

3. Corporate Governance Mechanism

3-1 Operations of Board Meetings

The Board has convened seven meetings (A) during the most recent year and by the end of the published date of annual report. Below is the attendance record of individual directors and supervisors.

Title	Name (Note 1)	Attendance in Person(B)	Attendance by Proxy	Attendance Rate (%)(A/B) (Note)	Remark
Chairman	Kao Chyuan Investment Co. Ltd. Kao, Chin Yen	1	0	100%	The term of Kao Chyuan Investment's representative ended on June 12, 2008.
Chairman	Uni-President Enterprise Corp. Kao, Chin Yen	6	0	100%	The term of Uni-President Enterprise Corp.'s representative began on June 13, 2008.
Managing Director	Uni-President Enterprise Corp. Lin, Chang Sheng	6	1	86%	
Managing Director	Uni-President Enterprise Corp. Hsu, Chung Jen	6	1	86%	
Director	Uni-President Enterprise Corp. Lin, Lung Yi	6	1	86%	
Director	Uni-President Enterprise Corp. Lo, Chih Hsien	6	1	86%	
Director	Uni-President Enterprise Corp. Yang, Wen Long	7	0	100%	
Director	Uni-President Enterprise Corp. Tu, Te Cheng	0	0	0%	The term of the previous director ended on February 13, 2008.
Director	Uni-President Enterprise Corp. Su, Chung Ming	7	0	100%	The term of the new director began on February 14, 2008.
Director	Uni-President Enterprise Corp. Wu, Kuo Hsuan	1	0	100%	The term of director ended on June 12, 2008.
Director	Uni-President Enterprise Corp. Chang Jen, Yun Huei	6	1	86%	
Supervisor	Ying, Chien Li	7	0	100%	
Supervisor	Nan Shan Life Insurance Co. Ltd Tse, Koon Hang Ada	0	0	0%	The term of the previous supervisor ended on June 12, 2008.
Supervisor	Kao Chyuan Investment Co. Ltd. Hong, Ho I	5	0	83%	The term of the new supervisor began on June 13, 2008.

Other issues to be noted:

- a. Issues specified in Article 14-3 of Securities Transaction Law and other issued opposed by non-executive directors or to which non-executive directors reserve their opinions should be recorded in writing in the meeting minutes of the Board. Dates, sessions, and contents of resolutions of the Board Meetings, opinions from all the non-executive directors and the responses to their opinions should be noted.

[Explanations] PCSC has not yet appointed any non-executive directors. Therefore, the issues specified in Article 14-3 of Securities Transaction Law and other issued opposed by nonexecutive directors or to which non-executive directors reserve their opinions do not apply.

- b. In cases where directors avoid the issues in which they have conflicts of interests, the names of the directors, contents of resolutions, reasons why they should avoid and the results of votes should be noted.

[Explanations] For issues where directors have conflicts of interests with the Company, the principle is that such conflicts of interests shall not affect the voting results.

- c. The intended augmentations of the functions of the Board (such as the establishment of Audit Committee and the enhancement of information transparency) during the recent years and the evaluation of the actual implementations.

[Explanations] PCSC has established Procedures for Board Meetings on March 8, 2005, in accordance with Corporate Governance Best-Practice Principles for TSE/GTSM Listed Companies and reported these Procedures to the regular shareholders' meeting on June 14, 2005. Also, PCSC's Board Meeting on March 12, 2008 amended the Procedures by referring to Governing Procedures for Board of Directors Meetings of Public Companies issued by Financial Supervisory Commission. The amendment has made the procedures to avoid conflicts of interests more robust so as to enhance the functions of the Board. A meeting of the Board of Directors held on March 19, 2009 approved a further revision of the Procedures for Board of Directors Meetings to enhance the functioning of the Board, in line with the company's restructuring and the regulations laid down by the Financial Supervisory Commission, Executive Yuan.

Note: The actual attendance rate (expressed as a percentage) is obtained by comparing the number of board meetings held during the term of office with the number of meetings actually attended

3-2 Operations of Audit Committee: PCSC has not yet established an Audit Committee. Therefore, there is no information to be disclosed.

3-3 Participation by Supervisors in the Operations of the Board of Directors

During the most recent fiscal year and as of the date of publication of this report, a total of seven board meetings were held (A). Attendance by supervisors at these board meetings was as follows:

Title	Name	Actual no. of meetings attended (B)	Actual attendance rate(B/A)(%) (Note)	Remark
Supervisor	Ying, Chien Li	7	100%	
Supervisor	Nan Shan Life Insurance Co. Ltd. Tse, Koon Hang Ada	0	0%	The term of the previous supervisor ended on June 12, 2008.
Supervisor	Kao Chyuan Investment Co. Ltd. Hong, Ho I	5	83%	The term of the new supervisor began on June 13, 2008.

