



TRUSCREEN GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the Meeting will be held at:

TIME: 11:00am

DATE: Tuesday 3 September 2024

PLACE: MUFG Corporate Markets (formerly Link Market Services)
Level 30 PWC Tower 15 Customs Street West Auckland and
online at www.virtualmeeting.co.nz/tru24

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 1 September 2024.



Notice is hereby given that the Annual Meeting of Shareholders of Truscreen Group Limited (the "Company") will be held in the Boardroom of MUFG Corporate Markets (formerly Link Market Services), Level 30, PWC Tower 15 Customs Street West Auckland and online at www.virtualmeeting.co.nz/tru24 on Tuesday 3 September 2024 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 2024.

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. 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 RSM Hayes Audit Auckland the Company’s auditors.”

2. RE-ELECTION OF DR DEXTER CHEUNG AS A DIRECTOR – LISTING RULE 2.2.1(b) - ORDINARY RESOLUTION

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

“That Dr Dexter Cheung, 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.”

**3. RE-ELECTION OF MR CHRISTOPHER HORN AS A DIRECTOR – LISTING RULE 2.2.1(b)
- ORDINARY RESOLUTION**

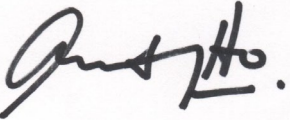
To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company

“That Mr Christopher Horn, 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.”

**4. RATIFICATION OF PRIOR ISSUE OF 61,817,391 SHARES – LISTING RULE 4.5 -
ORDINARY RESOLUTION**

“That shareholders ratify the previous issue by the Company on 20 March 2024 of 61,817,391 ordinary fully paid shares at an issue price of \$0.02 per share”.

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 Corporate Markets (formerly Link Market Services) Investor Centre at vote.linkmarketservices.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 Corporate Markets (formerly Link Market Services) in accordance with the instructions set out on the Proxy Form accompanying this Notice by 11:00am on Sunday 1 September 2024.

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.

Column 1 Resolution	Column 2 Disqualified Person
Resolution 4	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, RSM Hayes Audit 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.

1. RESOLUTION 1 - REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

This resolution authorises the Board to fix the fees and expenses of the auditor.

2. RESOLUTION 2 - RE-ELECTION OF DR DEXTER CHEUNG AS A DIRECTOR – ORDINARY RESOLUTION

2.1 In terms of the constitution of the Company and the Listing Rules, Dr Dexter Cheung is required to retire from his role as a director of the Company at the Annual General Meeting. Dr Cheung is eligible to be re-elected as a director at the Annual General Meeting.

2.2 The qualification and material directorships of Dr Dexter Cheung is as outlined below:

Independent Non-Executive Director

Appointed 1 March 2021

Qualifications: B.Tech (Hons), M.Eng (Hons), PhD



Dr. Cheung is an experienced medical device engineer and specialist in product research and development, with more than 20 years' experience. He is the Research & Development Manager of the respiratory humidification division of Fisher & Paykel Healthcare, an NZX/ASX listed healthcare company and a global leader in respiratory medical devices.

Dr. Cheung holds a first-class honors degree in Bachelor of Technology, a Master of Engineering (first class honors) degree and a Doctor of Philosophy (in physics) from his alma mater, University of Auckland.

2.3 The Board is of the view that Dr Dexter Cheung qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

2.4 The Board (with Dr Dexter Cheung abstaining) recommends that shareholders vote in favour of this resolution.

3. RESOLUTION 3 - RE-ELECTION OF MR CHRISTOPHER HORN AS A DIRECTOR – ORDINARY RESOLUTION

3.1 In terms of the constitution of the Company and the Listing Rules, Mr Christopher Horn is required to retire from his role as a director of the Company at the Annual General Meeting. Mr Christopher Horn is eligible to be re-elected as a director at the Annual General Meeting.

3.2 The qualification and material directorships of Mr Christopher Horn is as outlined below:

Independent Non-Executive Director and Chair of the Audit, Finance and Risk Committee.

Appointed November 2013

Qualifications: B.Com, CA

Mr Horn is an experienced business executive and has acted in a number of management roles including 20 years as a partner of KPMG and its predecessor firms. He is a director of a number of private companies across a broad range of business activities including corporate advisory, financial services and funds management.

Mr Horn is a Commerce graduate from the University of New South Wales and a Fellow of Chartered Accountants in Australia and New Zealand.

3.3 The Board is of the view that Mr Christopher Horn qualifies as an "independent director" of the Company (as that term is defined in the Listing Rules).

3.4 The Board (with Mr Christopher Horn abstaining) recommends that shareholders vote in favour of this resolution.

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 61,817,391 SHARES – ORDINARY RESOLUTION

Background

On 12 February 2024 the Company announced that it would launch a rights issue to raise NZ\$2.8 million through a pro rata renounceable rights issue of one new share for every three existing shares held. The offer price was NZ\$0.02 with potentially 140,008,446 new shares being issued.

The Rights Issue Offer document was lodged with the NZX on 20 February 2024.



On 4 March 2024 the Company announced that in conjunction with the rights issue, it had received firm commitments to raise NZ\$0.5 million (25 million shares at NZ\$0.02) in a share placement to professional and sophisticated investors. This placement was increased by a further NZ\$0.52 million (26 million shares at NZ\$0.02) as announced to the NZX on 13 March 2024.

The results of the Share Placement and the Rights Issue shares were announced to the NZX on 18 March 2024 and the shares issued on 20 March 2024.

This resolution seeks approval for the Shares issued in the Share Placement referred to above.

4.1 Listing Rule 4.5 (the “15% Rule”) permits the Company to issue ordinary shares without approval from the Company’s shareholders in certain limited circumstances.

On 20 March 2024, the Company issued 61,817,391 new ordinary fully paid shares at an issue price of \$0.02 per share to raise ~\$1.236 million in accordance with the 15% Rule (“Placement Shares”).

The Placement Shares were issued to Professional and Sophisticated investors together with the Share Rights Issue which in total raised approximately \$2.65 million. The funds raised from the issues will be used to further the development of the Truscreen device, for marketing and general working capital.

4.2 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 the ratification by shareholders of the previous issue of the Placement 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 15% annual placement capacity set out in Listing Rule 4.1.2 without the requirement to obtain prior Shareholder approval.

The Company currently has 552,591,116 shares on issue. In the event this resolution is approved the Company will have the capacity to issue 82,888,667 (15% of its issued capital LR 7.8.2) new shares without shareholder approval.

4.3 In the event the Resolution is not passed the Company will be restricted from issuing Equity Securities other than in accordance with Listing Rule 4.1.2.

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.