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星 晨 集 團 有 限 公 司 *

Morning Star Resources Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

**APPOINTMENT AND RESIGNATION OF DIRECTORS, MEMBERS OF
THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE,
COMPANY SECRETARIES, AUTHORISED REPRESENTATIVES AND
AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

References are made to (i) the joint announcement dated 4 August 2010 (the “**Joint Announcement**”) issued by Morning Star Resources Limited (the “**Company**”) and Star Advance International Limited (the “**Offeror**”) in relation to the voluntary conditional cash offer made by Kingston Securities Limited on behalf of the Offeror to acquire all issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) (the “**Share Offer**”); (ii) the composite offer and response document jointly issued by the Company and the Offeror to the Shareholders dated 15 September 2010 (the “**Composite Document**”); and (iii) the joint announcement dated 6 October 2010 issued by the Company and the Offeror in relation to the results of the Share Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

**APPOINTMENT AND RESIGNATION OF DIRECTORS, MEMBERS OF THE AUDIT
COMMITTEE AND REMUNERATION COMMITTEE OF THE COMPANY**

As disclosed in the Composite Document, it was intended that new Directors nominated by the Offeror be appointed to the Board and the then Directors would resign following the close of the Share Offer. The Share Offer closed at 4:00 p.m. on 6 October 2010. The Board would like to announce the appointment and the resignation of the following Directors, all with effect from 7 October 2010:

Appointment of Directors

1. Messrs CHI Chi Hung, Kenneth (“**Mr CHI**”) and YEUNG Kwok Leung (“**Mr YEUNG**”) have been appointed as executive Directors;
2. Mr TSO Shiu Kei, Vincent (“**Mr TSO**”) has been appointed as non-executive Director;
3. Ms SO Wai Lam (“**Ms SO**”) and Mr SUNG Yat Chun (“**Mr. SUNG**”) have been appointed as independent non-executive Directors and members of the Audit Committee (the “**Audit Committee**”) of the Company; and

4. Ms CHAN Hoi Ling (“Ms **CHAN**”) has been appointed as independent non-executive Director and the chairman of the Audit Committee.

Resignation of Directors

5. Tan Sri Dr KHOO Kay Peng resigned as non-executive Director and chairman of the Company;
6. Ms HO Kuan Lai resigned as executive Director;
7. Messrs KHET Kok Yin and WONG Nyen Faat resigned as non-executive Directors;
8. Mr CHAN Choung Yau (also as alternate Director to Mr KHET Kok Yin) resigned as non-executive Director and member of both the Audit Committee and the remuneration committee (the “**Remuneration Committee**”) of the Company;
9. Mr OOI Boon Leong @ LAW Weng Leun resigned as independent non-executive Director and chairman of both the Audit Committee and the Remuneration Committee;
10. Mr OH Hong Choon resigned as independent non-executive Director and member of both the Audit Committee and the Remuneration Committee; and
11. Mr WONG Kim Ling resigned as independent non-executive Director and member of the Audit Committee.

Each of Tan Sri Dr KHOO Kay Peng, Ms HO Kuan Lai, Messrs KHET Kok Yin, WONG Nyen Faat, CHAN Choung Yau (also alternate Director to Mr KHET Kok Yin), OOI Boon Leong @ LAW Weng Leun, OH Hong Choon and WONG Kim Ling has confirmed that he/she has no disagreement with the Board and there are no matters with respect to his/her resignation that need to be brought to the attention of the Shareholders.

