



## TRUSCREEN GROUP LIMITED

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

**TIME:** 11:00am

**DATE:** Thursday 11 September 2025

**PLACE:** MUFG Pension & Market Services 30 PWC Tower 15  
Customs Street West Auckland and online at  
[www.virtualmeeting.co.nz/tru25](http://www.virtualmeeting.co.nz/tru25)

**The business of the Meeting affects your shareholding and your vote is important.**

**This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm on 9 September 2025.**



Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Group Limited (the "Company") will be held in the Boardroom of MUFG Pension & Market Services, Level 30, PWC Tower 15 Customs Street West Auckland and online at [www.virtualmeeting.co.nz/tru25](http://www.virtualmeeting.co.nz/tru25) on Thursday 11 September 2025 at 11:00am, Auckland time.

## **BUSINESS OF THE MEETING**

### **AGENDA**

#### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2025.

A presentation will be made by Mr Martin Dillon, Chief Executive Officer of Truscreen Group Limited.

**To consider and, if thought fit, pass the following ordinary resolutions:**

#### **1. RATIFICATION OF APPOINTMENT OF AUDITORS – ORDINARY RESOLUTION**

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

"That Hall Chadwick NZ Limited is appointed as auditor of the Company."

#### **2. REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

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

"That the Board be authorised to fix the remuneration of Hall Chadwick NZ Limited, the Company's auditors."

#### **3. ELECTION OF CHRISTINE PEARS AS A DIRECTOR – NZX LISTING RULE 2.3.1 - ORDINARY RESOLUTION**

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

"That Christine Pears, who was nominated for appointment on 28 July 2025, be appointed a director in accordance with the provisions of the Constitution of the Company."

**4. RE-ELECTION OF MR ANTHONY HO AS A DIRECTOR – NZX LISTING RULE 2.2.1(b) and NZX Listing Rule 2.7.1 - ORDINARY RESOLUTION**

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

“That Mr Anthony Ho, who retires in accordance with the provisions of the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

**5. RATIFICATION OF PRIOR ISSUE OF 2,316,603 SHARES – NZX LISTING RULE 4.5 - ORDINARY RESOLUTION**

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

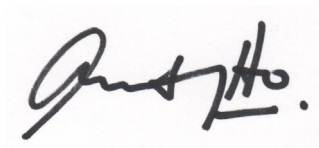
“That the previous issue under NZX Listing Rule 4.5.1 of 2,316,603 ordinary fully paid shares in the Company at an issue price of A\$0.0259 per share on 7 March 2025 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).”

**6. RATIFICATION OF PRIOR ISSUE OF 451,576 SHARES – NZX LISTING RULE 4.5 - ORDINARY RESOLUTION**

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

“That the previous issue under NZX Listing Rule 4.5.1 of 451,576 ordinary fully paid shares in the Company at an issue price of A\$0.017 per share on 25 July 2025 be approved and ratified for all purposes, including NZX Listing Rule 4.5.1(c).”

By Order of the Board of Directors



**Anthony Ho**  
**Chairman**



## VOTING BY PROXY

All shareholders of the Company entitled to attend and vote at the meeting, may attend the meeting, or are entitled to appoint a proxy to attend and vote on their behalf.

A proxy appointment and vote can be completed online at the MUFG Pension & Market Services Investor Centre at [vote.cm.mpms.mufg.com/TRU](https://vote.cm.mpms.mufg.com/TRU). You will require your CSN/Holder Number and Authorisation Code (FIN). AU holders (Postcode).

Alternatively, please complete and sign the enclosed Proxy Form and return to the Company's Share Registrar, MUFG Pension & Market Services in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11:00am on Wednesday 9 September 2025.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- Shareholders may appoint the Chair as their proxy; and
- the proxy need not be a Shareholder.

Shareholders and their proxies should be aware that

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Directed proxies means the proxy holder will vote on each resolution as directed by the Shareholder. In the event the Shareholder does not indicate how the proxy holder should vote on each resolution, and the Shareholder appoints the Chair as their proxy, the Chair will vote all resolutions in favour of all of the resolutions, except those in which the Chair has an interest or is otherwise restricted from voting on.

## VOTING RESTRICTIONS

Those persons who are prohibited from voting on a resolution may not act as a discretionary proxy in respect of a resolution, but may vote in accordance with express instructions.

