropriate encryption or electronic signatures should be used.
  2. Documents related to major internal information should be backed up and stored in a secure location.

#### 第八條

本公司應確保前二條所訂防火牆之建立，並採取下列措施：

- 一、採行適當防火牆管控措施並定期測試。
- 二、加強公司未公開之內部重大資訊檔案文件之保管、保密措施。

The Company shall ensure the establishment of the firewall stipulated in the previous two articles and take the following measures:

1. Implement appropriate firewall control measures and conduct regular testing.
2. Strengthen the storage and confidentiality measures of this Corporation's unpublished major internal information documents.

#### 第九條

本公司以外之機構或人員因參與本公司併購、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之簽訂，應簽署保密協定，並不得洩露所知悉之本公司內部重大資訊予他人。

Institutions or personnel outside this Corporation participating in mergers, significant memorandums, strategic alliances, other business cooperation plans, or the signing of significant contracts with this Corporation shall sign confidentiality agreements and must not disclose this Corporation's major internal information they have learned to others.

#### 第十條

本作業程序適用對象於實際知悉本公司有重大影響其股票價格及其支付本息能力之消息時，在該消息明確後，未公開前或公開後十八小時內，不得對本公司之上市或在證券商營業處所買賣之股票或其他具有股權性質之有價證券或非股權性質之公司債，自行或以他人名義買入或賣出。

Persons subject to this procedure who become aware of information significantly affecting the stock price of this Corporation and its ability to pay principal and interest shall not buy or sell this Corporation's listed or traded stocks or other equity securities or non-equity bonds in their own name or in the name of others before the information is made public or within eighteen hours after it is made public.

#### 第十一條

重大影響本公司股票價格及支付本息能力之消息範圍包括：

- 一、涉及本公司之財務、業務，對本公司股票價格有重大影響，或對正當投資人之投資決定有重要影響之消息。
  - 二、涉及該證券之市場供求、公開收購，其具體內容對本公司股票價格有重大影響，或對正當投資人之投資決策有重要影響之消息。
  - 三、有重大影響公司支付本息能力之情事者。
- 前項所訂之消息範圍，係依主管機關訂定之「證券交易法第 157 條之 1 第 5 項及第 6 項重大消息範圍及其公開方式管理辦法」定義之。

The scope of information significantly affecting this Corporation's stock price and its ability to pay principal and interest includes:

1. Information related to this Corporation's finances or business that has a significant impact on this Corporation's stock price or is important for legitimate investors' investment decisions.
2. Information involving market supply and demand, public takeovers, with specific content that has a significant impact on this Corporation's stock price or is important for legitimate investors' investment decisions.
3. Situations that significantly affect this Corporation's ability to pay principal and interest. The scope of information mentioned above is defined according

to the "Management Methods for the Public Disclosure of Significant News under Article 157-1, Paragraphs 5 and 6 of the Securities and Exchange Act."

## 第十二條

本公司內部人於獲悉公司財務報告或相關業績內容之日起之股票交易控管措施，包括(但不限於)董事不得於年度財務報告公告前三十日，和每季財務報告公司前十五日之封閉期間交易其股票。

The company's insiders are subject to stock trading control measures from the date they become aware of the company's financial reports or related performance information. These measures include (but are not limited to) prohibiting directors from trading company shares during the blackout periods, which are 30 days prior to the announcement of the annual financial report and 15 days prior to the announcement of each quarterly financial report.

## 第十三條

本公司對外揭露內部重大資訊應秉持下列原則：

- 一、資訊之揭露應正確、完整且即時。
- 二、資訊之揭露應有依據。
- 三、資訊應公平揭露。

本公司決議之重大決策或發生之重要事件符合本作業程序第四條第一項第1款規定，或經專責單位評估確認有對本公司財務、業務、股東權益或證券價格具重大影響之決策或事件時，權責單位應於事實發生日填報重大訊息發布內容並經該單位處級主管評估檢核後，送交專責單位檢視複核，經本公司發言人簽核決行後，於法令規定時限前發布重大訊息。

The Company shall adhere to the following principles when disclosing major internal information externally:

1. The disclosed information should be accurate, complete, and timely.
2. The disclosure of information should be based on evidence.
3. Information should be disclosed fairly.