Other points noted:

1. Responsibilities of the supervisors:

- (1) Communication between supervisors and the company's employees and shareholders: Supervisors are able to communicate with employees and shareholders through various types of reports and communication channels (including telephone, fax, e-mail, etc.)
- (2) Communication between supervisors and the internal auditors and accountants: The periodic reports compiled by the internal auditors keep the supervisors informed of the company's operational status and auditing status. The supervisors can also use telephone, mail, fax, conferences etc. to communicate with the accounting personnel, to keep themselves up-to-date with the company's financial and operational status.

Note: The actual attendance rate (expressed as a percentage) is obtained by comparing the number of board meetings held during the supervisor's term of office with the number of meetings actually attended by that supervisor.

3-4 Discrepancy and Reasons between Corporate Governance Best-Practice Principles for TSE/GTSM Listed Companies and Company Practices

Item	Status	Deviation from Corporate Governance Best Practice for TSE/GTSM Listed Companies, and Reasons for Such Deviation
1. Shareholder structure and shareholders'		
(1) The Company's policy in handling shareholders' suggestions and disputes	Besides appointing a common stock transfer agent to handle shareholder affairs, PCSC has also established a comprehensive spokesperson system and an investor relations team to deal with shareholder issues.	Compliant.
(2) Availability of a list of major shareholders and details of the ultimate owners of these shareholders	PCSC fully aware of its major shareholders through its common stock transfer agent. Changes in the shareholder structure are reported on a regular basis to the directors, supervisors and senior managers. With regard to the details of the ultimate owners of major shareholders, besides natural persons, because PCSC has an active relationship with its major shareholders, PCSC can obtain details of the ultimate ownership of major shareholders from these shareholders when necessary.	
(3) Establishment of risk control mechanisms and firewalls with respect to affiliates	PCSC has formulated Procedures Governing the Monitoring of Subsidiaries in accordance with the Regulations for the Establishment of Internal Control Systems by Public Companies, so as to ensure effective risk control with respect to subsidiaries.	
2. Structure and Responsibilities of the Board of Directors		
(1) Appointment of independent directors	PCSC has not yet appointed any independent directors.	Although PCSC has so far not appointed any independent directors, its director representatives are all financial and business professionals who fulfill their duties in accordance with the requirements of the law and with PCSC's Articles of Incorporation. In the future, PCSC will comply with all new regulatory requirements in this respect.
(2) Periodic assessment of the independence of the external auditors	On the basis of an internal evaluation of external auditors' independence, PCSC has concluded that the external auditors are independent, as they are not serving as directors or auditors, do not hold shares in the company, do not receive a salary from the company, and have no conflicting interests with the company.	Compliant.
3. Establishment of communication channels with interested party		
	<ol style="list-style-type: none"> 1. PCSC deals with banks and other creditors in accordance with the principles of honesty and openness, providing all necessary sales and financial information to enable them to make informed decisions in light of PCSC's operational status. 2. PCSC encourages its employees to communicate directly with managers. In addition, a discussion forum has been set up to facilitate discussion among employees and enable them to express their views on the company's operations. 3. PCSC has established a public website to disclose sales and financial information as well as matters relating to corporate social responsibility. 4. PCSC has established a joint service center to serve as a channel for communication between PCSC, its suppliers, employees, and customers. 	Compliant.
4. Information disclosure		
(1) Establishment of a public website to disclose sales, financial and corporate governance information	PCSC has established a corporate website at www.7-11.com.tw , which is used to disclose sales, financial and corporate governance information.	Compliant.
(2) Other methods used for disclosure	<ol style="list-style-type: none"> 1. PCSC has established a corporate website at www.7-11.com.tw, which also offers English version. There is a dedicated investor relations team, responsible for the collection and disclosure of corporate information and the updating of the website contents. 2. In accordance with legal requirements, PCSC has established a comprehensive spokesperson system, with PCSC President Hsu, Chung Jen serving as Spokesperson and Senior Vice President Hsieh, Chien Nan as Acting Spokesperson. 3. The information presented at the presentations for analysts and institutional investors that PCSC holds every year is posted on the company website and also on the Taiwan Stock Exchange Market Observation Post System at http://www.mops.tse.com.tw. 	
5. Establishment of functional committees such as a nomination committee and compensation committee		
	PCSC has not yet established any functional committees such as a nomination committee or compensation committee.	<ol style="list-style-type: none"> 1. Although PCSC has not established a nomination committee or compensation committee, PCSC's directors and supervisors are all professionals who carry out their duties in accordance with the requirements of the law and relevant regulations. In addition, PCSC has established a comprehensive in-house competition evaluation mechanism to support the formulation of compensation policy and structure. 2. In the future, PCSC will continue to comply with relevant laws and regulations when planning and implementing matters relating to this area.