The persons identified in Column 2 of the table below are unable to Vote in favour of the resolutions listed in Column 1 – NZX Listing Rule 6.3.1

Column 1 Resolution	Column 2 Disqualified Person
Resolutions 5 & 6	Any person who has been issued, or has acquired, the Equity Securities which are subject to ratification by that resolution, and any Associated Person of that person

## **Explanatory Notes**

### **NZX Listing Rules (“Listing Rules”) and Companies Act (“Act”)**

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice. The Company is also listed on the ASX as a Foreign Exempt Listing.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution. As required by NZX Listing Rules, all resolutions will be determined by poll.

### **Nature of Resolutions**

The resolutions which are to be considered at the Meeting are all ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### **AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS**

Whilst the consideration of the Annual Report by shareholders is not strictly required under the Act, the Board considers it good policy to table the Annual Report at the Meeting for consideration by shareholders, and for discussion where appropriate. The Company’s auditors, Hall Chadwick NZ Limited will be in attendance to respond to shareholders on the conduct of the audit.

The Company will not provide a hard copy of the Company’s annual financial report to Shareholders unless specifically requested to do so. The Company’s annual financial report is available on its website at [www.truscreen.com](http://www.truscreen.com).

### **AGENDA ITEM 2 – RESOLUTIONS**

#### **1. RESOLUTION 1 – RATIFICATION OF APPOINTMENT OF AUDITORS**

RSM Hayes Audit Auckland resigned as auditor of the Company. Under section 207R of the Companies Act, Hall Chadwick NZ Limited was appointed auditor of the Company on 8 May 2025. This resolution seeks appointment of Hall Chadwick NZ Limited as auditor from the date of the Annual Meeting, in accordance with section 207P of the Companies Act.

#### **2. RESOLUTION 2 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION**

The proposed resolution is to authorise the directors of the Company to fix, under section 207S of the Companies Act 1993, the remuneration of the auditor Hall Chadwick NZ Limited for the ensuing year.

### **3. RESOLUTION 3 – ELECTION OF CHRISTINE PEARS AS A DIRECTOR – ORDINARY RESOLUTION**

**3.1** Christine Pears was nominated by the board as a director on 28 July 2025 to fill a vacancy from the resignation of Ms Juliet Hull who has resigned with effect on 11 September 2025.

**3.2** The qualifications and material directorships of Christine Pears are outlined below.

Christine Pears is a member of the Institute of Directors New Zealand, has a Bachelor of Commerce and is a member of Chartered Accountants Australia and New Zealand.

Christine Pears is an experienced non-executive director has held numerous roles as Chair, Chair of Audit & Risk Committee, Chair of Remuneration & Nomination Committee, Non-Executive Independent Director across a range of public and private companies and industries in New Zealand. Christine Pears has spent 12 years in senior CFO roles in the Australia and New Zealand IT sector.

Current directorships include Independent Non-Executive Director McKay Limited, Independent Board Chair Franklin Veterinary Services (1977) Limited, Board Chair and President of YMCA North inc and a member of the National Council of YMCA New Zealand.

**3.3** The Board is of the view that Christine Pears qualifies as an “independent director” of the Company (as that term is defined in the Listing Rules). The Board confirms that none of the factors outlined in section 2.4 of the NZ Corporate Governance Code would apply to Christine Pears.

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

**3.5** Christine Pears is a resident of Auckland, New Zealand

### **4. RESOLUTION 4 - RE-ELECTION OF MR ANTHONY HO AS A DIRECTOR – ORDINARY RESOLUTION**

**4.1** In terms of the constitution of the Company and the Listing Rules, Mr Anthony Ho is required to retire from his role as a director of the Company at the Annual General Meeting. Under NZX Listing Rule 2.7.1 a Director must not hold office past the third annual meeting following the Director’s appointment. Mr Ho is eligible to be re-elected as a director at the Annual General Meeting.

**4.2** The qualification and material directorships of Mr Anthony Ho is as outlined below:

**Independent Non-Executive Chairman**

**B.Com, CA, FAICD, FCG(CS), FGIA**

**Appointed 4 October 2018**

Mr Ho is an experienced company director having held executive directorships and chief financial officer roles with several ASX listed companies. Tony was executive director of Arthur Yates & Co Limited, retiring from that position in April 2002. His corporate, general management and governance experience includes being chief financial officer/finance director of M.S. McLeod Holdings Limited, Galore Group Limited, and the Edward H O'Brien group of companies.

Mr Ho is currently the chairman of ASX listed Bioxyne Limited (ASX: BXN). He was previously chairman of Cannasouth Limited, Energy Transition Minerals Limited, and Credit Intelligence Limited and a non-executive director of Hastings Technology Metals Limited.

