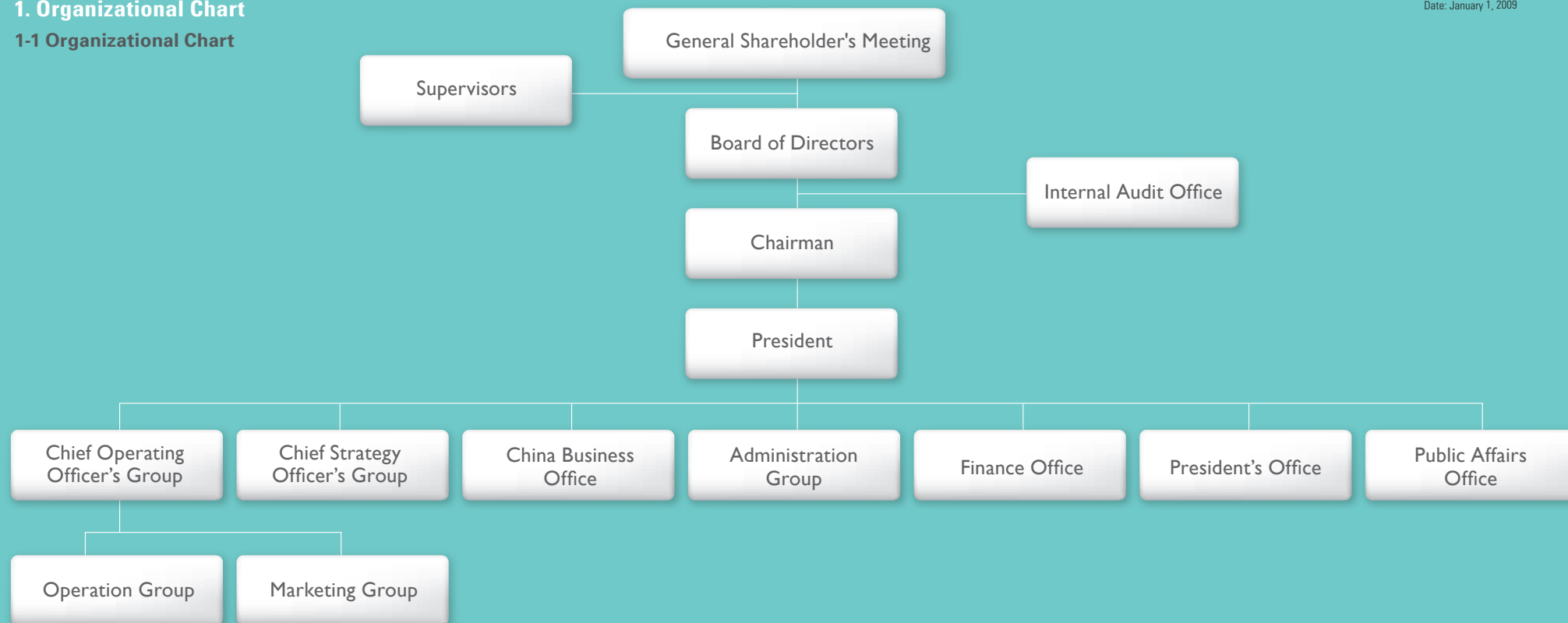


III. CORPORATE GOVERNANCE

1. Organizational Chart

1-1 Organizational Chart

Date: January 1, 2009



1-2 Function Description of Each Group

- Chief Operating Officer's Group: Directing the operation and management of 7-ELEVEN and vertically integrated subsidiaries in Taiwan
- Chief Strategy Officer's Group: Directing the management of horizontally integrated subsidiaries in Taiwan
- China Business Office: Development and management of investments in China
- Administration Group: Integration and planning of back office
- Finance Office: Management and planning of financial and accounting affairs, investor relations, and long-term investments
- President's Office: Strategic planning and new business development in Taiwan
- Internal Audit Office: Management and implementation of internal auditing and internal control system
- Public Affairs Office: Planning and implementation of public relations and corporate social responsibility (CSR)