When a significant decision made by the company or an important event occurs that meets the criteria outlined in Article 4, Item 1, Clause 1 of these procedures, or when a dedicated unit evaluates and confirms that the decision or event has a significant impact on the company's financial status, operations, shareholders' equity, or securities prices, the responsible unit shall, upon the occurrence of the event, fill out the content of the major information release. This should then be evaluated and

reviewed by the unit's supervisory manager and sent to the dedicated unit for further inspection and review. After approval and signature by the company spokesperson, the major information shall be released within the time frame stipulated by the law.

#### 第十四條

- 一、本公司內部重大資訊之揭露，除法律或法令另有規定外，應由本公司發言人或代理發言人處理，並應確認代理順序；必要時，得由本公司負責人直接負責處理。
  - 二、本公司發言人及代理發言人之發言內容應以本公司授權之範圍為限，且除本公司負責人、發言人及代理發言人外，本公司人員，非經授權不得對外揭露內部重大資訊。
1. Except as otherwise provided by laws or regulations, the disclosure of major internal information of this Corporation shall be handled by this Corporation's spokesperson or deputy spokesperson, and the order of succession should be confirmed; if necessary, the responsible person of this Corporation may handle it directly.
  2. The spokesperson and deputy spokesperson shall limit their speech to the scope authorized by this Corporation, and, except for the responsible person, spokesperson, and deputy spokesperson, no other personnel of this Corporation may disclose major internal information externally without authorization.

#### 第十五條

公司對外之資訊揭露應留存下列紀錄：

- 一、資訊揭露之人員、日期與時間。
- 二、資訊揭露之方式。
- 三、揭露之資訊內容。
- 四、交付之書面資料內容。
- 五、其他相關資訊。

本公司發布重大訊息相關文件之電子資料或紙本等相關資料至少五年，內容應涵蓋發布依據及內容、權責與專責單位作業人員與核決主管之簽名與其他相關資訊。

The following records should be kept when this Corporation discloses information externally:

1. Personnel, date, and time of information disclosure.
2. The method of information disclosure.
3. Content of the disclosed information.

4. Content of the delivered written materials.
5. Other relevant information.

The company shall retain electronic or paper records of documents related to the release of major information for at least five years. The records should include the basis and content of the release, the signatures of the responsible and dedicated unit personnel and the approving supervisor, as well as any other relevant information.

#### 第十六條

- 一、本作業程序之適用對象應注意經辦事項如屬重大資訊須公告申報範圍，應於事實發生當日下午下班前敘明事由及檢附相關文件送達財務部依法進行重大訊息發布或公告申報作業。
- 二、屬於一般例行之揭露事項（如：營收公告/稽核申報/董事、股東會後重大訊息…），由申報部門主管核准後公告；屬於非例行之揭露事項（如：主管機關要求說明、特殊或重大事項），由財務長核准後依法進行重大訊息發布或公告申報作業。

1. Persons subject to this procedure should be attentive to whether the matters they handle fall within the scope of major information that must be announced and reported, and should submit relevant documents to the Finance Department by the end of the day the facts occur for the release or announcement of major information in accordance with the law.
2. Routine disclosure matters (e.g., revenue announcements, audit reports, significant information after board or shareholder meetings) shall be announced upon approval by the head of the reporting department; non-routine disclosure matters (e.g., explanations requested by regulatory authorities, special or significant matters) shall be announced or reported in accordance with the law upon approval by the CFO.