Prior to joining commerce, Mr Ho was a partner of Cox Johnston & Co, Chartered Accountants, which has since merged with Ernst & Young. Mr Ho holds a Bachelor of Commerce degree from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand and a fellow of the Australian Institute of Company Directors, Chartered Governance Institute (Company Secretary) and Governance Institute of Australia.

**4.3** The Board is of the view that Mr Anthony Ho qualifies as an “independent director” of the Company (as that term is defined in the Listing Rules). The Board confirms that none of the factors outlined in section 2.4 of the NZ Corporate Governance Code would apply to Christine Pears.

**4.4** The Board (with Mr Anthony Ho abstaining) recommends that shareholders vote in favour of this resolution.

## **5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF 2,316,603 SHARES – ORDINARY RESOLUTION**

### **Background**

On 7 March 2025 the Company issued 2,316,603 shares (Adviser Shares) to Spark Plus Pte Limited. The Adviser Shares were issued in lieu of cash payment of an invoice, for advisory services in relation to capital raising. This was announced to NZX on 10 March 2025.

The Adviser Shares were issued with the approval of a resolution of Directors and in accordance with NZX Listing Rule 4.5.1.

This resolution seeks approval for the Adviser Shares referred to above.

**5.1** NZX Listing Rule 4.5.1 (the “15% Rule”) permits the Company to issue ordinary shares without approval from the Company’s shareholders in certain limited circumstances.

**5.2** NZX Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking ratification by shareholders of the previous issue of the Adviser Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 14.83% annual placement capacity set out in NZX Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

The Company currently has 747,325,326 shares on issue. In the event this resolution is approved the Company will have the capacity to issue 110,828,345 (approximately 14.83% of its issued capital) new shares without shareholder approval. This issue represents 2.1% of Truscreen’s placement capacity.



**5.3** In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities within its existing NZX Listing Rule 4.5.1 placement capacity until when the relevant date is reached.

**5.4** The Company is not seeking approval for 1,250,000 shares issued to Guy Robertson on 25 July 2025.

## **6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF 451,576 SHARES – ORDINARY RESOLUTION**

### **Background**

On 25 July 2025 the Company issued 451,576 shares (Adviser Shares) to Spark Plus Pte Limited. The Adviser Shares were issued in lieu of cash payment of an invoice, for advisory services in relation to marketing services. This was announced to NZX on 28 July 2025.

The Adviser Shares were issued with the approval of a resolution of Directors and in accordance with NZX Listing Rule 4.1.2 (b).

This resolution seeks approval for the Adviser Shares referred to above.

**6.1** NZX Listing Rule 4.1.2 (b) (the “15% Rule”) permits the Company to issue ordinary shares without approval from the Company’s shareholders in certain limited circumstances.

**6.2** NZX Listing Rule 4.5.1(c) allows the Company to renew its capacity to issue ordinary shares within the 15% Rule, when it has been used, by obtaining subsequent ratification of the issue from shareholders of the Company.

The Board is seeking ratification by shareholders of the previous issue of the Adviser Shares.

The effect of this Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 14.83% annual placement capacity set out in NZX Listing Rule 4.5.1 without the requirement to obtain prior Shareholder approval.

The Company currently has 747,325,326 shares on issue. In the event this resolution is approved the Company will have the capacity to issue 110,828,345 (approximately 14.83% of its issued capital) new shares without shareholder approval. This issue represents 0.4% of Truscreen’s placement capacity.

**6.3** In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities within its existing NZX Listing Rule 4.5.1 placement capacity until when the relevant date is reached.

**6.4** The Company is not seeking approval for 1,250,000 shares issued to Guy Robertson on 25 July 2025.



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## SCHEDULE 1 DEFINITIONS

this Notice and Explanatory Statement:

**\$ or NZ\$** means New Zealand dollars.

**Annual Meeting or Meeting** means the meeting convened by the Notice.

**ASX** means Australian Securities Exchange

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NZX declares is not a business day.

**Chair** or **Chairperson** means the chair of the Meeting.

**Company** means Truscreen Group Limited

**Constitution** means the Company's constitution.

**Companies Act** means the *Companies Act 1993*.

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Equity Securities** has the meaning giving in the NZX/ASX Listing Rules.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**NZX** means NZX Limited, or the financial market operated by NZX Limited, as the context requires.

**NZX Listing Rules** means the Listing Rules of NZX.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.