2. Information of Directors, Supervisors, and Management Team:

2-1 Directors and Supervisors

a. Information of Directors and Supervisors

December 31, 2008

Title	Name	Elected Date	Term (Years)	First Elected Date	Shareholding When Elected		Current Shareholdings		Spouse's and Minor Children's Shareholding		Shareholding by Nominee Arrangements		Education & Experience (Note 3)	Positions at Other Companies	Other Officer, Director or Supervisor who is the spouse or a relative within the second degree of Consanguinity		
					Shares	%	Shares	%	Shares	%	Shares	%			Title	Name	Relation
Director (Juridical Person Shareholder)	Uni-President Enterprises Corp.	June 14, 2006	3	June 10, 1987	414,042,816	45.24%	415,489,816	45.40%	-	-	-	-	-	-	-	-	-
Chairman (Representative)	Kao, Chin Yen (Note 1)	June 13, 2008	3	June 10, 1987	26,254	-	26,254	-	-	-	-	-	Honorary PhD, Lincoln University; Honorary PhD, Sun Yat-Sen University; Honorary PhD, Cheng Kung University	(Note 4)	Director	Lo, Chih Hsien	Son-in-law
Managing Director (Representative)	Lin, Chang Sheng (Note 1)	June 14, 2006	3	June 10, 1987	27,148	-	27,148	-	-	-	-	-	Cheng Kung University	(Note 4)	-	-	-
Managing Director (Representative)	Hsu, Chung Jen (Note 1)	June 14, 2006	3	June 10, 1987	20,499	-	20,499	-	-	-	-	-	MBA, Waseda University	PCSC's President (Note 4)	-	-	-
Director (Representative)	Lin, Lung Yi (Note 1)	June 14, 2006	3	June 15, 2000	16,514	-	16,514	-	22,130	-	-	-	Cheng Kung University	(Note 4)	-	-	-
Director (Representative)	Lo, Chih Hsien (Note 1)	June 14, 2006	3	June 15, 2000	908,640	0.10%	908,640	0.10%	892,883	0.10%	-	-	MBA, UCLA	(Note 4)	Chairman	Kao, Chin Yen	Father-in-law
Director (Representative)	Yang, Wen Long (Note 1)	June 14, 2006	3	June 24, 2003	-	-	-	-	-	-	-	-	National Chung Hsing University	(Note 4)	-	-	-
Director (Representative)	Su, Tsung-Ming (Note 1)	Feb. 14, 2008	1 Years & 4 Months	Feb. 14, 2008	-	-	-	-	-	-	-	-	MBA, University of Iowa	(Note 4)	-	-	-
Director (Representative)	Chang Jen, Yun Huei (Note 1)	June 14, 2006	3	June 14, 2006	-	-	-	-	-	-	-	-	Chemistry, Chinese Culture University	PCSC's Senior Vice President (Note 4)	-	-	-
Supervisor (Natural Person)	Ying, Chien Li	June 14, 2006	3	June 24, 2003	-	-	-	-	-	-	-	-	National Chung Hsing University	(Note 4)	-	-	-
Supervisor (Juridical Person Shareholder)	Kao Chyuan Investment Co. Ltd.	June 13, 2008	1	June 13, 2008	2,912,872	0.32%	3,995,401	0.44%	-	-	-	-	-	-	-	-	-
Supervisor (Representative)	Hong, Ho I (Note 2)	June 13, 2008	1	June 13, 2008	-	-	-	-	-	-	-	-	Nan Ying Vocational High School	(Note 4)	-	-	-

Note 1: Representative of Uni-President Enterprises Corp.

Note 2: Representative of Kao Chyuan Investment Co. Ltd.

Note 3: For more information on the experience of directors and supervisors, please refer to the attached 2008 annual report disc.

Note 4: For more information on the positions held by directors and supervisors at PCSC and other companies, please refer to the attached 2008 annual report disc.

Compensations to Directors	Names of Directors			
	A+B+C+D		A+B+C+D+E+F+G	
	PCSC	All consolidated companies	PCSC	All consolidated companies
NT\$5,000,000 (inc)~ NT\$10,000,000	Kao Chyuan Investment Co. Ltd.		Kao Chyuan Investment Co. Ltd.; Chang Jen, Yun Huei	
NT\$10,000,000 (inc)~ NT\$15,000,000	-		-	
NT\$15,000,000 (inc)~ NT\$30,000,000	Uni-President Enterprises Corp.		Uni-President Enterprises Corp.; Hsu, Chung Jen	
NT\$30,000,000 (inc)~ NT\$50,000,000	-		-	
NT\$50,000,000 (inc)~ NT\$100,000,000	-		-	
Over NT\$100,000,000	-		-	
Total	-		-	

