

# **MORNING STAR HOLDINGS (AUSTRALIA) LIMITED**

**ABN 98 008 124 025**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**AND**

## **EXPLANATORY MEMORANDUM**

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Date of Meeting: Friday 28 May 2010

Time of Meeting: 11.00 am (EST)

Place of Meeting: Level 2  
3 Spring Street  
Sydney NSW 2001

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**NOTICE OF ANNUAL GENERAL MEETING**  
**MORNING STAR HOLDINGS (AUSTRALIA) LIMITED**  
**ABN 98 008 124 025**

Notice is hereby given that the Annual General Meeting of Morning Star Holdings (Australia) Limited ("**Morning Star**" or "**the Company**") will be held at Level 2, 3 Spring Street, Sydney NSW 2001 on Friday 28 May 2010 at 11.00am to conduct the following business.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in fill in this Notice of Meeting.

**AGENDA**

**Financial Statements and Reports**

To receive and consider the financial statements, the Directors' reports and auditor's report for the Company and its controlled entities for the year ended 31 December 2009.

**RESOLUTIONS**

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**1. Adoption of Remuneration Report**

To consider and, if thought fit, to pass with or without amendment, the following as an **ordinary resolution**:

*"That the remuneration report for the Company and its controlled entities for the year ended 31 December 2009 be adopted."*

The vote on this Resolution is advisory only and does not bind the Directors or the Company.
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**2. Re-election of Dr Neale Fong as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*"That Dr Neale Fong, who was appointed as a Director of the Company to fill a casual vacancy on 10 December 2009, retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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**3. Re-election of Mr Grant Button as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

*"That Mr Grant Button, who was appointed as a Director of the Company on 30 May 2008, retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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**4. Change of Name to Realm Resources Limited**

To consider and, if thought fit, to pass, with or without amendment, the following as a **special resolution**:

*“That, pursuant to section 136(2) and 157(1) of the Corporations Act and for all other purposes, the Company adopt '**Realm Resources Limited**' as the name of the Company, and that the Company's Constitution be modified accordingly.”*

Please refer to the accompanying Explanatory Notes, which form part of this Notice of Meeting, for more information on the proposed Resolution.

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## **Other Business**

To transact any other business that may be lawfully brought forward in accordance with the Company's Constitution and the Corporations Act.

### **BY ORDER OF THE BOARD**

A handwritten signature in blue ink, appearing to read 'Theo Renard', is written over a faint, light blue circular stamp or watermark.

**Theo Renard**  
**Director**

19 April 2010

## EXPLANATORY MEMORANDUM

### MORNING STAR HOLDINGS (AUSTRALIA) LIMITED

ABN 98 008 124 025

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#### 1. Financial Report and Directors' Report

The Corporations Act and the Company's Constitution require the following reports in respect to the financial year of the Company ended 31 December 2009 to be laid before the meeting:

- the Financial Report (which includes the financial statements and Directors' declaration); and
- the Directors' Report, the Corporate Governance Statement and the Auditor's Report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the business, operations and management of the Company and the consolidated group.

There is no requirement in the Corporations Act or in the Company's Constitution for Shareholders to approve the Financial Statements and Reports.

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#### 2. Resolution 1 - Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of the Directors and senior executives ("**Remuneration Report**") be put to Shareholders.

This Resolution is an 'advisory only' Resolution which does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments upon the Remuneration Report.

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#### 3. Resolution 2 - Re-election of Director

Clause 12.5(a) of the Company's Constitution provides that any Director appointed under Clause 12.5 of the Company's Constitution (to fill a casual vacancy or as an addition to the existing Directors) holds office until the next annual general meeting of the Company and is then eligible for re-election but is not to be taken into account in determining the Directors who are to retire by rotation at that meeting.

Dr Neale Fong, having been appointed a Director of the Company on 10 December 2009, in accordance with Clause 12.5(b) of the Company's Constitution retires and being eligible, offers himself for re-election by Shareholders.

The remaining Directors recommend to Shareholders that Dr Fong be re-elected.

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#### 4. Resolution 3 - Re-election of Director

Clause 12.9 of the Company's Constitution requires that Directors retire by rotation.

Mr Grant Button, having been appointed a Director of the Company on 30 May 2008, in accordance with Clause 12.9(a)(i) of the Company's Constitution retires and being eligible, offers himself for re-election by Shareholders.

