

Annex "A-1"

PROXY

This undersigned stockholder of **ZEUS HOLDINGS, INC.** (the "Company") hereby appoints _____, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of Stockholders to be held on **30 July 2020 (Thursday) at 03:00 p.m.** by remote communication and at any adjournments thereof for the purpose of acting on the following matters:

Unless I have indicated my preference or my votes on the issues in the form as provided below, my shares shall be voted in accordance with the recommendation of the Board of Directors or, if there is none, at the discretion of the Proxy, except in the election of directors, on which the Proxy shall vote only the number of shares i have indicated for the candidate i have chosen.

Hereunder are the matters to be taken up during the meeting. Please indicate your vote by firmly placing and "X" in the appropriate box.

- 1. Approval of the Minutes of the Annual Meeting on June 27, 2019 Yes No Abstain
- 2. Approval of the 2019 Audited Financial Statements Yes No Abstain
- 3. Ratification of Corporate Acts Yes No Abstain
- 4. Election of Directors

Vote for nominees listed below:

	No. of Votes
<input type="checkbox"/> Felipe U. Yap	_____
<input type="checkbox"/> Artemio F. Disini	_____
<input type="checkbox"/> Pablo T. Ayson, Jr.	_____
<input type="checkbox"/> Jose G. Cervantes	_____
<input type="checkbox"/> Odette A. Javier	_____
<input type="checkbox"/> Jose Raulito E. Paras	_____
<input type="checkbox"/> Stephen Y. Yap	_____
 <i>Independent Directors</i>	
<input type="checkbox"/> Manuel Jeffrey N. David	_____
<input type="checkbox"/> Douglas John Kirwin	_____

- 5. Appointment of Punongbayan & Araullo as External Auditor Yes No Abstain
- 6. Transaction of such other and further business as may properly come before the meeting. Yes No Abstain

IF THE STOCKHOLDER IS A CORPORATION, A SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION AUTHORIZING THE CORPORATE OFFICER WHO SIGNED THIS PROXY MUST BE SUBMITTED TO THE CORPORATE SECRETARY AT oaj@zeusholdingsinc.com.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS CONSIDERED REVOKED IF THE STOCKHOLDER REGISTERS ON THE VOTING IN ABSENTIA & SHAREHOLDER (VISH) SYSTEM AND/OR NOTIFIES THE COMPANY BY EMAIL BY 23 JULY 2020 OF HIS INTENTION TO PARTICIPATE IN THE MEETING BY REMOTE COMMUNICATION.

STOCKHOLDERS PARTICIPATING BY REMOTE COMMUNICATION WILL NOT BE ABLE TO VOTE UNLESS THEY REGISTER IN THE VISH SYSTEM OR AUTHORIZE THE CHAIRMAN TO VOTE AS PROXY, ON OR BEFORE 23 JULY 2020.

A SCANNED COPY OF THIS PROXY SHOULD BE SENT TO THE CORPORATE SECRETARY AT oaj@zeusholdingsinc.com ON OR BEFORE 24 JULY 2020 WHICH IS THE DEADLINE FOR SUBMISSION OF PROXIES.

(Stockholder)

By: _____
Signature over printed name