

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. CHECK THE APPROPRIATE BOX:

Preliminary Information Statement

Definitive Information Statement

2. NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER:

BDO LEASING AND FINANCE, INC.

3. PROVINCE, COUNTRY OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION

METRO MANILA, PHILIPPINES

4. SEC IDENTIFICATION NUMBER: 97869

5. BIR TAX IDENTIFICATION CODE: 000-486-050-000

6. ADDRESS OF PRINCIPAL OFFICE: BDO LEASING CENTRE
CORINTHIAN GARDENS
ORTIGAS AVENUE
QUEZON CITY 1100

7. REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (632) 635-6416 / 635-5811
635-5805 / 635-3898

8. DATE, TIME AND PLACE OF THE ANNUAL MEETING OF THE SECURITY HOLDERS:

DATE - MAY 30, 2011

TIME - 9:30 AM

PLACE - FRANCISCO SANTIAGO HALL, MEZZANINE FLOOR
BDO CORPORATE CENTER, 7899 MAKATI AVENUE MAKATI
CITY

9. APPROXIMATE DATE ON WHICH THE INFORMATION STATEMENT IS FIRST TO BE SENT OR GIVEN
TO SECURITY HOLDERS:

MAY 6, 2011

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE
REQUESTED NOT TO SEND US A PROXY.**

**BDO LEASING AND FINANCE, INC.
INFORMATION STATEMENT**

THIS INFORMATION STATEMENT IS BEING FURNISHED TO STOCKHOLDERS OF RECORD OF BDO LEASING AND FINANCE, INC. AS OF **APRIL 4, 2011** IN CONNECTION WITH THE ANNUAL STOCKHOLDERS' MEETING. COPIES OF THE INFORMATION STATEMENT WILL BE FIRST SENT OR GIVEN TO SECURITY HOLDERS ON **MAY 6, 2011**.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

ITEM 1. DATE, TIME AND PLACE OF ANNUAL MEETING OF SECURITY HOLDERS

The Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. for 2011 will be held on Monday, May 30, 2011 at 9:30 in the morning at the Francisco Santiago Hall, Mezzanine Floor BDO Corporate Center, 7899 Makati Avenue Makati City, Metro Manila.

COMPLETE MAILING ADDRESS OF PRINCIPAL OFFICE OF REGISTRANT

The Company's complete mailing address and principal address and principal office is at BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City.

ITEM 2. DISSENTER'S RIGHT OF APPRAISAL

A stockholder has the right to dissent and demand payment of the fair value of his share: (1) in case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares or of authorizing preferences over the outstanding shares or of extending or shortening the term of corporate existence; (2) in case of any sale, lease, mortgage or disposition of all or substantially all of the corporate property or assets; and (3) in case of merger or consolidation.

With respect to any matter to be acted upon at the annual meeting which may give rise to a right of appraisal, in order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder shall, within (30) days after the annual meeting at which such stockholder voted against the corporate action, make a written demand on the Registrant for the value of his shares. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 81 to 86 of the Corporation Code.

There are no matters to be taken up in the stockholders' meeting which would warrant the exercise of appraisal right.

ITEM 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

The Registrant is not aware of any substantial interest, direct or indirect, by security holdings or otherwise, of any director of the Registrant, nominee for election or associate of any of the foregoing in any matter to be acted upon, other than the election to office. No information has been given to the Registrant by any of its directors of his intention to oppose any action to be taken by the Registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The number of shares outstanding and entitled to vote in the stockholders' meeting is **2,162,475,312 shares**. The record date for purposes of determining stockholders entitled to vote in the meeting is **April 4, 2011**.

In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code. There are no conditions precedent for the exercise of the cumulative voting rights in the election of directors.

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT ARE AS FOLLOWS:

(1) OWNERS OF MORE THAN 5% OF VOTING SECURITIES AS OF MARCH 31, 2011:

TITLE OF CLASS	NAME AND ADDRESS OF RECORD OWNER & RELATIONSHIP WITH ISSUER	NAME OF BENEFICIAL OWNER & RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NUMBER OF SHARES HELD	PERCENTAGE
Common	BANCO DE ORO UNIBANK, INC. * BDO Corporate Center 7899 Makati Avenue, Makati City Banco De Oro Unibank, Inc. is the parent company of the issuer.		Filipino	1,840,114,248	85.09%
Common	PCD NOMINEE CORP. G/F Makati Stock Exchange Building, 6767 Ayala Avenue, Makati City PCD NOMINEE CORP. G/F Makati Stock Exchange Building, 6767 Ayala Ave., Makati PCD Nominee has no relationship with the issuer except as stockholder.	No stockholder owns more than 5% of the company's voting securities	Filipino Foreigner	190,127,245 5,213,058	8.79% 0.24%

Ms. Teresita T. Sy or Mr. Nestor V. Tan, Chairperson and President, respectively, of Banco De Oro Unibank, Inc. will vote on behalf of Banco De Oro Unibank, Inc.

