

委託書使用須知
INSTRUCTION OF THE USE OF PROXIES

- 一、委託書應依公開發行公司出席股東會使用委託書規則及公司法第177條規定辦理。
The format and content of proxy shall be conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and Article 177 of the Taiwan Company Law.
- 二、股東應使用本公司印發之委託書用紙，委託書與親自出席通知書均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
Please use the Proxy forms here printed by the Company. In case the Company receives both signed proxy and attendance notice from Shareholder, the company will assume the Shareholder will attend the meeting in person unless the Shareholder hands in the proxy statement to the solicitor or the proxy agent.
- 三、委託書應由委託人於格式一或格式二親自填具徵求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人，及股務代理機構受委任擔任委託書之受託代理人者，得以蓋章方式代替之。
Shareholder shall select form 1 or 2 and personally fill in the name of the solicitor or the proxy agent on the proxy, in the case of a trust enterprise or agent for stock affairs acting as the solicitor and an agent for stock affairs mandated to act as the proxy agent of the proxies, seals may be affixed on the proxies instead.
- 四、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。
Solicitor or proxy agent shall sign or seal on the proxy, and fill in the name, identification number, and address. Shareholder's account number shall also be stated.
- 五、徵求委託書之徵求人除使用委託書規則另有規定外，其代理之股數不得超過公司已發行股份總數之3%。
Unless otherwise provided in the Regulations Governing the Use of Proxies, the shares represented by a solicitor shall not exceed 3 percent of the total number of issued shares of the company.
- 六、非屬徵求委託書之受託代理人，所受委託之人數不得超過30人；受3人以上股東委託者，其代理之股數除不得超過其本身持有股數4倍外，亦不得超過公司已發行股份總數之3%。
The proxy agent of non-solicited proxies shall not accept the mandates from more than 30 persons. The shares represented by a proxy agent accepting the mandates from more than 3 shareholders shall, in addition to not representing more than 4 times the number of shares held by it, also not exceed 3 percent of the total number of shares issued by the company.
- 七、委託書應於開會5日前送達本公司股務代理人中國信託商業銀行代理部；委託書送達公司後，股東欲親自出席股東會或欲以電子方式行使表決權者，應於股東會開會2日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The written proxy shall be submitted to the Company's stock agency, the Transfer Agency Department of Chinatrust Commercial Bank, no later than 5 days prior to the meeting date. In case a Shareholder who has submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf intends to attend the general meeting in person or to submit his votes by way of a written ballot or by way of electronic transmission, he shall, at least 2 days prior to the date of the meeting, revoke such proxy. If a Shareholder who has submitted a proxy does not submit such a revocation before the prescribed time, the appointment of that person as his or her proxy and the vote casted by that person as his or her proxy shall prevail.

委託書 Proxy Statement		委託人(股東) Proxy by (Shareholder)	編號 No.	安瑞 Array
<p>格式一 Form 1.</p> <p>(1) 茲委託 君 (須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司101年6月21日舉行之股東常會，代理本股東就會議事項行使股東權利，並得對會議臨時事宜全權處理之。 Know all men by these present, do hereby appoint (shall fill in person) proxy, with full authority to vote and act for the undersigned at 2012 Annual General Meeting of Array Inc. on June 21, 2012.</p> <p>(2) 請將出席簽到卡寄交代理人收執，如因故改期開會，本委託書仍屬有效 (限此一會期)。 Please submit Attendance Card to the proxy agent, it will be effected at any adjournments or postponements of the meeting.</p> <p>此致 安瑞科技股份有限公司 授權日期 年 月 日 To Array Inc. Date of Authorization: _____</p>	<p>格式二 Form 2.</p> <p>(1) 茲委託 君 (須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司101年6月21日舉行之股東常會，代理本股東就下列各項議案行使本股東所委託表示之權利與意見。 Know all men by these present, do hereby appoint (shall fill in person) proxy, with full authority to vote and act for the undersigned at 2012 Annual General Meeting of Array Inc. on June 21, 2012 on the topics designated below: 1. 承認本公司民國100年度決算表冊案： Adoption of the 2011 Business Report and Financial Statements. <input type="checkbox"/> (1) 承認 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 2. 核准本公司民國100年度盈餘分派之議案： To approve the distribution of 2011 profits. <input type="checkbox"/> (1) 承認 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 3. 本公司章程修訂案： To approve the amended and restated of Memorandum and Articles of Association by way of a special resolution. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 4. 修訂本公司股東會議事規則案： To approve the amendment of the rules and procedures of Shareholders meeting. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 5. 修訂本公司取得或處分資產處理程序案： To approve the amendment of procedures for acquisition or disposal assets. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 6. 修訂本公司資金貸與他人作業程序案： To approve the amendment of procedures for lending funds to other parties. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 7. 修訂本公司董事選舉辦法案： To approve the amendment of the rules for election of Directors. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 8. 本公司董事暨獨立董事選舉案。 Election of Directors and independent directors. 9. 解除本公司董事及獨立董事職務案： To grant waiver to the Directors' and Independent Directors' engaging in any business within the scope of the Company's business. <input type="checkbox"/> (1) 贊成 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Agree <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waiver 10. 臨時動議。 Special motions. (2) 本股東對上述議案未勾選者，視為對各該議案表示承認或贊成。 The vote will be treated as agree where there is not any mark. (3) 本股東代理人得對會議臨時事宜全權處理之。 The proxy agent will be fully authorized for the meeting. (4) 請將出席簽到卡寄交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 Please submit the Attendance Card to proxy agent, it will be effected at any adjournments or postponements of the meeting.</p> <p>此致 安瑞科技股份有限公司 授權日期 年 月 日 To Array Inc. Date of Authorization: _____</p>	<p>股東 No.</p> <p>姓名或稱 Name</p> <p>持股票 Shareholding</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>528</p>
		<p>徵求人 Solicitor</p> <p>戶號 No.</p> <p>姓名或稱 Name</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>受託代理人 Proxy agent</p> <p>戶號 No.</p> <p>姓名或稱 Name</p> <p>或身分證 或統一 或身分證 字號 ID No.</p> <p>住址 Address</p>

請於委託書格式一或格式二擇一使用，兩種格式同時使用，視為全權委託。 Please select Form 1 or Form 2 for the proxy, or fully authorization while 2 forms are stated.

Proxy Page