

開 會 通 知 書
Notice for the Convention of 2014 Annual General Meeting of Array Inc.

- 一、茲訂於民國103年6月18日上午9時假台北市大安區羅斯福路四段85號B1洛克廳(集思台大會議中心)舉行本公司103年股東常會，會議召集事由：(一)報告事項：1.本公司民國102年度營業報告。2.本公司審計委員會審查報告。(二)承認及討論事項：1.承認本公司民國102年度決算表冊案。2.核准本公司民國102年度盈餘分配案。3.修訂本公司取得或處分資產處理程序案。4.本公司章程修訂案。5.修訂本公司資金貸與他人作業程序案。(三)臨時動議。
A 2014 Annual General Meeting of Array Inc.(the "meeting")will be held on June 18, 2014 at 9:00am Taiwan time, at B1F, Locke Room, No.85, Sec. 4, Roosevelt Rd., Da'an Dist., Taipei City 100,Taiwan R.O.C. (GIS NTU CONVENTION CENTER). Agenda of the meeting: I. Report Items:(1)2013 Business report. (2)Audit Committee's review report. II. Proposed Resolutions: (1) Adoption of the 2013 Business Report and Financial Statement. (2) To approve the proposals for distribution of 2013 profits. (3) To approve the amendment of procedures for Acquisition or Disposal of Assets. (4) To approve the amended and restated of Memorandum and Articles of Association by way of a special resolution. (5) To approve the amendment of procedures for Lending Funds to other Parties. III. Special motions.
- 二、盈餘分派案主要內容：現金股利每股配發新台幣0.03元，俟本年股東常會決議通過後，由董事會另訂基準日辦理之。
Earnings distribution: Cash dividend of NT\$0.03 per share, subject to the approval of annual shareholders' meeting. The board will determine the release date accordingly.
- 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 CTBC 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103年5月16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(<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。
If shareholders solicit proxies for the Annual General Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of Securities & Futures Institute (SFI) on May 16th, 2014. Shareholders can link to the SFI website (<http://free.sfib.org.tw>) for relevant information.
- 五、本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」。
The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 六、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

Second copy: Application for Cash Dividend Remittance

- 1.If you have a brokerage and a bank account in Taiwan and agree to use the existing bank account registered with the Share Registrar, cash dividend will be remitted to your existing account. There will a NT\$10 processing fee which will be deducted from your dividend payment.
- 2.If you have a brokerage and a bank account in Taiwan and prefer to receive a check, it will be mailed out to you as a registered mail on the day of Dividend Payment Date. A mailing & handling fee of NT\$29 will be deducted from the dividend payment. Please note that checks can only be mailed to addresses in Taiwan.
- 3.If you have a brokerage and a bank account in Taiwan and prefer a different account for this particular dividend payment or make change permanently, please inform CTBC Bank of your new bank account information affixed with your personal stamp/seal on the form attached, before the 2014 Annual General Meeting of Members.

戶名 Name of shareholder	統一編號 ID No.	戶號 Shareholder No.	528
說明事項 一、採用匯款者(限本人帳號)，匯款處理費10元由股東股利款扣除，欲變更或新增記賬帳號者，請於右下方欄位由左方依次填寫後寄回。 二、未採用匯款及無匯款帳號者請於現金股利發放日以掛號郵寄表票寄發。(其中掛號郵費及表處理費合計29元由股東自行負擔)	原登記匯款帳號 Existing banking account registered	現金股利不同意匯入原登記匯款帳號者請於103年股東常會前填妥新銀行帳號並加蓋原留印鑑寄回中國信託代理部更正，同意依原登記帳號匯款者免寄回。	
原留印鑑 Copy Stamp	銀行名稱 Bank Name	銀行代號 Bank Code	銀行存款帳號(分行別、科目、帳號、檢查號碼) Bank Account
	郵局	存簿(H)	700 局號 帳號

第2聯：現金股利匯撥申請書
Second copy: Application for Cash Dividend Remittance

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**本次股東常會
恕不發放紀念品**
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No Souvenir in this Meeting
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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, Chongqing S. Rd., Taipei, ROC
Transfer Agency of Array Inc.
Transfer Agency Department of CTBC Bank Co., Ltd.
<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)



台北郵局許可證
台北字第1333號

股東 台啟
Shareholder

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
(Third copy)

Registration Page

103 出席通知書
Attendance Notice

本股東決定親自出席本公司
103年6月18日舉行之股東常會，請 察照。

Please be informed that I/We
will attend 2014 Annual General
Meeting on June 18, 2014.

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

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

安瑞科技股份有限公司103年股東常會
2014 Annual General Meeting of Array Inc.

中國信託蓋章處
Sealed by CTBC

103 出席簽到卡
Attendance Card

時間：103年6月18日上午9時整
Time: 9:00 a.m. Taiwan time, June 18, 2014
地點：台北市大安區羅斯福路四段85號B1洛克廳(集思台大會議中心)
Venue: B1F, Locke Room, No.85, Sec. 4, Roosevelt Rd., Da'an Dist., Taipei City 100,Taiwan R.O.C. (GIS NTU CONVENTION CENTER).

股東戶號：
Shareholder No.

持有股數：
Shareholding

528 安瑞
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 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.
- 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 CTBC 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. 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103年6月18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 2014 Annual General Meeting of Array Inc. on June 18, 2014 on the topics designated below: 1. 承認本公司民國102年度決算表冊案： Adoption of the 2013 Business Report and Financial Statement. <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 2. 核准本公司民國102年度盈餘分配案： To approve the proposals for distribution of 2013 profits. <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 3. 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 of 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) Disagree <input type="checkbox"/> (3) Waive 4. 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) Disagree <input type="checkbox"/> (3) Waive 5. 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 6. 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 no 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 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103年6月18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 2014 Annual General Meeting of Array Inc. on June 18, 2014 on the topics designated below: 1. 承認本公司民國102年度決算表冊案： Adoption of the 2013 Business Report and Financial Statement. <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 2. 核准本公司民國102年度盈餘分配案： To approve the proposals for distribution of 2013 profits. <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 3. 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 of 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) Disagree <input type="checkbox"/> (3) Waive 4. 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) Disagree <input type="checkbox"/> (3) Waive 5. 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 6. 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 no 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 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>股戶號 No.</p> <p>姓名或名稱 Name</p> <p>持股票號碼 Shareholding</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>簽名或蓋章 Sign or Seal</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>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>

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