* **BANCO DE ORO UNIBANK, INC. IS OWNED BY THE STOCKHOLDERS CITED IN THE NEXT PAGE.**

*** BANCO DE ORO UNIBANK, INC. IS OWNED BY THE FOLLOWING STOCKHOLDERS:**

TITLE OF CLASS	NAME & ADDRESS OF RECORD OWNER	CITIZENSHIP	NUMBER OF BDO SHARES HELD	PERCENTAGE
Common	PCD NOMINEE CORP. 37/F The Enterprise Center Ayala Avenue, Makati City	Filipino	703,838,125	26.99%
Common	PCD NOMINEE CORP. 37/F The Enterprise Center Ayala Avenue, Makati City	Foreign	694,103,829	26.62%
Common	SM INVESTMENTS CORP. 10/F L.V. Locsin Building 6752 Ayala Avenue, Makati City	Filipino	683,841,602	26.23%
Common	DBMN OT-024 SM INVESTMENTS CORP. 23/F Ayala Tower One, Ayala Ave., Makati City	Filipino	208,097,814	7.98%
Common	TRANS MIDDLE EAST PHILIPPINES EQUITIES, INC. 23/F Ayala Tower One, Ayala Ave., Makati City	Filipino	93,289,752	3.58%

(2) SECURITY OWNERSHIP OF MANAGEMENT AS OF MARCH 31, 2011:

Following are the securities beneficially owned by directors and executive officers of the Company:

DIRECTORS:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT & NATURE OF BENEFICIAL OWNERSHIP	CITIZENSHIP	PERCENTAGE
Common	TERESITA T. SY CHAIRPERSON	100 (R)	Filipino	0.0000046%
Common	ROBERTO E. LAPID VICE CHAIRMAN	100 (R)	Filipino	0.0000046%
Common	GEORGIANA A. GAMBOA PRESIDENT	100 (R)	Filipino	0.0000046%
Common	JESSE H.T. ANDRES	100 (R)	Filipino	0.0000046%
Common	GERARD LEE B. CO	100 (R)	Filipino	0.0000046%
Common	ANTONIO N. COTOCO	115 (R)	Filipino	0.0000053%
Common	MA. LEONORA V. DE JESUS	100 (R)	Filipino	0.0000046%
Common	FULGENCIO S. FACTORAN, JR.	100 (R)	Filipino	0.0000046%
Common	ANTONIO A. HENSON	100 (R)	Filipino	0.0000046%
Common	EDMUNDO L. TAN	100 (R)	Filipino	0.0000046%
Common	NESTOR V. TAN	100 (R)	Filipino	0.0000046%
Common	JESUS G. TIRONA	100 (R)	Filipino	0.0000046%
Common	EXEQUIEL P. VILLACORTA, JR.	100 (R)	Filipino	0.0000046%
Common	EVELYN L. VILLANUEVA	100 (R)	Filipino	0.0000046%
Common	WALTER C. WASSMER	100 (R)	Filipino	0.0000046%
	TOTAL	1,515		0.0000697%

Officers:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	AMOUNT & NATURE OF BENEFICIAL OWNERSHIP	CITIZENSHIP	PERCENTAGE
Common	TERESITA T. SY CHAIRPERSON	100 (R)	Filipino	0.0000046%
Common	ROBERTO E. LAPID VICE CHAIRMAN	100 (R)	Filipino	0.0000046%
Common	GEORGIANA A. GAMBOA PRESIDENT	100 (R)	Filipino	0.0000046%
Common	ROSARIO C. CRISOSTOMO SENIOR ASSISTANT VICE PRESIDENT	106,260 (R)	Filipino	0.0049138%
	TOTAL	106,560		0.0049276%

The total number of shares owned by officers of the Registrant is 106,560 shares, which is equivalent to 0.0049276% of the total outstanding capital stock of the Registrant.

(3) VOTING TRUST HOLDERS OF 5% OR MORE:

There were no voting trust holders of 5% or more as of March 31, 2011.

