

March 5, 2012

THE DISCLOSURE DEPARTMENT
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: MS. JANET A. ENCARNACION
Head, Disclosure Department

Gentlemen:

Please find enclosed the current report (SEC Form 17-C) of BDO Leasing and Finance, Inc.

Thank you very much.

Very truly yours,



SERGIO M. CENIZA
Compliance Officer

BDO Leasing & Finance, Inc.
BDO Leasing Centre
Corinthian Gardens, Ortigas Avenue
Quezon City, Philippines
Tel +63(2) 635 6416
Fax +63(2) 635 5811, 635 5805, 635 3898

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRA RULE 17.2 (c) THEREUNDER

1. **March 5, 2012**
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **97869**
3. BIR Tax Identification No.: **000-486-050**
4. **BDO LEASING AND FINANCE, INC.**
Exact name of registrant as specified in its charter
5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **BDO Leasing Centre, Corinthian Gardens
Ortigas Avenue, Quezon City, Philippines**
Address of principal office 1100
Postal Code
8. **(632) 635-6416**
Registrant's telephone number, including area code
9. **PCI Leasing and Finance, Inc.**
Former name or former address, if changed since last report
10. Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	2,162,475,312

11. Indicate the item numbers reported herein: **Item 9**

Amendment to the Articles of Incorporation

The Board of Directors of BDO Leasing and Finance, Inc. (the "Corporation"), at its special board meeting held on March 5, 2012, resolved to:

- Amend the Sixth Article of the Corporation's Articles of Incorporation to decrease the number of directors from fifteen (15) to eleven (11); and
- Amend the Agenda of the Annual Meeting of Stockholders of the Corporation on April 18, 2012 to include the Amendment to the Sixth Article of the Articles of Incorporation under Item VIII, "Other Business".

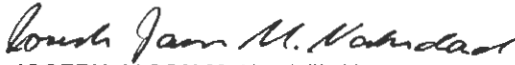
Attached for reference is a copy of the Revised Notice of the Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BDO LEASING AND FINANCE, INC.
Registrant

By:


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

Date: March 5, 2012

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Notice is hereby given that the Annual Meeting of Stockholders of **BDO LEASING AND FINANCE, INC.** will be held on **April 18, 2012** at **9:30 a.m.** at the Francisco Santiago Hall, Mezzanine Floor, South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City, Metro Manila, to consider and approve the matters set forth in the following Agenda:

AGENDA

- I. Call to order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2011
- IV. Presentation of Annual Report
- V. Approval and Ratification of Acts and Proceedings of the Board of Directors, the duly Constituted Committees and Corporate Officers
- VI. Election of the Board of Directors
- VII. Appointment of External Auditor
- VIII. Other Business
 - Amendment to the Sixth Article of the Articles of Incorporation
- IX. Adjournment

The record date for the determination of the stockholders entitled to notice of, and to vote at, said meeting is fixed at the close of business hours on **March 2, 2012**.

Please bring any form of identification in order to facilitate registration.


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

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