

## NOTICE OF ANNUAL GENERAL MEETING

- (c) Ordinary Resolution – Proposed Renewal of Existing Shareholders' Mandate and additional mandate for KFC Holdings (Malaysia) Bhd ("KFCH") and its subsidiaries ("KFCH 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 Paragraph 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 4 April 2011, with the Related Parties as described therein, provided that such transactions are of revenue and/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 following the general meeting at which the ordinary resolution for the Proposed Shareholders' Mandate for the Recurrent Related Party Transactions is passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after the date it is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting of the Company,

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 9

- (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 4 April 2011 AND THAT the Directors of the Company be and are hereby authorized 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 10

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

BY ORDER OF THE BOARD

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

Kuala Lumpur  
4 April 2011



**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. If the member is a corporation, the Proxy Form must be executed under its common seal or the hand of its duly authorised officer or attorney. If the Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If the Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with the Proxy Form.
3. A member of the Company may appoint more than two (2) proxies to attend the AGM. Where a member of the Company appoints two (2) or more proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
4. Any alteration made in this form should be initialed by the person who signs it.
5. The Proxy Form and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority must be deposited at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than forty-eight (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 5(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.

The Company had, at the 30th Annual General Meeting held on 29 April 2010, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any new shares pursuant to this mandate obtained as at the date of this notice. The Ordinary Resolution 7 proposed under item 5(a) of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

**2. Resolution pursuant to the Proposed Renewal of Share Buy-Back Authority**

This resolution proposed under item 5(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 by utilising the funds allocated which shall not exceed the total retained earnings and share premium 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.

Further information on the Proposed Renewal of Share Buy-Back Authority 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 2010.

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

This resolution proposed under item 5(c) will enable KFCH Group to enter into any recurrent transactions of a revenue or trading nature which are necessary for the KFCH 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 2010.

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

The Special Resolution proposed under item 5(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 10 are set out in the Circular to Shareholders dated 4 April 2011 attached to the Annual Report for the year ended 31 December 2010.