



RECTIFIER TECHNOLOGIES LTD

ABN: 82 058 010 692

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**AGM**) of shareholders of Rectifier Technologies Ltd ABN 82 058 010 692 (**Company**) will be held at 10.30am (Melbourne time) on Thursday, 29 November 2012 at Level 2 , 215 Spring St., Melbourne, Victoria, Australia.

An explanatory memorandum containing information in relation to each of the following resolutions accompanies and forms part of this Notice of AGM (**Explanatory Memorandum**) and should be read in conjunction with this Notice of AGM.

AGENDA

ORDINARY BUSINESS

Item 1 - Accounts and Reports

To receive and consider the Financial Report of the Company for the year ended 30 June 2012 and the related Directors' Report, Directors' Declaration and Auditor's Report.

Item 2 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Company's Remuneration Report for the financial year ended 30 June 2012 be adopted."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement - No votes can be cast by or on behalf of a member of Key Management Personnel (as identified in the Remuneration Report) ("**KMP**") and their closely related parties (collectively referred to as a Prohibited Voter). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter.

If you do not direct the Chairman of the meeting how to vote and you are not a Prohibited Voter, by marking the designated box on, and submitting, the Proxy Form you authorise the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a KMP, and you will have directed the Chairman to vote in accordance with the Chairman's stated intention to vote in favour of this resolution. If you do not want your vote exercised in favour of this resolution you should direct the Chairman to vote 'against', or abstain from voting on, this resolution.

Item 3 – Re-election of Mr Ying Ming Wang as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Ying Ming Wang, who retires in accordance with Article 17.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS**Item 4 - Re-appointment of Grant Thornton Audit Pty Ltd as Auditor**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution

"That, for the purposes of Section 327B of the Corporations Act 2001, Grant Thornton Audit Pty Ltd be re-appointed as auditor of the Company and that the Directors of the Company be authorised to agree to their remuneration from time to time."

DATED 22nd October 2012

By Order of the Board

Robert Allen
Company Secretary

NOTES

1. A shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy.
2. A shareholder who is entitled to cast two or more votes at the AGM may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes. If more than one proxy or attorney is present at the AGM, neither will be entitled to vote on a show of hands.
3. A proxy need not be a shareholder. A proxy may be an individual or a body corporate.
4. The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be signed by an attorney or executed by the corporation in accordance with the Corporations Act.
5. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be:
 - (a) mailed to the share registry of the Company (Computershare Investor Services Pty Limited) at GPO Box 242, Melbourne, Victoria, Australia 3001; or
 - (b) delivered to the share registry of the Company (Computershare Investor Services Pty Limited) located at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
 - (c) successfully transmitted by facsimile to the share registry of the Company (Computershare Investor Services Pty Limited) on 1800 783 447 (within Australia) or (61) 3 9473 2555 (outside Australia),
 - (d) Custodian voting – For Intermediary Online subscriber only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

so that it is received no later than 48 hours before the commencement of the AGM (or any adjournment of that meeting).
6. A shareholder which is a body corporate and entitled to attend and vote at the AGM, or a proxy which is a body corporate and is appointed by a shareholder entitled to attend and vote at the AGM, may appoint an individual to act as its representative at the AGM by providing that person with:
 - (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
 - (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman of the AGM, must be produced prior to admission to the AGM.
7. Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the AGM will be as it appears on the Company's share register at 7.00 p.m. (Melbourne time) on Tuesday, 27 November 2012.

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is to be read in conjunction with the Notice of the Annual General Meeting (**AGM**) of Rectifier Technologies Ltd ABN 82 058 010 692 (**Company**), to be held at 10.30am (Melbourne time) on Thursday, 29 November 2012 at Level 2, 215 Spring Street, Melbourne, Victoria, Australia.

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the items of business.

ORDINARY BUSINESS

Item 1 - Accounts and Reports

The Corporations Act 2001 (**Corporations Act**) requires the Company's Financial Report, Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the AGM to ask questions about or make comments on the management of the Company.