Item	Status	Deviation from Corporate Governance Best Practice for TSE/GTSM Listed Companies, and Reasons for Such Deviation
6. If the company observes the Corporate Governance Best-Practice Principles for TSE/GTSM Listed Companies and has defined a set of principles accordingly for its corporate governance, please describe how the system works and explain any variance from the Corporate Governance Best-Practice Principles for TGE/GTSM Listed Companies.		PCSC has not defined a set of rules governing its corporate governance practices; however, PCSC complies with all relevant regulations and has been working steadily towards the implementation of best practice. PCSC has already formulated Rules Governing the Procedures for Shareholders Meetings, Procedures for selection of Directors and Supervisors, and Procedures for Board Meetings.
7. Other important information that can contribute to a thorough understanding of the company's corporate governance: (1) There is no spousal relationship between PCSC's Chairman and President, and they are not relatives within one degree of consanguinity. (2) PCSC periodically submits financial, business and other related report for directors and supervisors. PCSC also undertakes evaluation and planning with respect to the ongoing training of directors and supervisors. (3) With respect to proposals where there is a conflict of interest between a director and the company, the company seeks to ensure that such conflict of interest does not affect the voting results. (4) PCSC has purchased liability insurance for its directors, supervisors and key personnel. (5) PCSC discloses financial and business information pursuant to relevant laws and regulations, and is working on an ongoing basis to strengthen transparency. The company has also established an investor relations team to serve as a conduit for direct communication between PCSC and investors. (6) PCSC formulates strategies, procedures and indicators, and undertakes regular analysis and appraisal of changes in risk status, in accordance with relevant laws and regulations, policies, and market changes; the company also takes appropriate measures to reduce the overall level of latent risk. (7) With regard to other matters relating to corporate governance, PCSC will continue to comply with all relevant laws and regulations.		
8. Any corporate governance appraisal reports that the company compiles in-house or commissions an outside agency to compile on its behalf should note the appraisal results, any major shortcomings (or recommendations), and the steps should be taken.		PCSC does not currently compile corporate governance appraisal reports or commission any external agency to do so on its behalf. However, PCSC intends to adopt a corporate governance self-appraisal system in the future.

3-5 Performance of Corporate Social Responsibility:

(1) To fulfill its responsibilities as a good corporate citizen and demonstrate its commitment to employees, shareholders and the general public, besides implementing thorough disclosure of corporate information, PCSC has also dedicated itself to charitable and community activities, with the aim of turning every 7-ELEVEN in Taiwan into a "community services center." The nationwide fund-raising activities have helped 59 charities to raise over NT\$1 billion, and provide assistance to disadvantaged groups. In 2008, the total amount raised through the nationwide network of 7-ELEVEN exceeded NT\$100 million, reflecting customers' trust in 7-ELEVEN. In addition, the Good Neighbor Foundation established by PCSC has been providing support for community-level environmental protection, skills training and local industry development initiatives, encouraging local communities to work together to create a better living environment.

Environmental issues have always been valued highly by PCSC, and the company keeps on implementing various environmental projects. These include energy-saving equipment adoption in 7-ELEVEN, adjustments to logistics and delivery processes, recycling of kitchen waste, encouraging customers to "shop green," supporting environmental protection education, etc. Every year, PCSC makes donations to conservation of wetlands, nature photography competitions, and various other projects; the overall goal is to make environmental protection a part of people's daily life. Since 2005, 7-ELEVEN has been promoting the LOHAS-based concept: "Love the Earth, love your family, love yourself," which is fully in accordance with current global trends. In 2008, PCSC undertook a thorough review of the energy-saving performance of the equipment and facilities that the company uses, and adopted several new types of energy-saving equipment measures. The company adopted a policy of keeping the exterior lights of its convenience stores switched off during the daytime, while also reducing the amount of external and internal lighting used (as far as maintain the illumination and community safety). PCSC also adopted new, inverter-equipped, energy-saving refrigeration units and energy-efficient air conditioners, and became the first convenience store operator in Taiwan to introduce energy-saving light bulbs; in all, a total of 11 new measures were introduced in 2008. There were over 21 measures be taken such as focused on replacing old wooden display stands with steel display stands, repurposing

and recycling of old equipment and etc. Examination of the year's achievements using the 7-ELEVEN "green accounting" system showed that, in all, over NT\$80 million had been invested in the adoption of new equipment and other environmental protection initiatives, and that these measures had created annual energy savings amounting to 31.23 million kWh or nearly 20,000 tons of carbon dioxide emissions; this is roughly equivalent to the amount of emissions produced by 1.33 million passenger cars, and the decreasing of tree-cutting by 1,930.

