

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of QSR Brands Bhd will be held at Level 3, Wisma KFC, No 17 Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 11 June 2007 at 3.00 pm for the following purposes:

## AGENDA

1. To receive and adopt the Audited Financial Statements of the Company for the year ended 31 December 2006 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of a final dividend of 6 sen less 27% Malaysian income tax per share. **Resolution 2**
3. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2006. **Resolution 3**
4. To re-elect the following Directors retiring pursuant to Article 89 of the Company's Articles of Association:
  - (i) Dato' Dr Ridzuan bin Mohd Akil **Resolution 4**
  - (ii) YAM Dato' Seri Syed Amir Abidin Jamalullail Ibni Almarhum Tuanku Syed Putra Jamalullail **Resolution 5**
  - (iii) Wong Seng Lee **Resolution 6**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. **Resolution 7**
6. As special business:

To consider and, if thought fit, to pass the following resolutions:

### (a) Ordinary Resolution - Authority to allot and issue shares pursuant to Section 132D of the Companies Act 1965

"**THAT** subject always to the Companies Act 1965, Articles of Association of the Company and approvals from the Bursa Malaysia Securities Berhad and other governmental or regulatory authorities, where such approvals shall be necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act 1965 from time to time to issue and allot ordinary shares from the unissued share capital of the Company upon such terms and conditions and at such times as may be determined by the Directors of the Company to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed 10 percent of the issued share capital for the time being of the Company."

**Resolution 8**

### (b) Ordinary Resolution - Proposed Share Buy-Back Authority

"**THAT** subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the listing requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital ("Proposed Share Buy-Back Authority") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any time AND THAT an amount not exceeding the total retained profits of RM109,614,000 and share premium account of RM8,920,000 as disclosed in the audited accounts of the Company as at 31 December 2006 otherwise available for dividend for the time being be allocated for the Proposed Share Buy-Back Authority."

**“AND THAT** the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 67A of the Act) and/or cancel the Purchased Shares and/or to retain part of the Purchased Shares and cancel the remainder and/or to resell the treasury shares or to distribute them as share dividend and/or subsequently cancel them and to deal with Purchased Shares in such other matter as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

**“AND THAT** the Directors be and are hereby empowered to do all acts and things (including the opening and maintaining of a central depositories account(s) under the Securities Industry (Central Depositories) Act, 1991) and to take such steps and to enter into and execute all commitments, transactions, deeds, agreements, arrangements, undertakings, indemnities, transfers, assignments, and/or guarantees as they may deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations (if any) as may be imposed by the relevant authorities.

**“AND FURTHER THAT** the authority conferred by this ordinary resolution shall be effective immediately upon passing of this ordinary resolution and shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held (whichever is earlier), unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, but shall not prejudice the completion of purchase(s) by the Company before the expiry date and in any event in accordance with provisions of the Listing Requirements and other relevant authorities.”

**Resolution 9**

**(c) Ordinary Resolution - Proposed Renewal of Shareholders’ Mandate and additional mandate for QSR Brands Bhd (“QSR”) and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (“Proposed Shareholders’ Mandate”)**

**“THAT** authority be and is hereby given in line with Chapter 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”), for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of the Recurrent Related Party Transaction, particulars of which are set out in the Circular to Shareholders dated 18 May 2007 with the Related Parties as described therein, provided that such transactions are of revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms with those generally available to the public and are not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall commence immediately upon the passing of this Ordinary Resolution until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse unless by a resolution passed at a general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date that is required by law to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”

**Resolution 10**

## Notice of Annual General Meeting (cont'd)

### (d) Special Resolution – Proposed Amendments to the Company's Articles of Association

"THAT the Articles of Association of the Company be and are hereby amended in the manner as set out in Part C of the Circular to Shareholders dated 18 May 2007 AND THAT the Directors of the Company be and are hereby authorised to give effect to the said amendments, alteration, modification and deletion to the Articles of Association of the Company as may be required by any relevant authorities as they deem fit, necessary or expedient in order to give full effect to the Proposed Amendments to the Company's Articles of Association."

**Resolution 11**

7. To transact any other ordinary business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the final dividend of 6 sen less 27% Malaysian income tax per share will be paid on 9 July 2007 to depositors who are registered in the Record of Depositors at the close of business on 18 June 2007 if approved by members at the 4th Annual General Meeting on 11 June 2007.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 pm on 18 June 2007 in respect of the ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

**MOHD ZAM BIN MUSTAMAN** (LS 0009020)  
**IDHAM JIHADI BIN ABU BAKAR, ACIS** (MAICSA 7007381)  
Company Secretaries

Kuala Lumpur  
18 May 2007

#### Notes:

1. A member of the Company entitled to attend and vote at the above Annual General Meeting ("AGM") may appoint a Proxy to attend and vote in his stead. A Proxy may but need not be a member of the Company. If the proxy is not a member of the Company, the proxy shall be an advocate or an approved company auditor or person approved by the Companies Commission of Malaysia.
2. A member of the Company may appoint more than two (2) proxies to attend the AGM. Where a member of the Company appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy must be deposited at Tenaga Koperat Sdn Bhd, 20th Floor Plaza Permata, Jalan Kampar, Off Jalan Tun Razak, 50400 Kuala Lumpur, not less than 48 hours before the time for holding the meeting or any adjournment thereof.

#### Explanatory Notes on Special Business

1. **Resolution Pursuant to Section 132D of the Companies Act 1965**  
The Ordinary Resolution proposed under item 6(a), if passed, will give the Directors of the Company, from the date of the above General Meeting, authority to issue and allot ordinary shares from the unissued share capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

2. **Resolution pursuant to the Proposed Share Buy-Back authority**

This resolution proposed under item 6(b) will empower the Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the total retained earnings and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Further information on the Proposed Share Buy-Back are set out in the Circular to Shareholders of the Company which is dispatched together with the Company's Annual Report for the year ended 2006.

3. **Resolution pursuant to the Proposed Shareholders' Mandate**

This resolution proposed under item 6(c) will enable QSR Group to enter into any recurrent transactions of a revenue or trading nature which are necessary for the QSR Group's day-to-day operations, subject to the transactions being in the ordinary course of business, made at arm's length and on normal commercial terms and are not to the detriment of the minority shareholders of the Company.

Further information on the Proposed Shareholders' Mandate are set out in the Circular to Shareholders of the Company which is dispatched together with the Company's Annual Report for the year ended 2006.

4. **Resolution pursuant to the Proposed Amendments to the Company's Articles of Association**

The Special Resolution proposed under item 6(d), if passed, will give authority to the Directors to amend the Company's Articles of Association in order to be in line with the new Listing Requirements of Bursa Malaysia Securities Berhad, prevailing statutory and regulatory requirements as well as to update the Articles of Association of the Company. Further explanatory notes on Resolution 11 is set out in the Circular to Shareholders dated 18 May 2007 attached to the Annual Report for the year ended 2006.