



# 星晨集團有限公司\*

## Morning Star Resources Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 31 MAY 2010

No. of shares to which this proxy relates <sup>1</sup>	
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I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of Morning Star Resources Limited (the "Company") hereby appoint<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Blk 11, 6/F Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 31 May 2010 at 4:00 p.m. and at any adjournment thereof on the Resolutions referred to in the Notice of the Annual General Meeting (with or without modifications) as indicated below:

RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) To re-elect Mr CHAN Choung Yau as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Mr WONG Nyen Faat as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Ms HO Kuan Lai as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Mr WONG Kim Ling as a Director.	<input type="checkbox"/>	<input type="checkbox"/>
(e) To authorise the Board of Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Parker Randall CF (H.K.) CPA Limited as auditor of the Company at a remuneration to be fixed by the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>
4A. To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4B. To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4C. To extend the general mandate granted to the Directors to allot, issue and deal with shares in resolution 4A by an amount not exceeding the amount of shares repurchased by the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature<sup>5</sup> \_\_\_\_\_

*Notes:*

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend on the same occasion and vote in his stead. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST ANY RESOLUTIONS, PLEASE PLACE AN "X" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Resolutions or to abstain from voting. Your proxy will be entitled to vote at his discretion on any Resolutions properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a share and are present at the Meeting, only the joint holder whose name stands first in the register of members in respect of the joint holding is entitled to vote at the Meeting.
- To be valid, this form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.

\* For identification purpose only