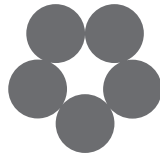


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Morning Star Resources Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



星晨集團有限公司*

Morning Star Resources Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Conference Room, 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 8 April 2013 at 11:45 a.m. (or immediately after the closing of the annual general meeting of the Company convened at the same place and on the same date, whichever is earlier) is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

* *For identification purpose only*

CONTENTS

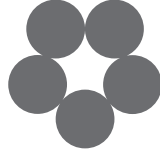
	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	5

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the name of the Company from “Morning Star Resources Limited” to “Ceneric (Holdings) Limited 新嶺域(集團)有限公司”
“Circular”	the circular of the Company dated 12 October 2012 in relation to the very substantial disposal of the Company
“Company”	Morning Star Resources Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at Conference Room, 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 8 April 2013 at 11:45 a.m. (or immediately after the closing of the annual general meeting of the Company convened at the same place and on the same date, whichever is earlier) or any adjournment thereof (as the case may be), to consider and, if thought fit, approve the Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Target Group”	has the meaning as defined in the Circular
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



星晨集團有限公司*

Morning Star Resources Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

Executive Directors:

CHI Chi Hung, Kenneth
(Chief Executive Officer)
YEUNG Kwok Leung
HO Tak Pong, Matthew
LEE Kuang Yeu

Registered office:

The Offices of Caledonian Bank & Trust Limited
P.O. Box 1043
Grand Cayman KY1-1102
Cayman Islands

Independent Non-Executive Directors:

CHAN Hoi Ling
SO Wai Lam
SUNG Yat Chun

Head office and principal place of business

in Hong Kong:
28th Floor
LHT Tower
31 Queen's Road Central
Hong Kong

13 March 2013

To Shareholders

Dear Sirs/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information regarding the Change of Company Name and the notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the name of the Company from “Morning Star Resources Limited” to “Ceneric (Holdings) Limited 新嶺域(集團)有限公司” and the Company would no longer adopt its existing Chinese name “星晨集團有限公司” for identification purpose.

* For identification purpose only

LETTER FROM THE BOARD

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

1. the Shareholders passing a special resolution at the EGM approving the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

As set out in the Circular, the Company shall and shall procure each of its members to change their names in order to cease to use the intellectual property rights of the Target Group. The Board considers that the Change of Company Name will better reflect the business nature and diversity of the Group following the completion of the disposal of the Target Group. The Board considers that the Change of Company Name will provide the Company with a fresh new corporate image and identity and is in the interests of the Company and Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be valid for trading, settlement and registration.

There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

EGM

A notice convening the EGM to be held at Conference Room, 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 8 April 2013 at 11:45 a.m. (or immediately after the closing of the annual general meeting of the Company convened at the same place and on the same date, whichever is earlier) is set out on pages 5 and 6 of this circular.

LETTER FROM THE BOARD

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

RESPONSIBILITY STATEMENT

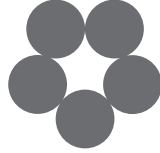
This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Change of Company Name is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

By order of the Board
Morning Star Resources Limited
CHI Chi Hung, Kenneth
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



星晨集團有限公司*

Morning Star Resources Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Morning Star Resources Limited (the “**Company**”) will be held at Conference Room, 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 8 April 2013 at 11:45 a.m. (or immediately after the closing of the annual general meeting of the Company convened at the same place and on the same date, whichever is earlier) (the “**EGM**”) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Morning Star Resources Limited” to “Ceneric (Holdings) Limited 新嶺域(集團)有限公司” and the adoption of its existing Chinese name “星晨集團有限公司” for identification purpose be and is hereby discontinued and **THAT** any one of the directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all documents as he or she may, in his or her absolute discretion, deem fit, to effect and implement the change of the name of the Company.”

By order of the Board
Morning Star Resources Limited
CHI Chi Hung, Kenneth
Executive Director

Hong Kong, 13 March 2013

Head office and principal place of business
in Hong Kong:
28th Floor
LHT Tower
31 Queen’s Road Central
Hong Kong

Registered office:
The Offices of Caledonian Bank & Trust Limited
P.O. Box 1043
Grand Cayman KY1-1102
Cayman Islands

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order for such appointment to be valid, the 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.