(4) CHANGES IN CONTROL

There has been no change in control since the beginning of the Registrant's last fiscal year.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

- (1)** The incumbent directors and executive officers of the Registrant and their respective business experience inclusive of the last five (5) years are as follows:

TERESITA T. SY

CHAIRPERSON
60 YEARS OLD, FILIPINO

Ms. Teresita T. Sy was first elected Director of BDO Leasing and Finance, Inc. in September 2005. She was elected Chairperson of Banco De Oro Unibank, Inc. in July 2007. Concurrently, she sits as Chairperson and/or Director of various BDO subsidiaries such as BDO Private Bank, BDO Capital & Investment Corporation, BDO Foundation, Inc., Equitable Card Network, Inc., Strategic Property Holdings, Inc. She is also Chairperson of Generali Pilipinas Life Assurance Company, Inc., Generali Pilipinas Insurance Co., Inc., SM Land, Inc., Supervalve, Inc., Morrison Corporation, Pilipinas Makro, Inc., and Sodexo Pass, Inc. Further, she is the Chairperson and President of MH Holding, and the President of SM Mart, Inc., SM Retail, Inc., Super Shopping Market, Inc., Premier Southern, Meridien Business Leader, Inc., and Tangiers Resources Corporation. She is the Vice Chairperson of Generali Pilipinas Holding Company, Inc. and SM Investments Corporation. She also holds directorships in SM Prime Holdings, Inc., Multi-Realty Development Corporation, and First Asia Realty Development Corporation. She is Treasurer of Forsyth Equity Holdings, Inc. and Watsons Personal Care Stores, Inc., and Vice President of Hotel Specialist, Inc. Prior to the merger of BDO and Equitable PCI Bank, Inc. (EPCIB), she served as Chairperson of BDO (1996-2005) and Vice-Chairperson of EPCIB (2005-2007). A graduate of

Assumption College, she brings to the Board varied experiences in retail merchandising, mall development and banking.

ROBERTO E. LAPID

VICE CHAIRMAN

55 YEARS OLD, FILIPINO

Mr. Roberto E. Lapid was appointed as the Vice Chairman of BDO Leasing and Finance, Inc. on December 1, 2010. He is concurrently a Director in a wholly-owned subsidiary, BDO Rental, Inc. He was formerly the President of BDO Leasing and Finance, Inc., BDO Rental, Inc. and Equitable Exchange, Inc. and also served as Vice Chairman/Director of EBC Investments, Inc. (now BDO Strategic Holdings Inc.), and Armstrong Securities, Inc. He holds a Bachelor's degree in Business Administration from the University of the Philippines.

GEORGIANA A. GAMBOA

DIRECTOR

54 YEARS OLD, FILIPINO

Ms. Georgiana A. Gamboa was appointed President of BDO Leasing and Finance, Inc. on December 1, 2010. She concurrently holds the position of Senior Vice President of Banco De Oro Unibank, Inc. and President of BDO Rental, Inc. She was formerly connected with City Trust Banking Corporation for 16 years and the Bank of the Philippine Islands for 7 years. Her banking career spanned several functions including: Branch Manager – Consumer Banking Relationship Manager – Corporate Bank (where she grew from Assistant Manager to Vice President), and Remedial Management Head. Prior to joining BDOLF, she was the President of BPI Leasing Corporation, a subsidiary of Bank of the Philippine Islands for 7 years. She holds a Bachelor's Degree in Economics from De La Salle University where she finished Summa Cum Laude and received her Master of Arts in Economics from the University of the Philippines.

JESSE H.T. ANDRES

INDEPENDENT DIRECTOR

46 YEARS OLD, FILIPINO

Atty. Jesse H.T. Andres was elected as Independent Director of BDO Leasing and Finance, Inc. on September 20, 2005 and is presently a member of the Company's Board Audit Committee and Corporate Governance, Nomination, and Compensation and Remuneration Committee. In September 2004, he was appointed member of the Board of Trustees of the Government Service Insurance System (GSIS) where he also served as the Chairman of the Corporate Governance Committee. From January to June 2004, he was the Managing Partner of the Andres Marcelo Padernal Guerrero and Paras Law Offices. He was also a Partner in the PECABAR Law Offices from 1996 to 2003 where he became Co-Head of the Litigation Department in 2001. Previously, he was Senior Manager of the Philippine Exporters' Foundation. Atty. Andres holds a Bachelor of Arts Degree in Economics from the U.P. School of Economics and a Bachelor of Laws degree from the U.P. College of Law.

GERARD LEE B. CO

DIRECTOR

52 YEARS OLD, FILIPINO

Mr. Gerard Lee B. Co was elected Director of BDO Leasing and Finance, Inc. in May 2010. He is currently Executive Vice President and Group Head for Commercial Banking (Visayas and Mindanao) of Banco De Oro Unibank, Inc. He is a Director of Agencia de Calidad, Inc. He served as Director of PCI Leasing and Finance, Inc. and PCI Capital Corporation from 2002-2005. He graduated from the

University of San Carlos with a degree in Bachelor of Science in Commerce Major in Banking and Finance. He attended the Advanced Management Program for International Bankers at the Wharton School of the University of Pennsylvania, U.S.A. He likewise completed the program for Executive Development at IMD in Laussane, Switzerland.

