

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF QSR BRANDS BHD WILL BE HELD AT LEVEL 3, WISMA KFC, NO 17 JALAN SULTAN ISMAIL, 50250 KUALA LUMPUR ON THURSDAY, 30 APRIL 2009 AT 3:30 P.M. FOR THE FOLLOWING PURPOSES:

## AGENDA

- 1 To receive and adopt the Audited Financial Statements of the Company for the year ended 31 December 2008 and the Reports of the Directors and Auditors thereon. **Resolution 1**
- 2 To approve the payment of a final dividend of 7 sen less 25% Malaysian income tax per share. **Resolution 2**
- 3 To approve the payment of Directors' fees in respect of the financial year ended 31 December 2008. **Resolution 3**
- 4 To re-elect the following Directors retiring pursuant to Article 89:
  - i Tan Sri Dato' Muhammad Ali bin Hashim **Resolution 4**
  - ii Ahamad bin Mohamad **Resolution 5**
  - iii Jamaludin bin Md Ali **Resolution 6**
- 5 To appoint Messrs KPMG, having consented to act, as Auditors of the Company for the financial year ending 31 December 2009 in place of the retiring Auditors, Messrs Ernst & Young, to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is attached and dispatched together with the Company's Annual Report for the year ended 2008) has been received by the Company for the nomination of Messrs KPMG for the appointment as Auditors in place of the retiring Auditors, Messrs Ernst & Young.

**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 (the "Act")**  
"THAT subject always to the Act, 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 Act 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 Renewal of 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 authorized 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 RM123,686,000 and share premium account of RM69,423,000 as disclosed in the audited accounts of the Company as at 31 December 2008 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 authorized 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 manner 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**

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**c Ordinary Resolution - Proposed Renewal of Shareholders' Mandate and additional mandate for QSR Brands Bhd ("QSR") and its subsidiaries ("QSR Group") 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 8 April 2009 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 which 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); 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 authorized 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**

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