



February 25, 2015

THE PHILIPPINE STOCK EXCHANGE
Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

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

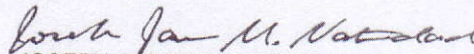
Dear Ms. Encarnacion:

Please find enclosed the SEC Form 17-C of BDO Leasing and Finance, Inc. (the "Corporation") on the following disclosures:

1. Declaration of cash dividends in the amount of Php0.175 per share to be paid to all stockholders of record as of March 11, 2015, and payable on March 24, 2015;
2. Approval of the transfer of the principal place of business of the Corporation from "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" to "The Podium, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines", targeted towards the last quarter of 2015;
3. Amendment to the Articles of Incorporation changing the principal place of business of the Corporation; and
4. Amendment to the Agenda of the Annual Meeting of Stockholders of the Corporation on April 22, 2015 to include the Amendment to the Third Article of the Articles of Incorporation for approval of the Stockholders.

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
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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 25, 2015**
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

The Board of Directors of BDO Leasing and Finance, Inc. (the "Corporation"), at its regular board meeting held on February 25, 2015, resolved to:

Declaration of Cash Dividends

- Declare cash dividends in the amount of Php0.175 per share to be paid to all stockholders of record as of March 11, 2015, and payable on March 24, 2015.

Transfer of Principal Office

- Approve the transfer of the principal place of business of the Corporation from "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" to "The Podium, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines", targeted towards the last quarter of 2015;

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 "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" to "The Podium, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines"; and
- Amend the Agenda of the Annual Meeting of Stockholders of the Corporation on April 22, 2015 to include the Amendment to the Third Article of the Articles of Incorporation for approval of the Stockholders.

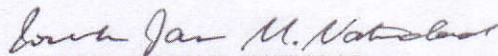
Attached is a copy of the Revised Notice and Agenda of the Annual Meeting of Stockholders including the amendment of the Corporation's Articles of Incorporation as additional item for approval of the Stockholders.

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 25, 2015

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be held on **April 22, 2015, 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.

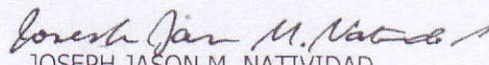
The Agenda of the meeting is as follows:

- I. Call to order
- II. Certification of notice and determination of existence of quorum
- III. Approval of the minutes of the annual stockholders' meeting held on April 23, 2014
- IV. President's Report and approval of the Audited Financial Statements of the Corporation as of December 31, 2014
- V. Open Forum
- VI. Approval and ratification of acts and proceedings of the Board of Directors, the Board Committees and Management during their respective term of offices
- 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 that may properly be brought before the meeting
- XI. Adjournment

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

The stockholders of record as of **March 5, 2015** are entitled to notice of, and to vote at, this year's Annual Meeting. Stockholders unable to attend the Annual Meeting in person may execute and deliver a proxy. Proxies shall be submitted **on or before April 12, 2015** addressed to the attention of the Corporate Secretary. Validation of proxies is set on **April 16, 2015, 12:00 noon** at BDO Corporate Center, 7899 Makati Avenue, Makati City. For reference only, stockholders may opt to use the proxy form which may be downloaded in the Corporation's website.

Registration will begin at 8:00 a.m. and close at 9:50 a.m. or immediately before the start of the meeting. 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 2015 Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. (the "Corporation").
- II. **Certification of notice and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that copies of the Notice of this Meeting have been duly sent to all stockholders of record, and will 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 23, 2014.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at the Corporation's website <https://www.bdo.com.ph/business/leasing-financing/about-us/company-disclosures>. 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 23, 2014."
- IV. **President's Report and approval of the Audited Financial Statements as of December 31, 2014 (AFS).** The Report presents a summary of the performance of the Corporation for the year 2014. It includes the highlights of the AFS of the Corporation which is incorporated in the Definitive 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 Board Committees and Management during their respective term of offices.** All actions and proceedings of the Board of Directors, the Board Committees, and the Management of the Corporation from the last Annual Meeting of the Corporation held on April 23, 2014 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 2014.
- 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. The nomination period is February 20 to

March 6, 2015. The profiles of the nominees to the Board of Directors are to be provided in the Definitive 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 "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" to "The Podium, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines".
- X. **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.
- XI. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2015 Annual Stockholders' Meeting of the Corporation.