ANTONIO N. COTOCO

DIRECTOR

62 YEARS OLD, FILIPINO

Mr. Antonio N. Cotoco was elected to the Board of BDO Leasing and Finance, Inc. on January 25, 2001. He currently serves as Senior Executive Vice President and a member of the Board Credit Committee of Banco De Oro Unibank, Inc., and Director of BDO Insurance Brokers, Inc., BDO Remit Limited, Express Padala (Hong Kong) Limited, BDO Remit (Macau) Ltd., BDO Remit (USA), Inc. & Express Padala Frankfurt GmbH, and BDO Rental, Inc.

He has been involved in Investment Banking, Corporate Finance, Treasury, Consumer Banking, Credit, Business and Development & Account Management over the past 32 years. He currently also serves as a Director of Oriental Assurance Corporation and OAC Realty & Development Corporation.

Mr. Cotoco holds a Master's degree in Business Administration from the University of the Philippines.

MA. LEONORA V. DE JESUS

INDEPENDENT DIRECTOR

59 YEARS OLD, FILIPINO

Ms. Ma. Leonora V. De Jesus was elected as Independent Director of BDO Leasing and Finance, Inc. on May 12, 2008 and is presently the Chairperson of the Company's Board Audit Committee, and a member of the Risk Management Committee. She is also an Independent Director of BDO Capital & Investment Corporation and BDO Elite Savings Bank, Inc. (formerly GE Money Bank, Inc.). She was formerly Independent Director of Equitable Savings Bank and PCI Capital Corporation. She is a professorial lecturer at the University of the Philippines, Diliman, and is a member of the faculty of the Graduate School of Business of De La Salle University. In addition, she conducts training programs and consultancies on corporate governance best practices for banking institutions and other corporations. Ms. De Jesus was a trustee of the Government Service Insurance System (GSIS) from 1998 until 2004. She holds Bachelor's, Masteral and Doctoral degrees in Psychology from the University of the Philippines.

FULGENCIO S. FACTORAN, JR.

DIRECTOR

66 YEARS OLD, FILIPINO

Atty. Fulgencio S. Factoran, Jr. was elected to the Board of BDO Leasing and Finance, Inc. in April 2002 and he is likewise a Director of Equitable Card Network, Inc. He was formerly a Director of EBC Investments, Inc. (now BDO Strategic Holdings Inc.) and Central Azucarera de Tarlac, Inc. His other executive or corporate governance positions include: Director, Nickel Asia Corporation; Director, Philippine Educational Theater Association (PETA); Director, Center for Media Freedom and Responsibility; Chairman of the Board, Agility Logistics Holding, Inc.; and Chairman of the Board, Gaia South, Inc.

ANTONIO A. HENSON**DIRECTOR**

70 YEARS OLD, FILIPINO

Mr. Antonio A. Henson was elected to the Board of BDO Leasing and Finance, Inc. on July 30, 2007 and is presently a member of the Company's Corporate Governance, Nomination, and Compensation & Remuneration Committee. He is also a director of BDO Insurance Brokers, Inc. and Equimark-NFC Development Corp. He concurrently holds directorships in Nationwide Development Corporation and Republic Glass Holdings Inc. He currently holds the position of Chairman and member of the board of Universal Light Rail Corp. and Philippine Estates Corporation respectively. He was previously Board member of Equitable PCI Bank, Inc., EBC Investments, Inc., BDO Realty Corporation, Asia's Emerging Dragon Corp., Highlands Prime Inc., Belle Corporation and SM Investments Inc.

He has held various positions in both public and private sectors. He was a Partner in SGV until 1986 when he served as Undersecretary of Trade and Industry, and General Manager of the National Development Company during the Aquino Administration. He subsequently was appointed President of the Clark Development Corporation during the term of President Fidel V. Ramos.

EDMUNDO L. TAN**DIRECTOR**

65 YEARS OLD, FILIPINO

Atty. Edmundo L. Tan was elected Director of BDO Leasing and Finance, Inc. on March 31, 2006 and is presently the Chairman of the Company's Corporate Governance, Nomination, and Compensation & Remuneration Committee. He was likewise appointed Corporate Secretary of Banco De Oro – EPCI, Inc. (now Banco De Oro Unibank, Inc.) on July 27, 2007. He serves as Director and Corporate Secretary of APC Group, Inc. and Aragorn Power & Energy Corp. He is currently a director of Philippine Global Communications, Inc. and Sinophil Corporation. He also acts as Corporate Secretary of Aragorn Coal Resources, Inc. Atty. Tan is the Officer-in-Charge of EBC Strategic Holdings Inc. He was formerly the Chairman of the Board of EBC Investments, Inc. He is the Managing Partner of Tan Acut Lopez & Pisón Law Offices. He was formerly Senior Partner in Ponce Enrile Cayetano Reyes & Manalastas Law Offices, a Partner in Angara Abello Concepcion, Regala & Cruz Law Offices, and an Associate in Cruz Villarin Ongkiko Academia & Durian Law Offices.