(2) PCSC has come top in the retailing section of CommonWealth magazine's ranking of the "Most Admired Companies in Taiwan" for consecutive 14 years. PCSC has also been awarded CommonWealth magazine's Excellence in Corporate Social Responsibility award, along with Global Views magazine's Corporate Social Responsibility Award, in recognition of the company's commitment to being a good corporate citizen. In October 2004, PCSC adopted a new "green accounting" system, which presents the efforts that PCSC has made in the area of environmental protection in the form of concrete financial data; PCSC is the first service-sector company in Taiwan to adopt such a system. When the Commerce Department, Ministry of Economic Affairs awarded the first Green Accounting Awards in November 2005, PCSC was the only service-sector enterprise to be honored.

(3) PCSC has established a Joint Service Center; suppliers, customers and employees can make their opinions heard by calling the Center's toll-free number (0800-008-711) or by e-mail (public@mail.7-11.com.tw).

(4) PCSC provides employees with comprehensive education and training programs and a first-class employee welfare system (including subsidized health examinations, financial support to cover the cost of weddings, etc.). PCSC is concerned for employees' physical and mental health; the company has arranged for the Teacher Chang Foundation to provide counseling services for PCSC staff, in line with PCSC's determination to create a friendly, safe, harmonious working environment for all of its employees.

3-6. The ways to inquire Company's Corporate Governance Guidelines and other relevant regulations: PCSC has not yet formulated Corporate Governance Guidelines.

3-7. Implementation Status of Internal Control System

- (1) Internal Control Declaration: Please refer to the attached 2008 annual report disc.
- (2) If the company has commissioned external accountants to review the company's internal control system, the accountants' report should be disclosed: Not applicable.

3-8. During the most recent year and as of the date of publication of the Annual Report, any disciplinary measures taken to the Company or its internal staff due to violations of legal requirements or taken by the Company to its internal staff due to their violations of the internal control system. The details of the disciplinary measures, major faults and improvement measures should be noted: None.

3-9. During the most recent year and as of the date of publication of this report, important resolutions passed by Shareholders' Meeting and Board Meetings:

- (1) Major resolutions passed by the Shareholders' Meeting (The following resolutions have been completed):

During the most recent year and up until the publication date of this report, PCSC has held one Shareholders' Meeting.

The 2008 Shareholders' Meeting was held on June 13, 2008. The main resolutions passed by the Shareholders' Meeting were as follows: Approval of the financial report for 2007; approval of earning distribution for 2007; approval of revisions to the company's Articles of Incorporation; approval of the re-selection of new supervisors.

- (2) Major resolutions passed by Board Meetings:

(The following resolutions have been completed, except: the resolution to adjust the structure of the investments in China; the resolution to capitalize the retained earnings of Shanghai President Starbucks Coffee Corp.; the resolution to convert Shanghai Tong Chao Life Consulting Ltd. into a logistics firm; the resolution to increase the capitalization of Wuhan Uni-President Oven Fresh Bakery Co., Ltd. by RMB 32 million; the resolution to increase the capitalization of President Chain Store (BVI) Holdings Ltd. by US\$ 1.5 million; the resolution to acquire a 50% stake in Mister Donut Shanghai Co., Ltd.; the resolution to purchase equity in Wuhan Uni-President Oven Fresh Bakery Co., Ltd. In addition, the 2008 retained earnings distribution and capitalization of retained earnings resolution, the resolution to eliminate the restriction of competition requirement with respect to the company's Directors, the resolution to revise Articles 2, 6 and 33 of the company's Articles of Incorporation, the resolution to revise the company's regulations governing loans to third parties, and the resolution to revise the company's endorsements and guarantees, will all require approval by the 2009 Shareholders' Meeting.) During the most recent year and up to the publication date of this report, PCSC has held seven Board Meetings. The major resolutions summarize as follows:

