

NOTICE IS HEREBY GIVEN that the 2nd Annual General Meeting of QSR Brands Bhd will be held at Ballroom A, First Floor, Convention Centre, Renaissance Kuala Lumpur Hotel, Corner of Jalan Sultan Ismail and Jalan Ampang, 50450 Kuala Lumpur, Malaysia, on 28 April 2005 at 11.00am for the following purposes:

AGENDA

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| 1 | To receive and adopt the Audited Financial Statements of the Company for the year ended 31 December 2004 and the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2 | To approve the payment of a first and final dividend of 4 sen less 28% Malaysian income tax per share. | Resolution 2 |
| 3 | To approve the payment of Directors' fees. | Resolution 3 |
| 4 | To re-elect the following Directors retiring pursuant to Article 89: | |
| | (a) YBhg Datuk Haji Izhar bin Sulaiman | Resolution 4 |
| | (b) YBhg Dato' Johari bin Abdul Ghani | Resolution 5 |
| 5 | To re-appoint Ernst & Young as Auditors of the Company and authorize the Directors to fix their remuneration. | Resolution 6 |
| 6 | As special business: | |

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

- (a) 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 7

- (b) Proposed Renewal of Shareholders' Mandate for QSR and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (Proposed Shareholders' Mandate)

"THAT for the purposes of paragraph 10.09 of the Listing Requirements of the Bursa Malaysia Securities Berhad, approval be given for the Company and its subsidiaries ("QSR Group") to enter into any category of recurrent transactions of a revenue or trading nature as set out in paragraph 2.2.1 of the Circular to Shareholders dated 5 April 2005 with the related parties mentioned therein which are necessary for QSR Group's day-to-day operations, provided that:

- (i) the transactions are in the ordinary course of business, made at arm's length and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders and on normal commercial terms;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (iii) interested directors, interested major shareholders and interested persons connected with a director or major shareholder and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must also ensure that persons connected with him abstain from voting on the resolution approving the transactions.

6 As special business (contd.):

AND THAT the authority conferred by such mandate shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the forthcoming AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless the authority is renewed by a resolution passed at an AGM;
 - (ii) the expiration of the period within which the next AGM after that date is required 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 resolution passed by the shareholders in an AGM or EGM,
- whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorized to take all such steps as are necessary or expedient to implement, finalise or to effect the Proposed Shareholders' Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities." Resolution 8

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 first and final dividend of 4 sen less 28% Malaysian income tax per share will be paid on 13 May 2005 to depositors who are registered in the Record of Depositors at the close of business on 3 May 2005 if approved by members at the 2nd Annual General Meeting on 28 April 2005.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 pm on 3 May 2005 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

Ahmad Aznan Bin Mohd Nawawi

Group Company Secretary
(LS 00 06940)

Kuala Lumpur
5 April 2005

Notes:

A member of the Company entitled to attend and vote at the abovementioned Meeting may appoint a Proxy to attend and vote in his stead. A Proxy may but need not be a member of the Company. The instrument appointing a Proxy must be deposited at the Company's Registrar Office, Symphony Share Registrars Sdn Bhd, Level 26, Menara Multi Purpose, Capital Square, No. 8 Jalan Munshi Abdullah, 50100 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 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 by the Company in General Meeting, expire at the next Annual General Meeting.

2 Resolution pursuant to the Proposed Shareholders' Mandate

This resolution proposed under item 6(b) 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 2004.