NESTOR V. TAN**DIRECTOR**

52 YEARS OLD, FILIPINO

Mr. Nestor V. Tan was elected Director of BDO Leasing and Finance, Inc. on January 23, 2007. He was elected President of Banco De Oro Unibank, Inc. in July 1998. He concurrently holds chairmanships and/or directorships in the following subsidiaries of the Bank: BDO Capital & Investment Corp., BDO Strategic Holdings Inc., BDO Technology Center, Inc., EBC Strategic Holdings, Inc., BDO Insurance Brokers, Inc., BDO Private Bank, Inc., Equitable Card Network, Inc., Strategic Property Holdings, Inc., and Generali Pilipinas Life Assurance Company, Inc. He is the Director and Treasurer of Generali Pilipinas Insurance Co. He was formerly connected with the Mellon Bank in Pittsburgh PA, the Bankers Trust Company in New York and the Barclays Group in New York and London. He holds a Bachelor's degree in Commerce from De La Salle University and received his MBA from Wharton School of the University of Pennsylvania.

JESUS G. TIRONA

INDEPENDENT DIRECTOR
69 YEARS OLD, FILIPINO

Mr. Jesus G. Tirona has been elected Independent Director to the Board of BDO Leasing and Finance, Inc. since July 30, 2007 and is currently a member of its Board Audit Committee. He is an Adviser to the BDO Board of Directors since his election on July 27, 2007 and is also an Adviser to the BDO Risk Management Committee. He is an Independent Director of BDO Capital & Investment Corp. and Armstrong Securities, Inc., and also formerly of American Express Bank Philippines (A Savings Bank, Inc.) and EBC Investments, Inc. (now BDO Strategic Holdings Inc.). He is a Trustee of the BDO Foundation, Inc. He was formerly the President/CEO of LGU Guarantee Corp. - a private sector led credit guarantee institution jointly owned by the BAP, the DBP the ADB - whose mandate is to provide creditworthy LGUs and the utilities sector access to the capital markets through LGUGC-enhanced local debt instruments. He was also Managing Director/CEO of the Guarantee Fund for SMEs and the BAP Credit Guaranty Corp., - both entities promoting SME development. He has a long extensive experience in banking and finance, having built a career with Citibank as well as with other large domestic financial institutions. He is a scholar of the Asian Productivity Organization in Corporate Social Responsibility and is a Fellow of the Institute of Corporate Directors.

EXEQUIEL P. VILLACORTA, JR.

DIRECTOR
65 YEARS OLD, FILIPINO

Mr. Exequiel P. Villacorta, Jr. was elected Director of BDO Leasing and Finance, Inc. on May 24, 2006. He was previously director of Equitable PCI Bank, Inc. from 2005 to 2006, and EBC Insurance Brokerage, Inc., and Maxicare Healthcare Corporation. He was formerly the Chairman of EBC Strategic Holdings Corporation, EBC Investments, Inc. (now BDO Strategic Holdings Inc.), Jardine Equitable Finance Corporation, Strategic Property Holdings, Inc., PCIB Properties, Inc., Equitable Data Center, Inc. and PCI Automation Center, Inc. He was previously President and CEO of Banco De Oro Universal Bank and TA Bank of the Philippines, and was Vice President of Private Development Corporation of the Philippines (PDCP). He was Senior Adviser and BSP Controller of Equitable PCI Bank, Inc. and PBCom; and Adviser to the Board of PCI Capital Corporation.

EVELYN L. VILLANUEVA

DIRECTOR
53 YEARS OLD, FILIPINO

Ms. Evelyn L. Villanueva was elected Director of BDO Leasing and Finance, Inc. in May 2010. She is concurrently Executive Vice President of Banco De Oro Unibank, Inc.'s (BDO) Risk Management Group, and is BDO's Chief Risk Officer. She is also a Director of EBC Strategic Holdings Corporation, Ivory Homes, Inc., Strategic Property Holdings, Inc., and Chairperson of Mabuhay Vinyl Corporation and Bayantel Monitoring Committee. She holds a Bachelor's degree in Statistics from the University of the Philippines. She obtained her Master in Business Management ("MBM") degree from the Asian Institute of Management. She has over 20 years of banking experience in credit, risk and account management. She started out as a management trainee in Citytrust Banking Corporation and was connected with HSBC as Senior Vice President for Credit Risk Management before joining the Bank.

