

開 會 通 知 書

Notice for the Convention of 2015 Annual General Meeting of Array Inc.

- 一、茲訂於台灣時間西元2015年6月26日上午9時整假台北市信義區於廠路88號6樓607室(松山文創園區)舉行本公司2015年股東常會，會議召集事由：(一)報告事項：1.本公司西元2014年度營業報告。2.本公司審計委員會審查報告。3.訂定道德行為準則報告。4.買回本公司股份之執行情形報告。(二)承認及討論事項：1.承認本公司西元2014年度決算表冊案。2.核准本公司西元2014年度盈餘分派案。3.本公司章程修訂案。4.以特別決議處分子公司北京華耀偉業科技有限公司及其控制下的北京信安世紀科技有限公司事宜。5.修訂本公司取得或處分資產處理程序案。(三)選舉事項：本公司董事暨獨立董事選舉案。(四)其他議案：解除本公司董事及獨立董事競業禁止案。(五)臨時動議。2015 Annual General Meeting of Array Inc.(the "meeting") will be held on June 26, 2015 at 9:00am Taiwan time, at Room 607, 6F., No. 88, Yanchang Rd., Xinyi Dist., Taipei City, Taiwan R.O.C. (Songsshan Cultural & Creative Park). Agenda of the meeting: I. Report Items: (1)2014 Business report. (2)Audit Committee's review report. (3)To report the Codes of Ethical Conduct of the Company. (4)The implementation of shares buyback. II. Proposed Resolutions: (1) Adoption of the 2014 Business Report and Financial Statement. (2) To approve the distribution of 2014 profits. (3) To approve the amendments of Memorandum and Articles of Association by way of a special resolution.(4) To approve the disposal of equity investment of Beijing Information Safety Technologies Company Limited, and its controlled company, Beijing Infosec Technologies Company Limited by way of a special resolution. (5) To approve the amendments of procedures for Acquisition or Disposal of Assets. III. Director Election: Election of seven Directors (including three independent directors). IV. Other Resolution: To grant waiver to the Directors' and Independent Directors' engaging in any business within the scope of the Company's business. V. Special motions.
- 二、處分子公司北京華耀偉業科技有限公司及其控制下的北京信安世紀科技有限公司事宜之要領：1.因應中國經營環境變更及兼顧公司的股東權益及北京信安之長遠發展，擬授權董事會以不低於14.4百萬美元之價格出售前開子公司；2.本案經股東會通過後，將依本公司「取得或處分資產處理程序」辦理。
- The main points of the disposal of equity investment of Beijing Information Safety Technologies Company Limited, and its controlled company, Beijing Infosec Technologies Company Limited: (1) To give consideration to the change of the China's business environment and both the shareholders' equity of the Company and the long-term development of Beijing Infosec Technologies Company Limited, propose the general meeting to authorize the Board of Directors to handle the disposal with the consideration not less than US\$14.4M; and (2) this disposal of equity investment shall be handled in accordance with the Procedures for Acquisition and Disposal of Assets of the Company after approved by the general meeting.
- 三、依公司法第209條規定擬於股東會議解除本公司新選任董事競業禁止案，有關董事兼任內容，將於股東會議本案時補充之。
- Pursuant to Article 209 of Taiwan's Company Law in respect to granting waivers to the new Directors' and Independent Directors' engaging in any business within the scope of the Company's business, the content will be supplied during the meeting.
- 四、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股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 "Notice of Attendance" and "Proxy Statement", please sign or seal in the "Notice of Attendance" while you want to attend the Meeting in person on the Meeting date (Do NOT return by post). Member may appoint a proxy to attend the Meeting on his or her behalf by signing or sealing this "Proxy Statement". Please send out such signed or sealed "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank 5 days prior to the Meeting date to allow stock agency to deliver the "Attendance Card" to the proxy holder.
- ※五、如有股東徵求委託書，本公司將於西元2015年5月26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，可直鍵入(<http://free.sfi.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 Members 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 26th, 2015. Members can link with SFI's web address (<http://free.sfi.org.tw>) for relevant information.
- 六、本次委託書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.
- 七、敬請 察照辦理為荷。
- Please fill out the documents as described in the information contained herein.
- 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

※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會事件項之目的，在本會事件項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限(以孰後屆至者為準)，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會事件項之第三人。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不依您的請求為之。

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters hereon for you, during the continuance period of the matters heron, the safekeeping period as stipulated by relevant laws and regulations or required for exercising business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC 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 CTBC. 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, CTBC may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