b. Compensations to Supervisors

As of December 31, 2008/ Unit: NT\$1,000

Title	Name	Remunerations to Supervisors								Summation of A, B, C and D as % of After-Tax Income		Other Compensations from Affiliates other than Subsidiaries
		Remunerations (A)		Pensions (B)		Earnings Distributions(C)		Execution Fees (D)		PCSC	All consolidated companies	
		PCSC	All consolidated companies	PCSC	All consolidated companies	PCSC	All consolidated companies	PCSC	All consolidated companies			
Supervisor (natural person)	Ying, Chien Li											
Supervisor (juridical person shareholder)	Nan Shan Life Insurance Co. Ltd.(Note 1)											
Supervisor	Tse, Koon Hang Ada (Note 2)	-	-	-	-	4,881 (Note 5)	4,881 (Note 5)	600	600	0.16%	0.15%	NA
Supervisor (juridical person shareholder)	Kao Chyuan Investment Co. Ltd. (Note 3)											
Supervisor	Hong, Ho I (Note 4)											

Note 1: The term of Nan Shan Life Insurance Co. Ltd ended on June 12, 2008.

Note 2: Nan Shan Life Insurance Co. Ltd's representative Tse, Koon Hang Ada automatically ceased to serve as representative when Nan Shan Life Insurance Co. Ltd term as a supervisor ended.

Note 3: Kao Chyuan Investment Co., Ltd. was selected as a supervisor on June 13, 2008.

Note 4: The representative of Kao Chyuan Investment Co. Ltd.

Note 5: Earnings distribution for 2008 has not yet been approved by the Shareholders' Meeting; the figure is based on the proposal approved by the Board of Directors.

Compensations to Supervisors	Names of Supervisors			
	A+B+C+D		A+B+C+D	
	PCSC	All consolidated companies	PCSC	All consolidated companies
NT\$0	Tse, Koon Hang Ada; Hong, Ho I		Tse, Koon Hang Ada; Hong, Ho I	
NT\$1 (inc)~ NT\$2,000,000	Nan Shan Life Insurance Co. Ltd.; Kao Chyuan Investment Co. Ltd.		Nan Shan Life Insurance Co. Ltd.; Kao Chyuan Investment Co. Ltd.	
NT\$2,000,000 (inc)~ NT\$5,000,000	Ying, Chien Li		Ying, Chien Li	
NT\$5,000,000 (inc)~ NT\$10,000,000	-		-	
NT\$10,000,000 (inc)~ NT\$15,000,000	-		-	
NT\$15,000,000 (inc)~ NT\$30,000,000	-		-	
NT\$30,000,000 (inc)~ NT\$50,000,000	-		-	
NT\$50,000,000 (inc)~ NT\$100,000,000	-		-	
Over NT\$100,000,000	-		-	
Total	-		-	

c. Compensations to President and Senior Vice Presidents

As of December 31, 2008/ Unit: NT\$1,000

Title	Name	Salary (A)		Pensions (B)		Bonus and Special Allowance (C)		Earning Distributions to Employees(D)				Summation of A, B, C and D as % of After-Tax Income		Employee Stock Option Plan		Other Compensations from Affiliates other than Subsidiaries	
		PCSC	All consolidated companies	PCSC	All consolidated companies	PCSC	All consolidated companies	PCSC		All consolidated companies		PCSC	All consolidated companies	PCSC	All consolidated companies		
								Cash Dividends	Stock Bonuses	Cash Dividends	Stock Bonuses						
President	Hsu, Chung Jen																
Senior Vice President	Chang Jen, Yun Huei																
Senior Vice President	Wu, Kuo Hsuan	12,263	14,133	16,491 (Note4)	16,491 (Note4)	7,233 (Note1)	7,415 (Note1)	2,426 (Note2)	-	2,850 (Note2)	-	1.09%	1.13%	-	-	Yes (Note3)	
Senior Vice President	Hsieh, Chien Nan																
Senior Vice President	Lai, Nan Bey																

Note 1: Including car leasing expenses for managers.

Note 2: Earnings distribution for 2008 has not yet been approved by Shareholders' Meeting. The figure is estimated based on the proposal approved by Board Meeting.

Note 3: Compensations for acting as directors or supervisors for the investees that are not consolidated in the financial statements.

