

February 13, 2013

THE DISCLOSURE DEPARTMENT

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

**Re : Notice and Agenda of the Annual Stockholders' Meeting of
BDO Leasing and Finance, Inc.**

Gentlemen:

We attach with this letter the Notice and Agenda of the Annual Meeting of the Stockholders of BDO Leasing and Finance, Inc. to be held on April 17, 2013.

We trust you will find the attached in order.

Thank you very much.

Very truly yours,


RODOLFO M. CARLOS JR.
Compliance Officer

BDO Leasing & Finance, Inc.
BDO Leasing Centre
Corinthian Gardens, Ortigas Avenue
Quezon City, Philippines
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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 17, 2013, Wednesday**, 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:

A G E N D A

- I. Call to order
- II. Certification of Notice and Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on April 18, 2012
- 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
- 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 1, 2013.

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



JOSEPH JASON M. NATIVIDAD
Corporate Secretary

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