

# ADDITIONAL COMPLIANCE INFORMATION

## 1 NON-AUDIT FEES

The amount of non-audit fees paid and payable to the external auditors and their affiliated company by the Group for the financial year ended 31 December 2008 is as follows:

	RM'000
Ernst & Young	41
Ernst & Young Tax Consultants Sdn Bhd	29
Total	70

## 2 RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE ("RRPT")

Details of transactions with related parties undertaken by the Group during the financial year are disclosed on pages 136 - 138 of the financial statements.

## 3 MATERIAL CONTRACTS

Other than those disclosed in the financial statements on pages 136 - 138, there was no material contract including contracts relating to any loans entered into by the Group and its subsidiaries involving Directors and major shareholders' interest.

## 4 DISCLOSURE OF THE RESTRICTIVE COVENANT CLAUSE IN THE INTERNATIONAL FRANCHISE AGREEMENTS ("IFA") GOVERNING THE PIZZA HUT FRANCHISE

The Group operates Pizza Hut restaurants in Malaysia and Singapore and Multibrand restaurant in Singapore under the International Franchise Agreements and Development Agreements entered into with Yum! Restaurants Asia Pte Ltd ("the Franchisor").

KFCH group operates KFC restaurants in Malaysia, Singapore and Brunei under the International Franchise Agreements entered into with the Franchisor. The right to develop KFC restaurants in Malaysia, Singapore and Brunei is granted to KFCH by the Franchisor under the Development Agreements entered into with the Franchisor.

Any occurrence of events of default under the International Franchise Agreements may lead to the termination of the KFC and Pizza Hut franchise by the Franchisor. The International Franchise Agreements and/or Development Agreements are also subject to renewal.

The International Franchise Agreements also contain a covenant which requires the consent of the Franchisor for any direct or indirect acquisition by any third party competitor of QSR and/or KFCH or any third party holding twenty percent (20%) or more of QSR and/or KFCH, failing which the Franchisor may terminate the International Franchise Agreements and/or adopt any of the remedies specified in the International Franchise Agreements. As our Company and KFCH are listed on Bursa Securities and the respective shares are freely traded, any person, whether individually or together with persons acting in concert, could possibly acquire more than twenty percent (20%) of the voting shares of our Company or KFCH without obtaining the consent of the Franchisor. As such, if the Franchisor does not consent to any such acquisition, the Franchisor may terminate the International Franchise Agreements or choose not to renew the International Franchise Agreements upon the expiry.

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## 5 UTILISATION OF PROCEEDS

The utilization of proceeds as at 31 December 2008 raised from the Rights Issue exercise announced on 14 September 2007 is as follows:

	<b>RM'000</b>
Repayment of bank borrowings	71,079
Expenses for rights issue	1,097
Working Capital	30,104
Total Rights proceeds	102,280

## 6 SHARE BUY-BACK

During the financial year ended 31 December 2008, the Company bought back a total of 5,000,000 of its own shares for a total consideration of RM11,173,964.20. These shares are presently held as treasury shares. None of the shares purchased has been resold or cancelled during the financial year.

Details of the shares purchased during the year are as follows:

Date of purchase	No. of Shares Purchased	Lowest Purchase Price RM	Highest Purchase Price RM	Purchase Consideration RM
04/04/2008	1,474,000	2.0000	2.0900	3,061,005.24
12/05/2008	45,100	2.2000	2.2500	101,051.14
13/05/2008	210,900	2.2700	2.3000	486,743.78
16/05/2008	167,700	2.3000	2.3000	387,182.85
20/05/2008	250,000	2.3000	2.3000	577,097.50
21/05/2008	58,600	2.3700	2.4000	140,974.67
02/06/2008	100,000	2.2400	2.2400	224,939.20
03/06/2008	250,000	2.2900	2.2900	574,589.25
05/06/2008	24,000	2.2500	2.3000	54,897.55
06/06/2008	50,400	2.3000	2.3000	116,418.54
09/06/2008	16,700	2.2800	2.2800	38,354.89
10/06/2008	10,000	2.2500	2.2500	22,664.75
11/06/2008	17,000	2.2300	2.2300	38,186.84
12/06/2008	5,000	2.2400	2.2400	11,282.56
13/06/2008	15,000	2.2300	2.2400	33,795.87
16/06/2008	20,000	2.2800	2.2800	45,933.28
18/06/2008	80,000	2.3000	2.3000	184,791.20
19/06/2008	73,000	2.2700	2.2900	167,119.64
20/06/2008	51,500	2.3000	2.3000	118,959.89
23/06/2008	23,100	2.3000	2.3000	53,518.7
24/06/2008	3,100	2.3000	2.3000	7,182.92
27/06/2008	21,700	2.2700	2.3000	50,038.60
30/06/2008	83,200	2.3000	2.3000	192,183.49
01/07/2008	100,000	2.3000	2.3000	230,959.00
02/07/2008	102,500	2.2800	2.3000	236,676.56
04/07/2008	550,000	2.2300	2.3000	1,263,414.90
07/07/2008	57,200	2.2900	2.3000	132,017.11
08/07/2008	106,000	2.2800	2.3000	244,687.56
09/07/2008	16,500	2.3000	2.3000	38,227.09
10/07/2008	11,100	2.3000	2.3000	25,716.84
22/07/2008	176,900	2.3000	2.3000	408,412.68
23/07/2008	194,800	2.3000	2.3000	449,718.54
24/07/2008	3,000	2.3000	2.3000	6,950.47
29/07/2008	146,000	2.3000	2.3000	337,108.14
30/07/2008	208,000	2.3000	2.3000	480,178.72
04/08/2008	64,000	2.2600	2.3000	145,609.06
06/08/2008	114,000	2.3000	2.3000	263,265.26
21/11/2008	100,000	2.1500	2.2400	222,109.90
<b>TOTAL</b>	<b>5,000,000</b>			<b>11,173,964.20</b>