

開 會 通 知 書

Notice for the Convention of 2013 Annual General Meeting of Array Inc.

一、茲訂於民國102年6月14日上午9時30分假台北市信義區光復南路495號(太平洋商務廣場B1會議室)舉行本公司102年股東常會，會議召集事由：(一)報告事項：1.本公司民國101年度營業報告。2.本公司審計委員會查核報告。3.修訂本公司董事會議事規則報告。4.本公司首次採用國際財務報導準則，可分配盈餘調整之情形及特別盈餘公積提列數額報告。(二)承認及討論事項：1.承認本公司民國101年度決算表冊案。2.核准本公司民國101年度虧損撥補案。3.修訂本公司資金貸與他人作業程序案。4.修訂本公司背書保證作業程序案。(三)臨時動議。

A 2013 Annual General Meeting of Array Inc.(the "meeting")will be held on June 14, 2013 at 9:30 am Taiwan time, at B1, Conference Room, No.495 Guang-Fu South Road, 110, Taipei, Taiwan(Pacific Business Square). Agenda of the meeting:I.Report Items:(1)2012 Business report.(2)Audit Committee's review report.(3)To report the amendment of the rules and procedures of Board of Director meeting.(4)To report the influence on retained earnings and the special reserve in compliance with IFRS and apply those adjustments in the first financial statement under IFRS. II.Proposed Resolutions:(1)Adoption of the 2012 Business Report and Financial Statements.(2)Adoption of the proposal "Covering of Losse".(3)To approve the amendment of procedures for lending funds to other parties.(4)To approve the amendment of the procedures for endorsements and guarantees. III.Special motions.

二、依公司章程第46條及臺灣公司法第165條之規定，自102年4月16日起至102年6月14日止停止股票過戶。 Pursuant to Article 46 of the Articles of Association of Array Inc. and Article 165 of the Taiwan Company Law, the shares registration for the transfer of ownership will be suspended during the period from April 16, 2013 to June 14, 2013.

三、檢奉出席通知書及委託書各1份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填受託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。 Enclosed please find the "Attendance Notice" and the "Proxy Page". Please sign or seal in the "Attendance Notice" box if you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy" box to appoint a proxy in writing to attend the meeting on his/her behalf by executing a power of attorney. Please send the written "Proxy" to the Company's stock agency, the Transfer Agency Department of Chinatrust Commercial Bank no later than five (5) days prior to the meeting date for processing the "Attendance Card" to the proxy recipient.

※四、如有股東徵求委託書，本公司將於102年5月14日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直接鍵入(網址：<http://free.sfib.org.tw>)至『委託書公告相關資料免費查詢系統』，點選『查詢委託書公告開會資料由此進入』後，輸入查詢條件即可；如有選舉議案，委託書統計驗證機構為中國信託商業銀行代理部。

The company will compile a summary statement of the relevant information solicited by shareholders through solicitation for the proxy and disclose the content on the website of Securities & Futures Institute (SFI) on May 14,2013. Shareholders can link to the SFI website (<http://free.sfib.org.tw>) for relevant information. The proxies shall be tallied and verified by the Transfer Agency Department of Chinatrust Commercial Bank when there is a proposal for election of directors.

五、敬請 察照辦理為荷。 Please execute as above-mentioned.

此致 貴股東
To Shareholder

安瑞科技股份有限公司 董事會 敬啟
Board of Directors of Array Inc.

第 2 聯
(Second copy)

※※※※※※※※※※※※※※※※
※ 本次股東常會 ※
※ 恕不發放紀念品 ※
※※※※※※※※※※※※※※※※

※※※※※※※※※※※※※※※※
※ No souvenir in this meeting ※
※※※※※※※※※※※※※※※※

* A 1 0 0 5 2 8 *

100-08
台北市中正區重慶南路1段83號5樓
安瑞科技股份有限公司服務代理人
中國信託商業銀行代理部
<https://ecorp.chinatrust.com.tw/cts/index.jsp>
客服語音專線：(02)2181-1911(股票代號：3664)
100-08 5th Floor, NO. 83, Sec. 1, Chungking S. Rd., Taipei, ROC
Transfer Agency of Array Inc.
Transfer Agency Department of Chinatrust Commercial Bank
<https://ecorp.chinatrust.com.tw/cts/index.jsp>
TEL No.:+886-2-2181-1911 (Stock code:3664)

528

開會通知請速詳閱
親自出席無須寄回

(限向郵局窗口交寄) 第 1 聯 (First copy)



國內
郵資已付

台北郵局許可證
台北字第1333號

股東 台啟
Shareholder

102 出席通知書
Attendance Notice

本股東決定親自出席本公司
102年6月14日舉行之股東常
會，請 察照。

Please be informed that I/We
will attend the 2013
Annual General Meeting on
June 14, 2013.

