

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that a Special Meeting of the Stockholders of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be held on **March 20, 2020, Friday**, at **10:00 a.m.** at the Henry Sy Hall, 21st Floor, North Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City, Metro Manila.


The Agenda of the meeting is as follows:

- I. Call to order
- II. Certification of notice of meeting and determination of existence of quorum
- III. Sale of all or substantially all of the assets and liabilities of the Corporation
- IV. Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in its corporate name
- V. Amendment of the Second Article of the Corporation's Articles of Incorporation to reflect the change in its primary and secondary purposes
- VI. Amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in its principal office address
- VII. Amendment of the Corporation's By-Laws to reflect the change in its corporate name
- VIII. Open Forum
- IX. Other Business that may properly be brought before the meeting
- X. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement ("DIS"), with brief details and rationale in attached Annex "A".

Stockholders of record as of **February 28, 2020** are entitled to notice of, to attend, and vote at, this Special Meeting. Stockholders unable to attend the Special Meeting in person may execute and deliver a proxy. Proxies should be submitted **on or before March 10, 2020**, addressed to the attention of the Corporate Secretary. Validation of proxies is set on **March 13, 2020, 12:00 noon** at the 14th Floor, North Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City. Stockholders of record may opt to use the proxy form enclosed in the DIS, or download and print the form from the Corporation's website. (www.bdo.com.ph/leasing/2020proxyform)

Please bring this notice and any form of identification, such as passport, driver's license, or any other government-issued ID to facilitate registration.



JOSEPH JASON M. NATIVIDAD
Corporate Secretary

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**AGENDA
DETAILS AND RATIONALE**

- I. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the Special Stockholders' Meeting of BDO Leasing and Finance, Inc. (the "Corporation").
- II. **Certification of notice of meeting and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that copies of the Notice of this Meeting containing the Agenda have been duly sent to all stockholders of record as of February 28, 2020 and have been published in two (2) newspapers of general circulation. The Corporate Secretary will then attest whether a quorum is present for the valid transaction of the Special Stockholders' Meeting and all the matters included in the Agenda.
- III. **Sale of all or substantially all of the Corporation's assets and liabilities.** In compliance with law and in line with the Corporation's transition into a holding company, the Board approved, for stockholders' confirmation and approval, the sale of all or substantially all of the Corporation's assets and liabilities to BDO Finance Corporation or any other affiliate as may be designated by BDO Unibank, Inc.
- IV. **Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in its corporate name.** The Board approved, for confirmation and approval of stockholders, the change of the Corporation's corporate name from BDO Leasing and Finance, Inc. to "United Platinum Holdings Corporation" to reflect the new business direction of the Corporation, and the corresponding amendment of the First Article of the Corporation's Articles of Incorporation to reflect such change in corporate name.
- V. **Amendment of the Second Article of the Corporation's Articles of Incorporation to reflect the change in its primary and secondary purposes.** The Board approved, for confirmation and approval of stockholders, the amendment of the Second Article of its Articles of Incorporation converting the Corporation from a leasing and financing company into a holding company, thereby amending the primary and secondary corporate purposes of the Corporation.
- VI. **Amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in its principal office address.** The Board approved, for confirmation and approval of stockholders, the amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in the Corporation's principal office address from No. 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines to Unit 1204, Galleria Corporate Center, EDSA corner Ortigas Ave., Brgy. Ugong Norte, Quezon City.
- VII. **Amendment of the Corporation's By-Laws to reflect the change in its corporate name.** The Board approved, for confirmation and approval of stockholders, the change of the Corporation's corporate name from BDO Leasing and Finance, Inc. to "United Platinum Holdings Corporation" to reflect the new business direction of the Corporation, and the corresponding amendment of the Corporation's By-Laws to reflect such change in corporate name.

- VIII. **Open Forum.** Every Stockholder, after identifying himself/herself, may raise any relevant question or express any appropriate comment.
- IX. **Other Business that may properly be brought before the meeting.** All other matters that arise after the Notice of Meeting and Agenda have been sent out, or raised throughout the course of the meeting, and which need to be presented to the stockholders for consideration will be taken up under this item. Stockholders may raise such matters as may be relevant or appropriate to the occasion.
- X. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the Special Stockholders' Meeting of the Corporation.