



**ZEUS**  
RESOURCES LTD

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**ZEUS RESOURCES LIMITED**  
**ACN 139 183 190**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY STATEMENT**  
**PROXY FORM**

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**Date of Meeting:** Wednesday, 15 November 2023

**Time of Meeting:** 1:00 pm (AEDT)

**Place of Meeting:** Christie Spaces Conference Centre, Room D, Level 4, 100 Walker Street, North Sydney  
NSW 2060

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting (AGM or Meeting) of Shareholders of Zeus Resources Limited ACN 139 183 190 (the Company) will be held at 1:00 pm (AEDT) on Wednesday, 15 November 2023 as a physical meeting at the Christie Spaces Conference Centre, Room D, Level 4, 100 Walker Street, North Sydney NSW 2060.

## YOUR VOTE IS IMPORTANT

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

## VOTING ENTITLEMENT AND VOTES OF SHAREHOLDERS

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For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a Shareholder of the Company and the holder of Shares if that person is registered as a holder of those Shares at **1:00 pm (AEDT) on Monday, 13 November 2023**, being two days prior to the date of the Annual General Meeting.

To vote in person, attend the Meeting at the time, date and place set out above.

Shareholders are strongly encouraged to lodge a directed Proxy Form in advance of the AGM - see further details below.

In accordance with section 250JA of the *Corporations Act (Cth)*, voting will be conducted via a poll.

## VOTING BY PROXY

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- (a) A Shareholder entitled to attend and vote at this Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies to attend and vote instead of the Shareholder.
- (b) Where two proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the votes which that proxy is appointed to exercise.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act (Cth)*.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

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- (j) The Chairperson of the Meeting intends to vote all available proxies in favour of all Resolutions.
- (k) The Proxy Form (together with any relevant authority) must be received **by no later than 1:00 pm (AEDT) on Monday, 13 November 2023.**
- (l) The completed Proxy Form may be lodged as follows:
- By mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- In person: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000
- By facsimile: + 61 2 9290 9655

## **CORPORATE REPRESENTATIVE**

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Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or Share Registry at least 48 hours in advance of the Meeting, i.e., **by 1:00 pm (AEDT) on Monday, 13 November 2023.**

## **PROXY VOTING BY CHAIRPERSON**

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The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairperson of a Meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairperson to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairperson of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairperson to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairperson will vote in favour of Resolution 1. If you wish to appoint the Chairperson of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairperson, Mr Ding Xu, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairperson, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, they will not vote your proxy on that item of business.

## BUSINESS OF THE MEETING

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### **Item 1 – Financial and related reports**

To receive and consider the Financial Report of the Company and the accompanying Directors' and Auditor's Reports in respect of the financial year ended 30 June 2023.

### **Resolution 1 – Adoption of the Remuneration Report (non-binding resolution)**

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

*“THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2023 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act 2001 (Cth) be adopted.”*

**Note:** *This resolution is advisory only and does not bind the Company or the Directors.*

#### **Voting Exclusion Statement:**

*The Company will disregard any votes cast on this resolution:*

- *by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2023, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and*
- *as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.*

*However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:*

- *in accordance with the directions of how to vote on the Proxy Form; or*
- *by the Chairperson of the Meeting pursuant to an express authorisation on the Proxy Form.*

#### **Voting Prohibition - s250BD and s250R**

*In accordance with Section 250BD and Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:*

- *a member of the KMP for the Company; or*
- *a closely related party of a member of the KMP for the company.*

*However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:*

- *the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
  - *the proxy is the Chair of the Meeting, and the appointment of the Chairperson as proxy;*
  - *does not specify the way the proxy is to vote on this Resolution; and*
- expressly authorises the Chairperson to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

### **Resolution 2 – Re-Election of Director – Mr Sitong Wu**

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

*“THAT, Mr Sitong Wu, being a Director who retires in accordance with clause 13.2 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible, be elected as a Director of the Company.”*

## **BY ORDER OF THE BOARD**

**Jian Liu**

**Company Secretary**

**Dated: 6 October 2023**

## EXPLANATORY STATEMENT

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This Explanatory Statement forms part of the Notice of Meeting convening the Annual General Meeting of Zeus Resources Limited to be held on Wednesday, 15 November 2023 at 1:00 pm (AEDT) at the Christie Spaces Conference Centre, Room D, Level 4, 100 Walker Street, North Sydney NSW 2060.

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

### **Item 1 – Financial and related reports**

#### **Explanation**

Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2023 to be laid before the Company's Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Zeus.

