



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 THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 JANUARY 2011

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares of HK\$0.2 each in the share capital of Morning Star Resources Limited (the “Company”), HEREBY APPOINT³ _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (“Meeting”) of the Company to be held at Meeting Room No. 9, 7/F, Hongkong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 7 January at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice as contained in the circular of the Company dated 15 December 2010 convening the Meeting (the “EGM Notice”) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the amendments to the existing articles of association of the Company as set out in special resolution 1 of the EGM Notice		
2.	To approve the Capital Reorganisation and the matters more particularly set out in special resolution 2 of the EGM Notice		
ORDINARY RESOLUTION			
3.	To approve the Open Offer and the matters more particularly set out in ordinary resolution 3 of the EGM Notice		

Dated this _____ day of _____, 20 _____ Signature(s)⁵ _____

Notes:

1. Please insert full name(s) and address(es) in BLOCK LETTERS.
2. 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).
3. 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.
4. 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.
5. 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.
6. 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.
7. 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