- A. The 8th Meeting of the 8th Board of Directors (March 12, 2008)
 - a. Approval of the 2007 business report, financial statements and earnings distribution plan.
 - b. Approval of the 2007 asset impairment write-down proposal.
 - c. Approval of the re-selection of supervisors.
 - d. Approval of the sale of three building properties – Changan, Aikuo and Anho – for a total of NT\$219.1 million.
 - e. Approval of proposal to apply to financial institutions for an increased credit limit and to apply for contract renewal on expiry.
- B. The 9th Meeting of the 8th Board of Directors (June 13, 2008)
 - a. Approval of the re-selection of new managing directors for the 8th Board of Directors.
- C. The 10th Meeting of the 8th Board of Directors (June 13, 2008)
 - a. Approval of the ex-rights date and cash dividend issue date for the company's distribution of retained earnings for 2007.
 - b. Approval of the extension of liability insurance cover for PCSC directors, supervisors and key personnel.
 - c. Approval of the sale of the Chi-lin building property for NT\$ 45 million.
 - d. Approval of proposal to apply to financial institutions for an increased credit limit and to apply for contract renewal on expiry.
 - e. Approval of a NT\$ 100 million capital increment for President FN Business Corp.
 - f. Approval of a NT\$ 200 million capital increment for Uni-President Development Corp.
 - g. Approval of a NT\$ 280 million capital increment for Uni-President Department Store Corp.
 - h. Approval of the acquisition of a 40% share in Uni-President Oven Bakery Corp.
 - i. Approval of the acquisition of a 10% share in Uni-President YiLan Art and Culture Corp.
 - j. Approval of the investment of RMB 100 million in President Chain Store (Shanghai) Ltd..
 - k. Approval of the investment of Yen 98 million in President Chain Store Tokyo Marketing Corporation.
 - l. Approval of personnel changes.
 - m. Approval of the date and venue for the 11th Meeting of the 8th Board of Directors.
- D. The 11th Meeting of the 8th Board of Directors (August 29, 2008)
 - a. Approval of PCSC's business report and financial statements for the first half of 2008.
 - b. Approval of the date and venue for the 12th Meeting of the 8th Board of Directors.
- E. The 12th Meeting of the 8th Board of Directors (September 5, 2008)
 - a. Approval of the sale of the Yungkang and Tunhwa building properties for a total of NT\$91.1 million.
 - b. Approval of proposal to apply to financial institutions for an increased credit limit and to apply for contract renewal on expiry.
 - c. Approval of the sale of a 3.41% share in Digital United Inc.
 - d. Approval of a NT\$ 90 million capital increment for Marks and Spencer Taiwan Co., Ltd.
 - e. Approval of a NT\$ 380 million capital increment for Tong-Jeng Development Corp.
 - f. Approval of a NT\$ 51 million capital increment for Afternoon Tea Taiwan Co., Ltd.
 - g. Approval of a capitalization of retained earnings proposal for Shanghai President Starbucks Coffee Corp.
 - h. Approval of the date and venue for the 13th Meeting of the 8th Board of Directors.
- F. The 13th Meeting of the 8th Board of Directors (December 15, 2008)
 - a. Approval of the sale of the Yimen building property for NT\$ 32.2 million.
 - b. Approval of proposal to apply to financial institutions for an increased credit limit and to apply for contract renewal on expiry.
 - c. Approval of the granting of NT\$ 60 million of endorsements and guarantees to Uni-President Department Store Corp.
 - d. Approval of the granting of NT\$ 22.54 million of endorsements and guarantees to Q-ware Communications Co., Ltd.
- f. Approval of the cancellation of the Peso 200 million and US\$ 2 million of endorsements and guarantees granted to Philippine Seven Corporation.
- g. Approval of the cancellation of the NT\$ 8 million of endorsements and guarantees granted to President Information Corp.
- h. Approval of the cancellation of the RMB 10 million of endorsements and guarantees granted to Wuhan Uni-President Oven Fresh Bakery Co., Ltd.
- i. Approval of a NT\$ 200 million capital increment for Uni-President Development Corp.
- j. Approval of a NT\$ 18 million capital increment for Uni-President Yellow Hat Corp.
- k. Approval of a NT\$ 100 million capital increment for Cold Stone Creamery Taiwan Ltd..
- l. Approval of a US\$ 9.3 million capital increment for Shanghai Cold Stone Ice Cream Corporation.
- m. Approval of a RMB 32.5 million capital increment for President Cosmed Chain Store (Shen Zhen) Co., Ltd.
- n. Approval of a revision of Articles 2 and 33 of PCSC's Articles of Incorporation.
- o. Approval of the internal review of PCSC's internal control system.
- p. Approval of a revision of the PCSC Procedures for Board Meetings.
- q. Approval of measures formulated for the handling of shareholder proposals.
- r. Approval of a proposal for the establishment of a holding company in Hong Kong and for adjustments to be made to the structure of PCSC's investments in China.
- s. Approval of the dates and venues for the 2008 annual Shareholders' Meeting and for the 9th Meeting of the 8th Board of Directors.