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

※※※※※※※※※※
※ No Souvenir in this Meeting ※
※※※※※※※※※※

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股務代理人
中國信託商業銀行代理部
<https://ecorp.ctbcbank.com/cts/index.jsp>
客服語音專線：(02)6636-5566(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.ctbcbank.com/cts/index.jsp>
TEL No.:+886-2-6636-5566 (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)

104 出席通知書
Notice of Attendance

本股東決定親自出席本公司
西元2015年6月26日舉行之
股東常會，請 察照。

Please be informed that I/We
will attend 2015 Annual General
Meeting on June 26, 2015.

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
This column is reserved for reception desk

中國信託蓋章處
Sealed by CTBC

安瑞科技股份有限公司2015年股東常會
2015 Annual General Meeting of Array Inc.

104 出席簽到卡
Attendance Card

時間：西元2015年6月26日上午9時整
Time: 9:00am Taiwan time, June 26, 2015
地點：台北市信義區於廠路88號6樓607室(松山文創園區)
Venue: Room 607, 6F., No. 88, Yanchang Rd., Xinyi Dist., Taipei City, Taiwan R.O.C. (Songsshan Cultural & Creative Park)

股東戶號：
Shareholder No.

持有股數：
Shareholding

528 安瑞
Array(AGM)

委託書填表須知
INSTRUCTIONS

- 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 prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 三、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 Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人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，得以當場蓋章方式代替之。
The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 五、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。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、股務代理機構，請於股東戶號欄內填寫統一編號。
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、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書面或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 Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

委託書 Proxy Statement		委託人(股東) Proxy by (shareholder)	編號 No.	安瑞 Array
<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，出席本公司西元2015年6月26日舉行之股東會，代理人並依下列授權行使股東權利： I hereby appoint _____ (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2015 Annual General Meeting of the Members of Array Inc. on June 26, 2015 pursuant to authorization scope described below:</p> <p><input type="checkbox"/> (1) 代理本股東出席會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope)</p> <p><input type="checkbox"/> (2) 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，下列議案未勾選者，視為對各該議案表示承認或贊成。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for")</p> <p>a. 承認本公司西元2014年度決算案： Adoption of the 2014 Business Report and Financial Statement. (1) <input type="radio"/> 承認 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>b. 核准本公司西元2014年度盈餘分派案： To approve the distribution of 2014 profits. (1) <input type="radio"/> 承認 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>c. 本公司章程修訂案： To approve the amendments of Memorandum and Articles of Association by way of a special resolution. (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>d. 以特別決議處分子公司北京華理信安科技有限公司及其控制下的北京信安世紀科技股份有限公司事宜。 To approve the disposal of equity investment of Beijing Information Safety Technologies Company Limited, and its controlled company, Beijing Infosec Technologies Company Limited by way of a special resolution. (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>e. 修訂本公司取得或處分資產處理程序案： To approve the amendments of procedures for Acquisition or Disposal of Assets. (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>f. 本公司董事暨獨立董事選舉案。 Election of seven Directors (including three independent directors).</p> <p>g. 解除本公司董事及獨立董事競業禁止案： To grant waiver to the Directors' and Independent Directors' engaging in any business within the scope of the Company's business. (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain</p> <p>h. 臨時動議。 Special motions.</p> <p>2. 本股東未於前項 <input type="checkbox"/> 內勾選授權範圍或同時勾選者，視為全權委託，但股務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf of the Member pursuant to authorization methods of exercise described as item 1.(2).</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 may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.</p> <p>4. 請將出席證(或出席簽到卡)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 deliver the Attendance Card to proxy agent. This Proxy will remain effective at any adjournment or postponement 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>一、禁止交付現金或其他利益之價購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation.</p> <p>二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予檢舉獎金五萬元，檢舉電話：(02)二五四七三三三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 50,000. Report phone number: +886 2 25473733</p>	<p>股東戶號 No.</p> <p>姓名或名稱 Name</p> <p>持有股數 Shareholding</p>	<p>簽名或蓋章 Sign or Seal</p>	<p>徵求人 Solicitor</p> <p>簽名或蓋章 Sign or Seal</p>
	<p>戶號 No.</p> <p>姓名或名稱 Name</p>	<p>受託代理人 Proxy Agent</p> <p>簽名或蓋章 Sign or Seal</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>			

Proxy Page

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel.