

February 27, 2014

THE PHILIPPINE STOCK EXCHANGE

Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City


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

Dear Ms. Encarnacion:

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

Thank you.

Very truly yours,


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

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

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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. **February 27, 2014**
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:

1100
Postal Code
7. **BDO Leasing Centre, Corinthian Gardens
Ortigas Avenue, Quezon City, Philippines**
Address of principal office
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

The Board of Directors of BDO Leasing and Finance, Inc. (the "Corporation"), at its regular board meeting held on February 26, 2014, resolved to:

Declaration of Cash Dividends

- Declare cash dividends in the amount of Php0.15 per share to be paid to all stockholders of record as of March 13, 2014, and payable on March 31, 2014.

Amendment to the Articles of Incorporation and Agenda of Annual Stockholders' Meeting

- Amend the Third Article of the Corporation's Articles of Incorporation of the Corporation changing the principal place of business of the Corporation from "Metropolitan Manila" to "BDO Leasing Centre,

- Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines” in compliance with Securities and Exchange Commission Memorandum Circular No. 6 Series of 2014; and
- Amend the Agenda of the Annual Meeting of Stockholders of the Corporation on April 23, 2014 to include the Amendment to the Third Article of the Articles of Incorporation as Item IX.

Item 4

Appointment of Registrant's Directors or Officers

- Appoint Mr. Peter Blair S. Agustin, Vice President, as Chief Risk Officer and Compliance Officer of BDOLF, subject to the clearance and/or approval of the Bangko Sentral ng Pilipinas, the Securities and Exchange Commission, and other regulatory agency/ies concerned. He joined BDO in 2005 as Team Head and Assistant Vice President of Remedial Management Unit.

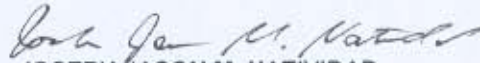
Attached for reference is a copy of the Revised Notice and Agenda of the Annual Meeting of Stockholders.

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: February 27, 2014

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Notice is hereby given that the Annual Meeting of Stockholders of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be held on **April 23, 2014, Wednesday**, at **10:00 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:


- I. Call to order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on April 17, 2013
- IV. Presentation of Annual Report
- V. Open Forum
- VI. Approval and Ratification of Acts and Proceedings of the Board of Directors, the duly Constituted Committees and Corporate Officers
- VII. Election of the Board of Directors
- VIII. Appointment of External Auditor
- IX. Amendment of Third Article of the Articles of Incorporation of BDOLF.
- X. Other Business
- XI. 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 7, 2014**.

If you do not expect to attend the Annual Meeting, please execute and return the Proxy Form in the envelope provided for the purpose. The Proxy Form is not required to be notarized. Proxies shall be submitted **on or before April 13, 2014** addressed to the attention of the Corporate Secretary. Validation of proxies is set on **April 16, 2014, 12:00 p.m.** at BDO Corporate Center, 7899 Makati Avenue, Makati City.

Meeting will start at 10:00 a.m. Registration will begin at 8:00 a.m. and close at 10:00 a.m. or immediately before voting starts. Please bring this notice and any form of identification such as passport, driver's license, TIN card or any other government-issued ID, to facilitate registration.

Makati City, February 20, 2014.


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 Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. (the "Corporation").
- II. **Certification of Notice and Quorum.** The Certification of Notice and Quorum will be made by the Corporate Secretary stating that the Notices of Meeting, the Agenda, the Definitive Information Statement were duly sent to all stockholders of record in accordance with the By-Laws of the Corporation and the Securities Regulation Code, and attest whether a quorum is present for the valid transaction of the Annual Stockholders' Meeting and all the matters included in the agenda.
- III. **Approval of the Minutes of the Annual Stockholders' Meeting held on April 17, 2013.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at the Corporation's website www.bdo.com.ph/business/leasing-financing/about-us . Stockholders will be asked to approve the Minutes.' Below is the text of the proposed resolution:

"RESOLVED, That the Stockholders of BDO Leasing and Finance, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholder's Meeting held on April 17, 2013."
- IV. **Presentation of Annual Report and Approval of the 2013 Audited Financial Statements.** The Report presents a summary of the performance of the Corporation for the year 2013. It includes the highlights of the Audited Financial Statements ("AFS") of the Corporation for the Fiscal Year Ended December 31, 2013 which is incorporated in the Information Statement. Copies of AFS are submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.
- V. **Open Forum.** Every Stockholder, after identifying himself/itself, may raise any relevant question or express any appropriate comment.
- VI. **Approval and Ratification of Acts and Proceedings of the Board of Directors, the duly Constituted Committees and Corporate Officers.** All actions and proceedings of the Board of Directors, the Board Committees, and the Corporate Officers of the Corporation from the last Annual Meeting of the Corporation held on April 17, 2013 will be presented to the stockholders for their approval and ratification. These collective acts are the main keys to the successful performance of the Corporation in 2013.
- VII. **Election of Directors.** The Chairman of the Nomination Committee will present to the stockholders the nominees for election as members of the Board of Directors of the

Corporation, including the independent directors. Nomination period is February 21 to March 07, 2014. The profiles of the nominees to the Board of Directors are to be provided in the Information Statement for reference of the stockholders.

The stockholders will cast their votes for the nominees they want to elect to the Board of Directors of the Corporation. The tabulation and validation of votes will be conducted by the Office of the Corporate Secretary or an independent party to be engaged by the Corporation.

- VIII. **Appointment of External Auditor.** The Board Audit Committee of the Corporation would accept and screen the nominees for external auditor of the Corporation. It will make the appropriate recommendation on the appointment of one auditing firm as external auditor of the Corporation. The recommended external auditor will be presented to the stockholders for their approval.
- IX. **Amendment of the Third Article of the Articles of Incorporation.** The amendment of the Third Article of the Articles of Incorporation of BDOLF changing its principal place of business from "Metropolitan Manila" to "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" in compliance with Securities and Exchange Commission Memorandum Circular No. 6, Series of 2014 requiring corporations whose articles of incorporation only indicate a general address for their principal place of business to amend the same and specify their complete business address.
- X. **Other Business that may properly be brought before the meeting.** All other matters that arise after the Notice of Meeting and Agenda has been sent out, and which needs to be presented to the stockholders, will be taken up under this item.
- XI. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2014 Annual Stockholders' Meeting.