Note 4: Actual expenditure: NT\$16,037,000. Pension contributions (new Labor Insurance pension system): NT\$112,000; pension contributions (old Labor Insurance pension system): NT\$342,000.

Compensations to President and Senior Vice Presidents	Names of President and Senior Vice Presidents	
	PCSC	All consolidated companies
NT\$0	-	-
NT\$1 (inc)~ NT\$2,000,000	-	-
NT\$2,000,000 (inc)~ NT\$5,000,000	Wu, Kuo Hsuan; Chang Jen, Yun Huei; Hsieh, Chien Nan; Lai, Nan Bey	Wu, Kuo Hsuan; Hsieh, Chien Nan; Lai, Nan Bey
NT\$5,000,000 (inc)~ NT\$10,000,000	-	Chang Jen, Yun Huei
NT\$10,000,000 (inc)~ NT\$15,000,000	-	-
NT\$15,000,000 (inc)~ NT\$30,000,000	Hsu, Chung Jen	Hsu, Chung Jen
NT\$30,000,000 (inc)~ NT\$50,000,000	-	-
NT\$50,000,000 (inc)~ NT\$100,000,000	-	-
Over NT\$100,000,000	-	-
Total	-	-

d. Distribution of Employee Bonuses to Management Team

As of December 31, 2008/ Unit: NT\$1,000

	Title	Name	Stock Bonus	Cash Bonus	Total	Total as % of After-Tax Income
Managers	President	Hsu, Chung Jen	-	4,237.7	4,237.7	0.12%
	Senior Vice President	Chang Jen, Yun Huei				
	Senior Vice President	Wu, Kuo Hsuan				
	Senior Vice President	Hsieh, Chien Nan				
	Senior Vice President	Lai, Nan Bey				
	Chief Auditor (Vice President)	Lin, Wen Ching				
	Vice President	Chen, Jui Tang				
	Vice President	Yang, Yen Sen				
	Vice President	Wang, Wen Kui				
	Vice President	Tsai, Du Chuan				
	Accounting Division Manager	Lai, Hsin Ti				
	Finance Division Manager	Wu, Wen Chi				

Note: Earnings distribution for 2008 has not been approved by Shareholders' Meeting. The figure is estimated based on the proposal approved by Board Meeting.

2-4 Analysis of the total compensations (as a percentage of net income) to directors, supervisors, president and senior vice presidents of PCSC and all the consolidated companies over the past two years. Explanations of the compensation policies, standards, arrangements, procedures for defining compensations and the relation between compensation packages and the company's performance.

■ Compensation paid to Directors, Supervisors, President and Senior Vice Presidents over the past two years as a percentage of net profit after tax

Year	Position	Directors (Note3)	Supervisors	President and Senior Vice Presidents
2008	PCSC (Note 1)	1.90%	0.16%	1.09%
	All consolidated companies (Note 2)	2.01%	0.15%	1.13%
2007	PCSC (Note 1)	1.51%	0.15%	0.60%
	All consolidated companies (Note 2)	1.87%	0.15%	0.73%

Note 1: PCSC's net profit after tax in 2008 was NT\$3,519,681,000; PCSC's net profit after tax in 2007 was NT\$3,622,413,000.

Note 2: Total net profit after tax in 2008 for all consolidated companies was NT\$3,602,670,000; total net profit after tax in 2007 for all consolidated companies was NT\$3,802,204,000.

Note 3: Directors' compensation includes salaries paid to directors who are also serving as company employees.

■ Explanation of compensation policy, standards and arrangements, the procedures for setting compensation, and the relationship between compensation and company performance

1. PCSC's compensation policy is based on the company's business strategy, human resources strategy and financial health. Every year, the company takes part in salary surveys undertaken by specialist salary survey organizations; the company's compensation levels are then reviewed in light of the results of these surveys.
2. The standards on which compensation for directors and supervisors is based are clearly specified in the company's Articles of Incorporation. (Please refer to page 34 – Employee Bonuses and Directors' and Supervisors' Compensation).
3. The compensation paid to PCSC's President and Senior Vice Presidents is set according to their individual performance and their contribution to the company's operations, in line with PCSC's compensation regulations and taking into consideration the typical compensation levels paid by other companies (using data compiled by specialist market research firms). The awarding of bonuses is based on PCSC's performance management regulations, taking into consideration the company's performance in the year in question and the performance of the individual concerned.