#### 第十七條

重大影響股票價格及支付本息能力之消息，其公開方式依「證券交易法第 157 條之 1 第 5 項及第 6 項重大消息範圍及其公開方式管理辦法」規定：

- 一、涉及本公司財務、業務面及支付本息能力之重大消息，其公開方式係指經本公司輸入公開資訊觀測站。
- 二、涉及市場供求之重大消息，其公開方式係指本公司輸入公開資訊觀測站、臺灣證券交易所或證券櫃檯買賣中心基本市況報導網站、及二家以上每日於全國發行報紙之非地方性版面、全國性電視新聞或前開媒體所發行之電子報報導。



The method of public disclosure for information significantly affecting the stock price and the ability to pay principal and interest is regulated by the "Management Methods for the Public Disclosure of Significant News under Article 157-1, Paragraphs 5 and 6 of the Securities and Exchange Act":

1. Significant information related to this Corporation's finances, business aspects, and ability to pay principal and interest shall be publicly disclosed through this Corporation's input into the Market Observation Post System.
2. Significant information involving market supply and demand shall be publicly disclosed through this Corporation's input into the Market Observation Post System, the Taiwan Stock Exchange or Taipei Exchange's basic market report website, and at least two newspapers distributed nationwide, non-localized editions, national television news, or electronic newsletters issued by the aforementioned media.

#### 第十八條

媒體報導之內容，如與本公司揭露之內容不符時，本公司應即於公開資訊觀測站澄清及向該媒體要求更正。

If the content of media reports is inconsistent with this Corporation's disclosed information, this Corporation should promptly clarify on the Market Observation Post System and request the media to correct it.

#### 第十九條

- 一、本公司董事、經理人及受僱人如知悉內部重大資訊有洩漏情事，應儘速向專責單位及內部稽核部門報告。
- 二、專責單位於接受前項報告後，應擬定處理對策，必要時並得邀集內部稽核等部門商討處理，並將處理結果做成紀錄備查，內部稽核亦應本於職責進行查核。

1. Directors, managers, and employees of this Corporation who are aware of any leakage of major internal information should promptly report to the responsible unit and the internal audit department.
2. Upon receiving the aforementioned report, the responsible unit shall formulate handling strategies and may, if necessary, invite the internal audit and other departments to discuss the handling, and record the handling results for reference. The internal audit shall also conduct inspections based on its duties.

#### 第二十條

有下列情事之一者，本公司應追究相關人員責任並採取適當法律措施：

一、本公司人員擅自對外揭露內部重大資訊或違反本作業程序或其他法令規定者。

二、本公司發言人或代理發言人對外發言之內容超過本公司授權範圍或違反本作業程序或其他法令規定者。

本公司以外之人如有洩漏本公司內部重大資訊之情形，致生損害於本公司財產或利益者，本公司應循相關途徑追究其法律責任。

The Company shall hold the relevant personnel accountable and take appropriate legal measures under the following circumstances:

1. If Company personnel disclose major internal information without authorization or violate this procedure or other laws and regulations.
2. If the spokesperson or deputy spokesperson makes statements exceeding this Corporation's authorization scope or violates this procedure or other laws and regulations. If persons outside this Corporation leak this Corporation's major internal information, causing damage to this Corporation's property or interests, this Corporation shall pursue legal liability through relevant channels.

#### 第二十一條

本作業程序納入本公司內部控制制度，內部稽核人員應定期瞭解其遵循情形並作成稽核報告，以落實內部重大資訊處理暨防範內線交易管理作業程序之執行。

This procedure is incorporated into this Corporation's internal control system. Internal audit personnel shall periodically understand the compliance status and prepare audit reports to ensure the implementation of the management procedure for handling major internal information and preventing insider trading.

#### 第二十二條

一、本公司每年至少一次對董事、經理人及受僱人辦理本作業程序及相關法令之教育宣導。

二、對新任董事、經理人及受僱人應適時提供教育宣導。

1. The Company shall conduct educational and promotional activities on this procedure and relevant laws and regulations for directors, managers, and employees at least once a year.
2. Educational and promotional activities should be provided timely for newly appointed directors, managers, and employees.

第二十三條

本公司應建立、維護內部人資料檔案，並依規定期限、方式向主管機關申報。

The Company shall establish and maintain an internal personnel data file and report to the competent authority in the prescribed manner and within the specified time limit.

第二十四條

本作業程序經董事會通過後實施，修正時亦同。

These Procedures, and any amendments to them, shall be implemented upon approval by the board of directors.