- e. Approval of a NT\$ 25 million capital increment for Mister Donut Taiwan Corp.
 - f. Approval of a NT\$ 137.2 million capital increment for Rakuten Taiwan Co., Ltd.
 - g. Approval of the investment of NT\$ 50 million in President Being Corp.
 - h. Approval of the investment of NT\$ 4.68 million in 21 Century Enterprise Co., Ltd.
 - i. Approval of a NT\$ 100 million capital increment for Uni-President Oven Bakery Corp.
 - j. Approval of a RMB 32 million capital increment for Wuhan Uni-President Oven Fresh Bakery Co., Ltd.
 - k. Approval of the conversion of Shanghai Tong Chao Life Consulting Ltd. into a logistics firm.
 - l. Approval of the acquisition of a 50% share in Mister Donut Shanghai Co., Ltd.
 - m. Approval of a US\$ 1.5 million capital increment for President Chain Store (BVI) Holdings Ltd.
 - n. Approval of the 2009 auditing plan.
 - o. Approval of personnel changes.
 - p. Approval of the date and venue for the 14th Meeting of the 8th Board of Directors.
- G. The 14th Meeting of the 8th Board of Directors (March 19, 2009)
- a. Approval of PCSC's 2008 business report, financial statements and impairment loss.
 - b. Approval of PCSC's 2008 earnings distribution and capitalization of retained earnings plan.
 - c. Approval of proposal to apply to financial institutions for an increased credit limit and to apply for contract renewal on expiry.
- d. Approval of the granting of NT\$ 100 million of endorsements and guarantees to 21 Century Enterprise Co., Ltd.
 - e. Approval of the cancellation of US\$ 2 million of endorsements and guarantees granted to Philippine Seven Corp.
 - f. Approval of the acquisition of shares in Wuhan Uni-President Oven Fresh Bakery Co., Ltd.
 - g. Approval of the selection of Directors and Supervisors.
 - h. Approval of the cancellation for non-competition clauses of PCSC's Directors.
 - i. Approval of the revision of Articles 2, 6 and 33 of PCSC's Articles of Incorporation.
 - j. Approval of a resolution to revise the company's regulations governing loans to third parties.
 - k. Approval of a resolution to revise the company's regulations governing the provision of endorsements and guarantees.
 - l. Approval of a resolution to revise the PCSC Procedures for Board Meetings.
 - m. Approval of measures formulated for the handling of shareholder proposals.
 - n. Approval of the internal review of PCSC's internal control system.
 - o. Approval of the 2008 revision of the PCSC's internal control system.
 - p. Approval of the dates and venues for the 2009 annual Shareholders Meeting and the 1st Meeting of the 9th Board of Directors

3-10. Different opinions in records or written statements from directors or supervisors regarding important resolutions made by the Board in the most recent year and as of the date of publication of the Annual Report: None.

3-11. Resignation or dismissal of personnel responsible for preparing financial statements:
 During 2008 and up until to 24, 2009, no personnel related to financial reports resigned or were dismissed.

4. Auditors Information

4-1 Auditor fees

Unit: NT\$ 1,000

Firm	Auditors	Auditor fees	Non-auditor fees					Remarks
			System design	Business registration	Human Resources	Others	Total	
PRICEWATERHOUSECOOPERS	Chang, Ming Hui; Tsai, Ching Pao	8,328	-	-	-	3,595	3,595	The non-auditing fees include services relating to the adjustment of the structure of the investments in China and expenses incurred during on-site inspection of affiliates.

Note: The period examined by the auditors included an entire fiscal year 2008.

4-2 Switching of auditors: The following shall be disclosed if the company changed its CPA firm in the past two year

a. About the previous auditors

Replacement Date	Lin, Tung Chiao July 1, 2007	Chen, Mei Tzu January 1, 2008
Reasons for replacement	Internal work adjustments at PRICEWATERHOUSECOOPERS	
Details of why the previous auditor terminated or refused to accept the assignment	Not applicable	
Reports with any opinion other than an unqualified opinion over the most recent two years, and the reasons	None	
Opinions different from those of the company	None	
Other disclosures	None	

b. About the new auditors

Firm	PRICEWATERHOUSECOOPERS	
Auditors	Tsai, Ching Pao	Chang, Ming Hui
Appointment Date	July 1, 2007	January 1, 2008
The possible opinions, consulting advise and results regarding any specific accounting treatments or principles before appointment date	None	
Any written opinions issued by new auditors that are different from those of previous auditors	None	

c. Previous auditors' response to Item 1, Paragraph 5, Article 10 and Sub-item 3 of Item 2, Paragraph 5, Article 10 of these principles: None.

4-3 If the Company's Chairman, President, or managers responsible for financial and accounting affairs have held any posts in the chartered accounting firm or its affiliates that audit for the Company during the past year, all the relevant information should be disclosed: Not applicable to PCSC

5. Net Change in Shareholdings and in Shares Pledged by Directors, Supervisors, Management and Shareholders with Shareholding more than 10%.

