



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 ANNUAL GENERAL MEETING TO BE HELD ON 22 MAY 2012

No. of shares to which this proxy relates ¹	
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I/We² _____
of _____
being a member of Morning Star Resources Limited (the “Company”) hereby appoint³ the Chairman of the Meeting or _____ (name)
of _____ (address)
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 the Conference Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 22 May 2012 at 11:30 a.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:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2011.		
2.	(a) To re-elect Mr CHI Chi Hung, Kenneth as a Director. (b) To re-elect Mr YEUNG Kwok Leung as a Director (c) To re-elect Ms CHAN Hoi Ling as a Director. (d) To authorise the Board of Directors to fix their remuneration.		
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.		
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.		
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.		
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.		
SPECIAL RESOLUTION			
5.	To approve the amendments to the Articles of Association and to adopt the amended and restated Memorandum of Association and Articles of Association of the Company.		

Dated this _____ day of _____ 2012

Signature⁵ _____

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 INITIALLED.**
- 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