WALTER C. WASSMER

DIRECTOR

54 YEARS OLD, FILIPINO

Mr. Walter C. Wassmer was elected Director of BDO Leasing and Finance, Inc. on November 17, 1999. He is the Senior Executive Vice President and Head of the Banco De Oro Unibank, Inc.'s Institutional Banking Group. He is currently the Chairman of BDO Elite Savings Bank, Inc. [formerly GE Money Bank, Inc. (A Savings Bank), Inc.]. He also serves as Director of MDB Land, Inc., Mabuhay Vinyl Corporation, Atlas Consolidated Mining and Development Corp., and Carmen Copper Corporation. He is also the President of L.P. Wassmer Trading, Inc. and Treasurer of WT & T, Inc.

JOSEPH JASON M. NATIVIDAD

CORPORATE SECRETARY

38 YEARS OLD, FILIPINO

Atty. Joseph Jason M. Natividad was appointed Corporate Secretary of BDO Leasing and Finance, Inc. on May 31, 2010. He is also the Assistant Corporate Secretary of BDO Capital & Investment Corporation, BDO Securities Corporation and BDO Insurance Brokers, Inc. He likewise served as Assistant Corporate Secretary of Equitable PCI Bank prior to its merger with Banco de Oro from September 2006 to June 2007. He serves as the Corporate Secretary of the Agility Group of Companies in the Philippines. He has been in law practice for fourteen (14) years, most of which have been devoted to the fields of corporation law and environmental law. He is currently a member of the Factoran & Associates Law Offices. He holds a Bachelor's Degree in Management, Major in Legal Management, from the Ateneo de Manila University, and obtained his Juris Doctor Degree from the Ateneo de Manila University School of Law.

REBECCA S. TORRES

ASSISTANT CORPORATE SECRETARY

58 YEARS OLD, FILIPINO

Ms. Rebecca S. Torres was appointed Assistant Corporate Secretary of BDO Leasing and Finance, Inc. on January 1, 2011. She is concurrently the Senior Vice President, Senior Anti-Money Laundering (AML) Officer, and Head of the AML Unit and the Assistant Corporate Secretary of Banco De Oro Unibank, Inc. She is also the Assistant Corporate Secretary of BDO Private Bank, Inc., BDO Rental, Inc., Armstrong Securities, Inc., Equitable Card Network, Inc., Strategic Property Holdings, Inc., and Equimark-NFC Development Corp. She likewise served as Assistant Corporate Secretary and Trustee of BDO Foundation, Inc. She is the Corporate Secretary of PCIB Securities, Inc., BDO Strategic Holdings Inc., EBC Strategic Holdings Corporation, BDO Technology Center, Inc., and the Sign of the Anvil, Inc. She was formerly the Chief of Staff of the President involved in project management for the bank's merger activities. She is a CPA and a graduate of St. Theresa's College, Quezon City with a degree of Bachelor of Science major in Accounting and she has completed the Advanced Bank Management Program of the AIM.

GERARD M. AGUIRRE

FIRST VICE-PRESIDENT

55 YEARS OLD, FILIPINO

Mr. Gerard M. Aguirre is currently the First Vice President of BDO Leasing and Finance, Inc. He is responsible for the leasing and loan portfolio in the Luzon and Visayas / Mindanao provincial divisions. He handles eight (8) BDOLF branches and eight (8) desks of the Marketing Group with

a complement of more than sixty (60) personnel. He is also a Director of BDO Rental, Inc. He was the Area Head of BDO (Formerly EPCIB) Combank North/Central Luzon before joining the company. Mr. Aguirre earned his BS Degree in Business Management from the Ateneo De Manila University.

RENATO G. OÑATE

FIRST VICE-PRESIDENT/TREASURER
47 YEARS OLD, FILIPINO

Mr. Renato G. Oñate is currently a First Vice President of BDO Leasing and Finance, Inc. He is responsible for the financial liquidity of the company, including treasury and cost management. He is a Director of BDO Rental, Inc. He was the Head of Funds Management Group of PCI Capital Corp. before joining the Company. Mr. Oñate graduated from Philippine Airforce College of Aeronautics with a degree in Aircraft Maintenance Engineering and has taken up MBA units from the Ateneo Graduate School of Business.

SERGIO M. CENIZA

ASSISTANT VICE-PRESIDENT/COMPLIANCE OFFICER
44 YEARS OLD, FILIPINO

Atty. Sergio M. Ceniza was appointed Compliance Officer of BDO Leasing and Finance, Inc. (BDOLF) in July 2010. He is concurrently in-charge of legal, corporate governance and corporate communication units of BDOLF. He was formerly the Legal Counsel of Philam Plans, Inc., the pre-need subsidiary of the Philamlife Group. He hold a Bachelor of Arts Degree and a Bachelor of Laws Degree from Far Eastern University.