5-1 Status of changes:

Unit: Share

Title	Name	2008		As of April 24, 2009	
		Net Change in Shareholdings	Net Changes in Shares Pledged	Net Change in Shareholdings	Net Changes in Shares Pledged
Director; juridical person shareholder; major shareholder	Uni-President Enterprise Corp.	-	-	-	-
Supervisor; juridical person shareholder	Kao Chyuan Investment Co. Ltd.	1,082,529	-	-	-
Supervisor; juridical person shareholder	Nan Shan Life Insurance Co., Ltd. (Note 1)	-	-	-	-
Chairman	Kao, Chin Yen	-	-	-	-
Managing director	Lin, Chang Sheng	-	-	-	-
Managing director / President	Hsu, Chung Jen	-	-	-	-
Director	Lin, Lung Yi	-	-	-	-
Director	Lo, Chih Hsien	-	-	-	-
Director	Yang, Wen Long	-	-	-	-
Director	Su, Chung Ming (Note 2)	-	-	-	-
Director	Tu, Te Cheng (Note 2)	-	-	-	-
Director / Senior Vice President	Wu, Kuo Hsuan (Note 3)	-	-	-	-
Director / Senior Vice President	Chang Jen, Yun Huei	-	-	-	-
Supervisor	Ying, Chien Li	-	-	-	-
Supervisor	Hong, Ho I (Note 4)	-	-	-	-
Senior Vice President	Hsieh, Chien Nan	-	-	-	-
Senior Vice President	Lai, Nan Bey (Note 5)	-	-	-	-
Senior Vice President	Huang, Chien Li (Note 5)	-	-	-	-
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 (Note 5)	-	-	-	-
Vice President	Li, Chih Ming (Note 5)	-	-	-	-
Finance Office Manager	Wu, Wen Chi (Note5)	-	-	-	-
Accounting Division Manager	Lai, Hsin Ti	-	-	-	-

Note 1: Nan Shan Life Insurance Co., Ltd. ceased to hold the position of supervisor as of June 12, 2008.

Note 2: The term of Uni-President Enterprise Corp. representative Tu, Te Cheng ended on February 13, 2008; the term of the new representative, Su, Chung Ming, commenced on February 14, 2008.

Note 3: The term of Uni-President Enterprise Corp. representative Wu, Kuo Hsuan ended on June 12, 2008.

Note 4: The term of Kao Chyuan Investment Co. Ltd. representative Hong, Ho I commenced on June 13, 2008.

Note 5: The term of PCSC management representatives Lai, Nan Bey and Tsai, Du Chuan commenced on June 13, 2008; the term of Huang, Chien Li, Li, Chih Ming and Wu, Wen Chi commenced on January 1, 2009.

5-2 Stock Transfer Agreements: None.

5-3 Stock Pledge Agreements: None.

6. Any of the top 10 major shareholders has relationships specified by the ROC Statement of Financial Accounting Standards No. 6: None.