The Auditor of the Company (Grant Thornton Audit Pty Ltd) is required to attend the AGM and will be available to take shareholders' questions about the conduct of the audit, and the preparation and content of the Auditor's Report. Shareholders may submit written questions to the Auditor on these matters for response at the AGM. These should be emailed to reception@rectifiertechnologies.com or mailed to the Company Secretary at 18 Joseph Street, Blackburn North, Victoria, Australia 3130 and may be submitted up to 5 business days before the AGM.

The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions and questions that are not received in a timely manner. At the AGM, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. The list of questions prepared by the Auditor will be available on the Company's website, www.rectifiertechnologies.com, prior to the AGM. In addition, copies of the list of questions will be available at the AGM. If the Auditor has prepared a written answer to a question, the Chairman may permit the Auditor to table the written answer at the AGM. If so, the Company will make the written answer available to shareholders on the Company's website, www.rectifiertechnologies.com, as soon as practicable after the AGM.

The Auditor will also be available to take shareholders' questions at the AGM regarding accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit.

Item 2 – Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2012 is set out in the Directors' Report in the Company's 2012 Annual Report (**Remuneration Report**).

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and key management personnel of the Company. The Board has a policy of ensuring that remuneration paid to Directors and management is market competitive to attract and retain the best executives to run the business while at the same time aligned to the achievement of strategic objectives and growing long term shareholder value. Where appropriate, the Board has taken advice from independent remuneration consultants to ensure remuneration to Directors and management is in line with the market and similar sized operations.

Under the Corporations Act, a resolution that the Remuneration Report be adopted must be included in the business of the AGM. Shareholders will have a reasonable opportunity to ask questions about or comment on the content of the Remuneration Report, and exercise a vote for its adoption, at the AGM.

The Board considers that the Company's remuneration policies are structured to provide rewards based on its performance and competitive with those in markets in which it operates. On that basis, and with each director acknowledging their personal interest, the Board recommends that shareholders vote in favour of this resolution.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Item 3 – Re-election of Mr Ying Ming Wang as a Director

In accordance with the Company's Constitution, **Mr Ying Ming Wang** retires from office and, being eligible, offers himself for re-election.

The personal particulars of Mr Ying Ming Wang are set out in the Company's 2012 Annual Report.

The Directors, other than **Mr Ying Ming Wang**, recommend that shareholders vote in favour of this resolution. **Mr Ying Ming Wang** makes no recommendation in relation to this resolution.

Item 4 – Re-appointment of Grant Thornton Audit Pty Ltd as Auditor

The Company's previous auditor, BDO Audit (NSW-Vic) Pty Ltd, resigned as auditor in June 2012 and directors appointed Grant Thornton Audit Pty Ltd (Grant Thornton) to fill the vacancy pursuant to Section 327C (1) of the Corporations Act. Under the Corporations Act, Grant Thornton will hold office until the upcoming AGM.

As required by Section 328B of the Corporations Act, a member of the Company has nominated Grant Thornton as auditor of the Company. Grant Thornton has provided its written consent to act as auditor of the Company. Pursuant to Section 328B (3) of the Corporations Act the written notice nominating Grant Thornton as auditor is attached as Annexure A.

Item 4 seeks to re-appoint Grant Thornton as auditor of the Company pursuant to Section 327B of the Corporations Act.

The Board unanimously recommends that shareholders vote in favour of this resolution.

Annexure A.

The Secretary
Rectifier Technologies Limited
18 Joseph Street
BLACKBURN VIC 3130

Dear Sir

Pursuant to section 328B(1) of the Corporations Act 2001, I, Yanbin Wang, being a member of Rectifier Technologies Limited, hereby give notice of the nomination of Grant Thornton Audit Pty Ltd as auditor of Rectifier Technologies Limited.

Yours faithfully

Yanbin Wang

4th October 2012