The remaining Directors recommend to Shareholders that Mr Button be re-elected.

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## 5. Resolution 4 - Change of Name to Realm Resources Limited

It is proposed that the Company change its name from '**Morning Star Holdings (Australia) Limited**' to '**Realm Resources Limited**'. The name '**Realm Resources Pty Ltd**' is currently held by the Company's wholly-owned subsidiary. If Resolution 4 is successful, the subsidiary will change its name to '**Morning Star Holdings (Australia) Pty Ltd**' at the same time as the Company changes its name to '**Realm Resources Limited**'.

Under section 157(1) of Corporations Act, a Company must obtain member approval by a special resolution to adopt a new name. The name of the Company is included in the Company's Constitution. Under section 136(2) of the Corporations Act 2001, a Company must obtain member approval by a special resolution to modify its constitution.

The name change is subject to and will take effect when the Australian Securities and Investments Commission effects the change and alters the Company's registration details.

Accordingly, Resolution 4 seeks member approval to change the Company name and to modify the Company's Constitution to reflect that name.

The Directors unanimously recommend that Shareholders vote in favour of the change of name of the Company.

## Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Memorandum have the following meanings:

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting of Shareholders to be held at Level 2, 3 Spring Street, Sydney NSW on 28 May 2010 at 11.00am (EST) or any adjournment thereof.

"**ASX**" means ASX Limited ACN 008 624 691.

"**Board**" means the board of Directors.

"**the Company**" and "**Morning Star**" means Morning Star Holdings (Australia) Limited ABN 98 008 124 025.

"**Corporations Act**" means the *Corporations Act 2001* (Commonwealth).

"**Directors**" means the directors of the Company, from time to time.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Notice of Meeting**" means the notice of Meeting which accompanies this Explanatory Memorandum.

"**Resolution**" means a resolution in the Notice of Meeting.

"**Shareholders**" means registered holders of Shares.

"**Shares**" means fully paid ordinary shares in the capital of the Company.

## Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the Company by no later than 11.00am (EST) on 26 May 2009.

The completed form of proxy may be:

1. mailed to Morning Star Holdings (Australia) Limited, GPO Box 4216, Sydney NSW 2001, or
2. faxed to Morning Star Holdings (Australia) Limited on (02) 8249 4001.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company.

# MORNING STAR HOLDINGS (AUSTRALIA) LIMITED

ABN 98 008 124 025

## FORM OF PROXY

The Secretary  
Morning Star Holdings (Australia) Limited  
Level 13  
3 Spring Street  
SYDNEY NSW 2001

I/We \_\_\_\_\_  
(print shareholder(s) name(s))

of \_\_\_\_\_  
(print address of shareholder(s))

being a member/members of Morning Star Holdings (Australia) Limited hereby appoint

\_\_\_\_\_  
(print proxy's name in full)

of \_\_\_\_\_  
(print proxy's address)

and (if you wish to appoint two proxies) \_\_\_\_\_  
(print second proxy's name in full)

of \_\_\_\_\_  
(print second proxy's address)

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on 28 May 2010 and at any adjournment of that meeting.

I/We desire to vote on the Resolutions as indicated below:-

Please indicate with an X how you wish your vote to be cast. Unless otherwise instructed, the proxy may vote as he/she thinks fit. The Resolutions are numbered as in the notice of meeting.

Item	For	Against	Abstain
1. To adopt the remuneration report			
2. Re-election of Dr N Fong as a Director			
3. Re-election of Mr G Button as a Director			
4. Change of Name to Realm Resources Limited			

### Voting of Chairman

In relation to undirected proxies, the Chairman intends to vote in favour of each Resolution.

*If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box.*

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*By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the Resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.*

*If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.*

Signed this                      day of                      2010.

Signature(s) of members(s)

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NOTES:

1. If you have appointed two proxies please indicate what proportion of your voting rights each proxy is to represent.
2. If the appointment of a proxy is signed by the appointer's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

The completed form of proxy may be:

1. mailed to Morning Star Holdings (Australia) Limited, GPO Box 4216, Sydney NSW 2001 or
2. faxed to Morning Star Holdings (Australia) Limited on (02) 8249 4001.