7. Ownership by PCSC's Directors, Supervisors, Managers, directly or indirectly, of PCSC's long-term investments:

Unit: Shares, % / As of December 31, 2008

Long-Term Investments	Ownership by PCSC		Direct/Indirect Ownership by Directors, Supervisors and Management Team		Total Ownership	
	Shares	%	Shares	%	Shares	%
President Drug Store Business Corp.	41,696,070	100.00%	-	0.00%	41,696,070	100.00%
Ren-Hui Investment Corp.	85,303,733	100.00%	-	0.00%	85,303,733	100.00%
Capital Inventory Services Corp.	4,549,380	100.00%	-	0.00%	4,549,380	100.00%
Wisdom Distribution Service Corp.	10,847,421	100.00%	-	0.00%	10,847,421	100.00%
President Chain Store (BVI) Holdings Ltd.	48,405,458	100.00%	-	0.00%	48,405,458	100.00%
PCSC (China) Limited	48,604,191	100.00%	-	0.00%	48,604,191	100.00%
President FN Business Corp.	20,000,000	100.00%	-	0.00%	20,000,000	100.00%
Cold Stone Creamery Taiwan Ltd.	17,000,000	100.00%	-	0.00%	17,000,000	100.00%
President YiLan Art and Culture Corp.	20,000,000	100.00%	-	0.00%	20,000,000	100.00%
Uni-President Oven Bakery Corp.	16,310,972	100.00%	-	0.00%	16,310,972	100.00%
President Being Corp.	5,000,502	100.00%	-	0.00%	5,000,502	100.00%
21 Century Enterprise Co., Ltd.	13,000,000	100.00%	-	0.00%	13,000,000	100.00%
President Pharmaceutical Corp.	14,600,494	73.74%	-	0.00%	14,600,494	73.74%
President Transnet Corp.	70,000,000	70.00%	20,000,000	20.00%	90,000,000	90.00%
President Collect Services Co. Ltd.	1,050,000	70.00%	-	0.00%	1,050,000	70.00%
Uni-President Department Store Corp.	84,000,000	70.00%	36,000,000	30.00%	120,000,000	100.00%
Pet Plus Co., Ltd.	4,200,000	70.00%	-	0.00%	4,200,000	70.00%
Mech-President Corp.	48,698,536	63.47%	15,549,287	20.27%	64,247,823	83.74%
Uni-President Cold-Chain Corp.	19,563,272	60.00%	6,521,090	20.00%	26,084,362	80.00%
President Information Corp.	16,744,311	56.00%	8,970,166	30.00%	25,714,477	86.00%
Bank Pro E-Service Technology Co., Ltd.	7,200,000	53.33%	675,000	5.00%	7,875,000	58.33%
Duskin Serve Taiwan Co.	15,300,000	51.00%	-	0.00%	15,300,000	51.00%
Afternoon Tea Taiwan Co., Ltd.	8,670,000	51.00%	-	0.00%	8,670,000	51.00%
Books.com Co., Ltd.	10,000,000	50.03%	-	0.00%	10,000,000	50.03%
Mister Donut Taiwan Corp.	10,000,000	50.00%	-	0.00%	10,000,000	50.00%
Rakuten Taiwan Co., Ltd.	8,526,000	49.00%	-	0.00%	8,526,000	49.00%
Muji Taiwan Co., Ltd.	4,100,000	41.00%	1,000,000	10.00%	5,100,000	51.00%
President Musashino Corp.	20,916,000	40.00%	26,145,000	50.00%	47,061,000	90.00%
President Organics, Co.	1,833,333	36.67%	2,833,333	56.67%	4,666,666	93.33%
President Coffee Corp.	10,319,823	30.00%	6,879,882	20.00%	17,199,705	50.00%
Uni-President Yellow Hat Corp.	4,200,000	30.00%	-	0.00%	4,200,000	30.00%
Retail Support International Corp.	6,430,000	25.00%	5,144,000	20.00%	11,574,000	45.00%
Q-ware Systems & Services Corp.	11,098,629	23.07%	13,953,503	29.01%	25,052,132	52.08%
Uni-President Development Corp.	60,000,000	20.00%	90,000,000	30.00%	150,000,000	50.00%
Tong-Ho Development Corp.	26,906,953	19.93%	96,394,731	71.40%	123,301,684	91.33%
Presicarre Corp.	102,428,856	19.50%	107,684,063	20.50%	210,112,919	40.00%
Tong-Jeng Development Corp.	209,000,000	19.00%	445,500,000	40.50%	654,500,000	59.50%
Dayeh Takashimaya Taiwan Inc.	20,000,000	16.67%	-	0.00%	20,000,000	16.67%
President Technology Corp.	750,000	15.00%	-	0.00%	750,000	15.00%
Q-ware Communications Co., Ltd.	8,059,091	11.27%	10,132,114	14.17%	18,191,205	25.45%
President Yamako Corp.	650,000	10.00%	-	0.00%	650,000	10.00%
President Investment Trust Corp.	2,280,000	7.60%	1,820,000	6.07%	4,100,000	13.67%
PK Venture Capital Corp.	10,000,000	6.67%	10,000,000	6.67%	20,000,000	13.33%
Career Inpek Co.	1,196,790	5.37%	-	0.00%	1,196,790	5.37%
Toppoly Optoelectronics Corp.	146,448,927	3.47%	8,400,000	0.20%	154,848,927	3.67%
President International Development Corp.	50,000,000	3.33%	965,500,000	64.37%	1,015,500,000	67.70%
Uni-OAO Travel Service Corp.	60,000	2.86%	-	0.00%	60,000	2.86%
President Securities Corp.	31,356,893	2.58%	346,487,075	28.50%	377,843,968	31.08%
Kaohsiung Rapid Transit Corp.	20,000,000	2.00%	20,000,000	2.00%	40,000,000	4.00%
New Century Info Comm Co. Ltd.	35,705,252	0.89%	-	0.00%	35,705,252	0.89%
Broadcaster Market Research Co. Ltd.	200,000	0.55%	-	0.00%	200,000	0.55%
Duskin Co. Ltd.	300,000	0.45%	-	0.00%	300,000	0.45%
Grand Bills Corp.	108,160	0.02%	89,654,446	16.58%	89,762,606	16.60%