(2) NOMINEES FOR ELECTION AS MEMBERS OF THE BOARD OF DIRECTORS (INCLUDING NOMINEES FOR INDEPENDENT DIRECTORS)

The following incumbent directors were re-nominated by Banco De Oro Unibank, Inc.:

- a) Teresita T. Sy
- b) Gerard Lee B. Co
- c) Antonio N. Cotoco
- d) Fulgencio S. Factoran, Jr.
- e) Georgiana A. Gamboa
- f) Antonio A. Henson
- g) Roberto E. Lapid
- h) Edmundo L. Tan
- i) Nestor V. Tan
- j) Exequiel P. Villacorta, Jr.
- k) Evelyn L. Villanueva
- l) Walter C. Wassmer

The following individuals were re-nominated by Banco De Oro Unibank, Inc. as independent directors:

- a) Jesse H.T. Andres
- b) Ma. Leonora V. De Jesus
- c) Jesus G. Tirona

Atty. Jesse H.T. Andres, Ms. Ma. Leonora V. De Jesus, and Mr. Jesus G. Tirona do not have any business or other relationship with Banco De Oro Unibank, Inc. (BDO) which could, or could reasonably be perceived to, materially interfere with the exercise of their independent judgment. Moreover, Atty. Andres, Ms. De Jesus, and Mr. Tirona are not related to the Board of Directors of BDO as members thereof.

The nominees may be elected to the Board of Directors in the coming meeting. Pursuant to the Corporation's By-Laws, the nominations for election as regular and independent directors were submitted to the Corporate Secretary in accord with Section 8.b. thereof. Thereafter, in accord with Section 8.a. of the same by-laws, the evaluation of nominations for independent and regular directors was conducted by the Corporate Governance, Nomination and Compensation and Remuneration Committee prior to the stockholder's meeting. The Corporate Governance, Nomination and Compensation and Remuneration Committee is chaired by Atty. Edmundo L. Tan and its members are: Atty. Jesse H.T. Andres, Mr. Antonio N. Cotoco, and Mr. Antonio A. Henson.

Only a stockholder of record entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected as a director of the Registrant.

The independent directors of the Registrant were chosen and elected as such based on the definition and criteria set forth under existing SEC and BSP regulations. The procedure for the election of independent directors conforms to the procedures set forth in relevant BSP and SEC circulars.

The Directors hold office for one (1) year until their successors shall have been elected and have qualified.

(3) SIGNIFICANT EMPLOYEES

There is no person, other than the executive officers, who is expected by the Registrant to make significant contribution to the business.

(4) FAMILY RELATIONSHIPS

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become directors or executive officers.

(5) INVOLVEMENT OF DIRECTORS AND EXECUTIVE OFFICERS IN CERTAIN LEGAL PROCEEDINGS

The Company is not aware of any legal proceedings of the nature required to be disclosed under Part I, paragraph C of "Annex C" of SRC Rule 12 with respect to directors and executive officers.

The Company is not aware of any bankruptcy proceedings filed by or against any business of which a director or executive officer is a party or of which any of their property is subject.

The Company is not aware of any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, of any of its directors or executive officers which occurred during the past five (5) years up to 28 February 2011.

The Company is not aware of any order, judgment, or decree not subsequently reversed, superseded, or vacated, by any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting the involvement of a director or executive officer in any type of business, securities, commodities, or banking activities.

The Company is not aware of any findings by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self regulatory organization, that any of its directors or executive officers, have violated a securities or commodities law.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

SUMMARY COMPENSATION TABLE

Named Group

NAME AND PRINCIPAL POSITION (CEO & EXECUTIVE OFFICERS)		<i>Salary</i>	<i>Bonuses</i>
THE PRESIDENT AND FOUR MOST HIGHLY COMPENSATED EXECUTIVE OFFICERS			
TOTAL SALARY	2009	Php 9,889,800	Php 5,051,200
	2010	7,315,500	3,943,763
	2011*	8,047,050	4,338,139

Unnamed Group

	<i>Year</i>	<i>Salary</i>	<i>Bonuses</i>
DIRECTORS AND ALL OTHER OFFICERS AS A GROUP UNNAMED	2009	Php 47,449,702	Php 13,864,616
	2010	48,778,784	14,820,114
	2011*	53,656,662	16,302,125

* Estimated amount for 2011

There are currently no separate employment contracts between BDO Leasing and Finance, Inc. and its named executive officers other than the regular employment agreements that all officers are subject to. There are no outstanding warrants or stock options held by the Registrant's directors or executive officers. There are no price or stock warrants or options that are adjusted or amended.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There had been no material transactions during the past two (2) years to which the Company was a party in which any of its directors or executive officers or security holders of more than 5% of the Company's voting securities, any relative or spouse of any such director or executive officer had direct or indirect material interest.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