As permitted by the Corporations Act, a printed copy of the Company's 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2023 Annual Report is available from the Company's website ([www.zeusresources.com](http://www.zeusresources.com)).

The Chairperson of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2023, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Company Auditor in relation to the conduct of the audit.

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### **Resolution 1 – Adoption of Remuneration Report (non-binding resolution)**

#### **Explanation**

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2023 Annual Report and is available from the Company's website ([www.zeusresources.com](http://www.zeusresources.com)). The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the CEO.

The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

#### **Voting Consequences**

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be

required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### **Voting Exclusion**

A voting exclusion statement applies to this resolution, as set out in the Notice.

#### **Board Recommendation**

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

#### **Chairperson's available proxies**

The Chairperson of the Meeting intends to vote all available proxies in favour of this resolution.

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### **Resolution 2 – Re-Election of Director – Mr Sitong Wu**

#### **Explanation**

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

ASX Listing Rule 14.5 and clause 13.2 of the Company's Constitution require that any Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is the longer. A Director may retire and offer themselves for re-election prior to the expiry of that period.

Mr Sitong Wu, who was re-elected at the 2022 AGM held on 15 November 2022, retires in accordance with clause 13.5 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible in accordance with clause 13.3 of the Company's Constitution, offers himself for re-election.

#### **About Mr Wu**

Mr Wu holds an undergraduate degree majoring in Resource Exploration Engineering at Jilin University in China.

Mr Wu is a very capable expert at prospecting (or exploring) minerals. He had successfully assisted in identifying high-value orebodies when he worked at Altar Zhengyuan International Mining Co. Ltd. ('Zhengyuan'). As an expert technician in the Department of Geology and Technology at Zhengyuan, he had taken part in various geological exploration and mineral development project. Further, he had been in charge of evaluating the underlying economic value of different mining projects.

Mr Wu has been the Company's Acting CEO since April 2022.

#### **If the resolution is not approved**

If this resolution is not approved, Mr Wu will retire as a Director following the date of the Meeting.

#### **Board Recommendation**

The Board, with Mr Wu abstaining, unanimously recommends that Shareholders vote in favour of Resolution 2.

## Chairperson's available proxies

The Chairperson of the Meeting intends to vote all available proxies in favour of this resolution.

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## GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

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

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

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

**Company** means Zeus Resources Limited (ACN 139 183 190).

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

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company from time to time.

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

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

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

**Related Party** as defined in section 228 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

**Resolution** means a resolution set out in the Notice.

**Securities** as defined in Chapter 19 of the ASX Listing Rules.

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

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





ZEUS  
RESOURCES LTD

#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00 pm (AEDT) on Monday 13 November 2023.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **01:00 pm (AEDT) on Monday 13 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Zeus Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Christie Spaces Conference Centre, Room D, Level 4, 100 Walker Street, North Sydney NSW 2060 on Wednesday, 15 November 2023 at 1:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Sitong Wu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023



6 October 2023

Dear Shareholder,

On behalf of the Board of Directors, it is my pleasure to invite you to participate in the Annual General Meeting of Zeus Resources Limited (**Company**) scheduled to be held on Wednesday 15 November 2023, commencing at 1:00 pm (AEDT) (**Meeting**) at Christies Spaces Conference Centre, Room D, Level 4, 100 Walker Street, North Sydney NSW 2060.

In accordance section 110D of the *Corporations Act (Cth)*, the Company will not be issuing physical copies of the Notice of Annual General Meeting (**Notice**). Instead, the Notice, accompanying explanatory statement and proxy form (Meeting Materials) are being made available electronically via:

- the Company's website at <https://www.zeusresources.com/investors/>
- our share registry Boardroom <https://www.investorserve.com.au> under the 'Company Announcements' menu which can be accessed by logging in as a Registered User or via 'Individual Investment Access'. Shareholders need their HIN or SRN to log in via 'Individual Investment Access'.

Shareholders can also request a paper copy of the Meeting Materials by contacting BoardRoom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Shareholders will be able to participate in the meeting prior to the Meeting by lodging their proxy in accordance with the instructions set out in the Notice and proxy form attached to this letter by no later than 1:00 pm (AEDT) on Monday, 13 November 2023.

We strongly encourage all shareholders to lodge a directed proxy form and ask the Chair a question regarding the business of the Meeting, prior to the Meeting. This will allow your directed proxy vote to be counted, and your question considered, if for any reason you cannot attend on the day.

Any further updates required to be given in relation to the Meeting will be made available to shareholders on the Company's website and the ASX's Market Announcements Platform for the Company's ticker code ZEU.

Yours faithfully

Jian Liu

Executive Director and Company Secretary