PARTICULARS OF NEWLY APPOINTED DIRECTORS

Mr CHI, aged 41, has over 18 years of experience in accounting and financial control. He holds a bachelor’s degree in accountancy from the Hong Kong Polytechnic University, and was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr CHI is currently an executive director of Hua Yi Copper Holdings Limited (stock code: 559), China Grand Forestry Green Resources Group Limited (stock code: 910) and M Dream Inworld Limited (stock code: 8100), the issued shares of which are listed on the Main Board or the Growth Enterprise Market of the Stock Exchange (“**GEM**”). Mr CHI is also an independent non-executive director of ZMAY Holdings Limited (stock code: 8085) and Aurum Pacific (China) Group Limited (stock code: 8148), the issued shares of which are listed on GEM. Save for the aforesaid, Mr CHI did not hold any directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. CHI has not been appointed for a specific length of service with the Company, but is subject to retirement and rotation in accordance with its articles of association. Save for being a director of the Company, Mr CHI does not have any relationship with any directors, senior management or substantial shareholders of the Company. Mr CHI does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”). Mr CHI is entitled to the emoluments of HK\$10,000 per month, which has been determined upon the prevailing market

conditions and the experience of Mr Chi. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company, and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

Mr YEUNG, aged 37, holds a bachelor's degree in accountancy and has over 15 years of experience in auditing, financial controlling, accounting, corporate development as well as business strategies. Mr YEUNG is the executive director of China Fortune Group Limited (stock code: 290), the issued shares of which are listed the Stock Exchange, since December 2005. Save for the aforesaid, Mr YEUNG did not hold any other directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. He was admitted as a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr YEUNG has not been appointed for a specific length of service with the Company, but is subject to retirement and rotation in accordance with its articles of association. Save for being a director of the Company, Mr YEUNG does not have any relationship with any directors, senior management or substantial shareholders of the Company. Mr YEUNG does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr YEUNG is entitled to the emoluments of HK\$10,000 per month, which has been determined upon the prevailing market conditions and the experience of Mr YEUNG. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

Mr TSO, aged 44, is a solicitor practising in Hong Kong and a partner of K&L Gates, a solicitors' firm. He has extensive experience in corporate finance, corporate supervision and China practice in Hong Kong. Mr TSO obtained a bachelor's degree in laws and a bachelor's degree in commerce from the University of Queensland, Australia. He was qualified as a solicitor in Australia in 1992. He is an independent non-executive director of Sunlink International Holdings Limited (stock code: 2336), the issued shares of which are listed on the Stock Exchange. Save for the aforesaid, Mr TSO did not hold any directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr TSO has not been appointed for a specific length of service with the Company, but is subject to retirement and rotation in accordance with its articles of association. Save for being a director of the Company and save that K&L Gates, the solicitors' firm with which Mr TSO is a partner, are legal advisers to the Offeror in relation to the Share Offer, Mr TSO does not have any relationship with any directors, senior management or substantial shareholders of the Company. Mr TSO does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr TSO is entitled to the emoluments of HK\$10,000 per month, which has been determined upon the prevailing market conditions and the experience of Mr TSO. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company, and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

Ms SO, aged 29, holds a bachelor's degree in science with double majors in mathematics and statistics from the University of British Columbia in Canada. Ms SO has over 7 years of experience in the corporate finance industry and is currently an executive director of ZZNode Technologies Company Limited (Stock code: 2371), the issued shares of which are listed on the Stock Exchange. Save for the aforesaid, Ms SO did not hold any directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms SO has been appointed for a term of one year

commencing from 7 October 2010. Save for being a director of the Company, Ms SO does not have any relationship with any directors, senior management or substantial shareholders of the Company. Ms SO does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Ms SO is entitled to the emoluments of HK\$5,000 per month, which has been determined upon the prevailing market conditions and the experience of Ms SO. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company, and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