The present external auditor of the Company, the accountancy and auditing firm of **Punongbayan & Araullo, CPAs (P&A)**, will be recommended to be re-appointed as the external auditor of the Registrant for the ensuing year. P&A has been the Company's Independent Public Accountants for the past four (4) years. Representatives of P&A will be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event in the past where P&A and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

Pursuant to existing BSP and SEC regulations more particularly SRC Rule 68, paragraph 3 (b)(iv), the Registrant shall change its external auditor or rotate the engagement partners every five years. The change shall be reflected in a current report (SEC Form 17-C). A description of any disagreement with respect to the transfer of the account or other accounting/auditing issues shall be included in the report.

The Registrant's Board Audit Committee is chaired by Ms. Ma. Leonora V. De Jesus, with Atty. Jesse H.T. Andres and Mr. Jesus G. Tirona as members, and Ms. Shirley M. Sangalang as Adviser.

C. OTHER MATTERS

ITEM 8. ACTION WITH RESPECT TO REPORTS

The following shall be submitted to the stockholders for approval:

- a. Minutes of the Annual Stockholders' Meeting held on May 31, 2010 at 9:30 in the morning at the at the Ballroom, 3rd Floor, Mandarin Oriental Manila, Makati Avenue, Makati City
- b. President's Report/2010 Annual Report
- c. Approval of the Audited Financial Statements for the Year 2010
- d. Approval and Ratification of Acts and Proceedings of the Board of Directors, the duly Constituted Committees, and the Corporate Officers during the fiscal year 2010

There are no specific acts or proceedings which, by law, are required to be approved or ratified by the stockholders. Nevertheless, acts and proceedings covered by resolutions duly adopted by the Board of Directors, Executive Committee, Board Audit Committee and other Committees of the Board in the normal course of business pertaining to credit transactions, approving authorities, designation of corporate signatories, regulatory compliances, and similar matters shall be submitted to the stockholders for their notation. These acts and proceedings are described in the minutes of the Board and Board committee meetings which are available for inspection at reasonable hours on any business day.

ITEM 9. OTHER PROPOSED ACTION

SUMMARY OF THE MINUTES OF THE MAY 31, 2010 ANNUAL STOCKHOLDERS' MEETING

The Annual Stockholders' Meeting of the Corporation was held on May 31, 2010, where more than 85% of the stockholders were present in person or represented by proxy and participant brokers. Mr. Nestor V. Tan acted as Chairman of the Meeting, while Atty. Richard Anthony D. Alcazar, Corporate Secretary, recorded the minutes of the meeting.

The first item in the agenda was the Consideration of the President's Report on the results of the Corporation's operations for the year ended December 31, 2009 and the 2009 Financial Statements, which were duly noted and approved by the stockholders.

Thereafter, the stockholders ratified the actions taken by the Board of Directors, the duly constituted committees, the management and the officers of the Corporation since the last annual meeting of the stockholders.

Further, the following were elected as regular directors of the Corporation:

1. Gerard Lee B. Co
2. Antonio N. Cotoco
3. Fulgencio S. Factoran, Jr.
4. Antonio A. Henson
5. Roberto E. Lapid
6. Teresita T. Sy
7. Edmundo L. Tan
8. Nestor V. Tan
9. Rolando C. Tanchanco
10. Exequiel P. Villacorta, Jr.
11. Evelyn L. Villanueva
12. Walter C. Wassmer

with the following elected as Independent Directors:

1. Jesse H.T. Andres
2. Ma. Leonora V. De Jesus
3. Jesus G. Tirona

Subsequently, the Accountancy and Auditing Firm of Punongbayan and Araullo, CPAs was appointed as external auditor of the Corporation for the year 2010.

In other business, the Stockholders noted the Board of Directors' declaration of cash dividend of Php 0.05 per share.

Finally, the Annual Stockholders' Meeting of the Corporation was adjourned.

ITEM 10. VOTING PROCEDURES

Except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock books of this Company, which vote may be given personally or by attorney or authorized in writing. The instrument authorizing an attorney or proxy to act shall be exhibited to the Secretary if he shall so request. In the election of Directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code. The fifteen (15) directors receiving the highest number of votes shall be declared elected. As regards the other items of the agenda, a majority vote of the shares present and constituting a quorum will be required to approve the matter under consideration. The Canvassing Committee, chaired by the Corporate Secretary, will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the Stockholders.

D. SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on April 18, 2011.

BDO LEASING AND FINANCE, INC.

By:



JOSEPH JASON M. NATIVIDAD

Corporate Secretary