此 致
安瑞科技股份有限公司
To Array Inc.

股東：
戶號

Shareholder
No.

股東：
戶名

Name of
Shareholder

親自出席簽章處
Shareholder
Signature

第 3 聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席

Registration Page

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章 This column is reserved for reception desk	安瑞科技股份有限公司102年股東常會 2013 Annual General Meeting of Array Inc.
中國信託蓋章處 Sealed by Chinatrust	102 出席簽到卡 Attendance Card
	時間：102年6月14日上午9時30分 Time：9:30 a.m. Taiwan time, June 14, 2013 地點：台北市信義區光復南路405號(太平洋商務廣場B1會議室) Venue：B1, Conference Room, No.495 Guang-Fu South Road, 110, Taipei, Taiwan(Pacific Business Square).
	股東戶號： Shareholder No. 持有股數： Shareholding

(郵 遞 區 號：
收 Zip code
件 股東戶名：
人 Shareholder name
股東通訊地址：
Address

安瑞
528 Array(AGM)

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

- 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.
- 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 form printed by the Company. In the case which 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.
- 委託書應由委託人於格式一或格式二親自填寫徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。
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.
- 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.
- 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.
- 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.
- 委託書應於開會5日前送達本公司服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.

※個人資料運用告知條款(Notice on the Use of Personal Information)

「中信銀基於為您於中華民國境內外處理本書件事項之目的，在相關事實、法律關係存續或法令規定之期間，就直接或間接蒐集之您的個人資料，將以書面、音軌及/或電子等形式處理、利用及/或國際傳輸，包括但不限於揭露予公務機關或協助處理本事項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務，中信銀亦可能依法或基於風險管理等因素而得不依您的請求為之。」

“In order for Chinatrust Commercial Bank (CTCB) to handle the matters hereon for you, during the continuance period of relevant facts, contractual or statutory relationship or statutory period, CTCB will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTCB. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or international transmission of the same. Nevertheless, CTCB may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTCB may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.”

委託書 Proxy Statement		委託人(股東) Proxy by (Shareholder)	編號 No. (528)	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102年6月14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 2013 Annual General Meeting of Array Inc. on June 14, 2013 on the topics designated below:</p> <p>1. 承認本公司民國101年度決算表冊案： Adoption of the 2012 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) Adopt <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waive</p> <p>2. 核准本公司民國101年度虧損撥補案： Adoption of the proposal "Covering of Losses". <input type="checkbox"/> (1) 承認 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Adopt <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waive</p> <p>3. 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) Disagree <input type="checkbox"/> (3) Waive</p> <p>4. 修訂本公司背書保證作業程序案： To approve the amendment of the procedures for endorsements and guarantees. <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) Disagree <input type="checkbox"/> (3) Waive</p> <p>5. 臨時動議。 Special motions.</p> <p>(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 no mark.</p> <p>(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.</p> <p>(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 remain valid at any adjournments or postponements of the meeting (only limited to the current fiscal year)</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102年6月14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 2013 Annual General Meeting of Array Inc. on June 14, 2013 on the topics designated below:</p> <p>1. 承認本公司民國101年度決算表冊案： Adoption of the 2012 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) Adopt <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waive</p> <p>2. 核准本公司民國101年度虧損撥補案： Adoption of the proposal "Covering of Losses". <input type="checkbox"/> (1) 承認 <input type="checkbox"/> (2) 反對 <input type="checkbox"/> (3) 棄權 <input type="checkbox"/> (1) Adopt <input type="checkbox"/> (2) Refuse <input type="checkbox"/> (3) Waive</p> <p>3. 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) Disagree <input type="checkbox"/> (3) Waive</p> <p>4. 修訂本公司背書保證作業程序案： To approve the amendment of the procedures for endorsements and guarantees. <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) Disagree <input type="checkbox"/> (3) Waive</p> <p>5. 臨時動議。 Special motions.</p> <p>(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 no mark.</p> <p>(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.</p> <p>(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 remain valid at any adjournments or postponements of the meeting (only limited to the current fiscal year)</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>徵求人 Solicitor</p> <p>戶號 No.</p> <p>姓名或名稱 Name</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>安瑞 Array</p>
		<p>受託代理人 Proxy agent</p> <p>戶號 No.</p> <p>姓名或名稱 Name</p> <p>身分證字號 ID No.</p> <p>住址 Address</p>	<p>簽名或蓋章 Sign or Seal</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