Ms CHAN, aged 36, graduated from the University of South Australia with a bachelor's degree in accountancy. Ms CHAN has extensive experience in auditing and accounting. Ms CHAN was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants and the Australian Society of Certified Practising Accountants. Ms CHAN is currently an independent non-executive director of M Dream Inworld Limited (stock code: 8100), the issued shares of which are listed on GEM. Ms CHAN was an independent non-executive director of China E-Learning Group Limited (formerly known as ProSticks International Holdings Limited) (stock code: 8055), the issued shares of which are listed on GEM, from 1 August 2007 to 11 June 2010. Ms CHAN was also a former independent non-executive director of Climax International Company Limited (Stock Code: 439), the issued shares of which are listed on the Stock Exchange from 26 June 2007 to 13 May 2008 and its former executive director from 13 May 2008 to 24 November 2009. Save for the aforesaid, Ms CHAN did not hold any directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms CHAN has been appointed for a term of one year, commencing from 7 October 2010. Save for being a director of the Company, Ms CHAN does not have any relationship with any directors, senior management or substantial shareholders of the Company. Ms CHAN does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Ms CHAN is entitled to the emoluments of HK\$5,000 per month, which has been determined upon the prevailing market conditions and the experience of Ms CHAN. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company, and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

Mr. SUNG, aged 32, is holder of a bachelor of science degree from the University of Western Sydney, Australia. Mr SUNG specialises in product research and in-house operations, and is responsible for trading procedures for investment adviser. Mr SUNG has been a compliance manager for United Overseas Bank, and been an operations officer for Success Securities Limited. He is also a member of the US National Futures Association and chief operation officer of STI Wealth Management Ltd. His product knowledge and long association with innovative strategies has allowed him to provide uniquely diversified solutions to clients' investments. Mr SUNG did not hold any directorships in the three years immediately preceding the date of this announcement in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr SUNG has been appointed for a term of one year, commencing from 7 October 2010. Save for being a director of the Company, Mr SUNG does not have any relationship with any directors, senior management or substantial shareholders of the Company. Mr SUNG does not have any interests in shares of the Company within the meaning of Part XV of the SFO. Mr SUNG is entitled to the emoluments of HK\$5,000 per month, which has been determined upon the prevailing market conditions and the experience of Mr SUNG. Save as set out above, there is no other matter that needs to be brought to the attention of holders of securities of the Company, and save for the above, there is no information required to be disclosed in relation to Rule 13.51(2) of the Listing Rules.

RESIGNATION OF JOINT COMPANY SECRETARIES, AUTHORISED REPRESENTATIVES AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG

The Board would also like to announce that (i) both Ms HO Kuan Lai and Mr MOK Ho Ming have tendered their resignation as joint company secretaries and authorised representatives of the Company as regards Rule 3.05 of the Listing Rules with effect from 7 October 2010; and (ii) Ms HO Kuan Lai has tendered her resignation as the agent for the service of process in Hong Kong under section 333 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Service Agent**”) with effect from 7 October 2010. Each of Ms HO Kuan Lai and Mr MOK Ho Ming confirmed that she/he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders in connection with her/his aforesaid resignation.

APPOINTMENT OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVES AND SERVICE AGENTS

The Board is also pleased to announce that Ms LAU Kam Yi Rosary (“**Ms LAU**”) has been appointed as company secretary, authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and the Service Agent. Ms LAU has extensive working experience in company secretarial and accounting matters of listed companies. She is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr CHI has also been appointed as an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and the Service Agent.

The Board would like to express our most sincere appreciation to Tan Sri Dr KHOO Kay Peng, Ms HO Kuan Lai, Messrs KHET Kok Yin, WONG Nyen Faat, CHAN Choung Yau, OOI Boon Leong @ LAW Weng Leun, OH Hong Choon, WONG Kim Ling and MOK Ho Ming for their invaluable contributions and services to the Company during the tenure of their offices. The Board would also like to take this opportunity to welcome Mr YEUNG, Mr CHI, Mr TSO, Ms SO, Ms CHAN, Mr SUNG and Ms LAU to join the Company.

By order of the Board
CHI Chi Hung, Kenneth
Executive Director

Hong Kong, 8 October 2010

As at the date of this announcement, the executive Directors are Mr CHI Chi Hung, Kenneth and Mr YEUNG Kwok Leung; the non-executive Director is Mr TSO Shiu Kei, Vincent; and the independent non-executive Directors are Ms SO Wai Lam, Ms CHAN Hoi Ling and Mr SUNG Yat Chun.

**For identification purpose only*