

**MINUTES OF THE
ANNUAL MEETING OF STOCKHOLDERS**

PCI LEASING AND FINANCE, INC.

**HELD ON MONDAY, MAY 12, 2008, AT 9:00 A.M.
AT THE FRANCISCO SANTIAGO HALL, MEZZANINE FLOOR, BDO SOUTH TOWER
MAKATI AVE. CORNER H. V. DELA COSTA ST., MAKATI CITY**

Number of shares held by shareholders:

Present In Person or Represented By Proxy, and Participant Brokers	-	1,840,292,567
Number of Total Outstanding Shares	-	2,162,475,312
Percentage of the Total Shares Represented By Proxies & In-Person	-	85.10%

I. Call to Order

Mr. Nestor V. Tan was requested to act as Chairman of the Meeting. In that capacity, Mr. Tan called the Annual Stockholders' meeting to order at 9:10 in the morning and presided over the same.

Atty. Luis Ma. G. Uranza, Corporate Secretary, recorded the minutes of the meeting.

II. Certification of Notice and Quorum

Upon verifying from Atty. Luis Ma. G. Uranza, Corporate Secretary, that due notices had been given to the stockholders of the Corporation and that there was a quorum, the meeting was regularly and lawfully convened, and therefore, ready to transact business.

III. Reading and Approval of the Minutes of the Previous Stockholders' Meeting

The Chairman of the Meeting stated that the next item in the agenda was the reading and approval of the minutes of the annual meeting of shareholders held last July 30, 2007.

Upon motion made and seconded, the reading of the minutes of the annual stockholders' meeting held last July 30, 2007 was dispensed with, and the said minutes as appearing in the minutes book of PCI Leasing and Finance, Inc. were approved by the stockholders, save for Mr. Philip Turner (stockholder) who declined to vote for approval.

IV. Consideration of the President's Report on the Results of the Corporation's Operations for the Year Ended December 31, 2007, and the 2007 Financial Statements of the Corporation

Mr. Roberto E. Lapid, Acting President, rendered his report to the Stockholders. The report is hereto attached as Annex "A" and made an integral part hereof.

The Chairman opened the table for questions regarding the report of the President and the Company's financial statements. The following matters were taken up in the course of the discussions:

1. Mr. Philip Turner (stockholder) inquired whether the name of the corporation has already been changed. Mr. Lapid replied that a Certificate of Authority (COA) has been issued by the *Bangko Sentral ng Pilipinas* (BSP) authorizing the company to change its name from "PCI Leasing and Finance, Inc." to "BDO Leasing and Finance, Inc.". Mr. Lapid reported further that the COA has been endorsed to the Securities and Exchange Commission (SEC) to complete the administrative process for changing the company's corporate name.¹
2. Thereafter, Mr. Turner requested the Board of Directors to give serious consideration to the declaration of dividends to the corporation's stockholders, and he was joined in this request by another shareholder who inadvertently failed to identify himself. The Chair replied that since the corporation is a participating subsidiary in the on-going integration process resulting from the recent merger between Banco De Oro Unibank, Inc. and Equitable PCI Bank, the request will have to be considered and evaluated in relation to the corporation's long term business plans and capital requirements that have been determined from that process.
3. The Chair, responding to Mr. Turner's observation, explained that the increase in compensation, benefits and bonuses is attributable to an increase of approximately 15% in the company's work force. The addition in the corporation's manpower complement has been made in order to increase productivity and to meet the demands arising from the expansion of the company's business into new markets.
4. Finally, Mr. Turner wanted to know whether the corporation's provisions for impairment losses will be increasing annually. And the Chair replied that as the assets of the company grow due to the expansion of its business, a corresponding increase in provisions can be expected.

After the discussions were concluded, Ms. Rethel Anne C. Lopez, proxy holder, moved for the notation and approval of the President's Report on the result of the operations of the corporation for the year ended December 31, 2007 and the audited financial statements for the same period.

Mr. Manolo O. Diaz, proxy holder, seconded the motion.

There being no objection, the Stockholders adopted the following resolution:

Stockholders' Resolution No. 2008-01

"RESOLVED, That the President's Report on the result of the operations of PCI Leasing and Finance, Inc. and the Audited Financial Statements for the year ended December 31, 2007 be, as they are hereby, noted and approved."

V. Ratification of 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

Mr. Vernie C. Dela Cruz, proxy holder, moved that all the acts and proceedings of the Board of Directors, the acts of the duly constituted committees, the acts of the Management and the acts of the officers of the Corporation up to the date of this meeting be, in all respects, confirmed, ratified and approved and that the directors, officers and employees of the corporation be commended for the satisfactory results of the corporation's operations for the year 2007.

Mr. Jonathan Pollante, proxy holder, seconded the motion.

There being no objection, the Stockholders adopted the following resolution:

¹ On 13 June 2008, the SEC issued Certificates of Amendment of the corporation's Articles of Incorporation and By-Laws approving the change of the company's corporate name from "PCI Leasing and Finance, Inc." to "BDO Leasing and Finance, Inc."

RESOLVED, That all the acts and proceedings of the Board of Directors, the acts of the duly constituted committees, the acts of the Management and the acts of the officers of PCI Leasing and Finance, Inc. (the "Corporation") in carrying out and promoting the purposes, objects, and interests of the Corporation, are confirmed, ratified and approved and hereby made the acts and deeds of the Corporation.

RESOLVED FURTHER, That the Directors, Officers and Employees of the Corporation be commended for the satisfactory results of the Corporation's operations for the year 2007.

VI. Election of the Board of Directors

The Chair then announced that the next item on the agenda was the election of the members of the Board of Directors, including the independent directors, for the ensuing year and until the next succeeding annual stockholders meeting of the Corporation.

The Corporate Secretary informed the Chairman that the following nominations have been received and passed upon by the *Corporate Governance, Nomination and Compensation and Remuneration Committee* of the corporation, and that the said Committee found the following nominees to possess the qualifications necessary to be regular and independent directors, respectively, of the corporation:

Nominees for Regular Directors

1. Nazario S. Cabuquit, Jr.
2. Antonio N. Coloco
3. Ma. Leonora V. De Jesus
4. Fulgencio S. Factoran, Jr.
5. Ma. Luz C. Generoso
6. Antonio A. Henson
7. Roberto E. Lapid
8. Reynaldo P. Palmiery
9. Teresita T. Sy
10. Edmundo L. Tan
11. Nestor V. Tan
12. Exequiel P. Villacorta, Jr.
13. Walter C. Wassmer

Nominees for Independent Directors:

14. Jesse H. T. Andres
15. Jesus G. Tirona

The Chairman informed all the Stockholders in attendance of the mandatory requirement of electing independent directors. And the Corporate Secretary also reported, that in a letter dated 08 May 2008, Ms. Ma. Leonora V. De Jesus, who is one of the thirteen (13) nominees for election as a regular director of the corporation, was constrained to decline her nomination as such. Consequently, only twelve (12) nominees for the thirteen (13) regular Board seats remained. The matter was duly noted.

Considering that the nomination period has expired, and there being a total of fourteen (14) nominees for election to the fifteen (15) seats in the Board, Ms. Ma. Aurora R. Parugganan moved that the Corporate Secretary be directed to cast all votes in favour of the individuals who have been respectively nominated as regular and independent directors of the corporation.

Ms. Rethel Anne C. Lopez seconded the motion.

There being no objection, the Chairman ordered the Corporate Secretary to cast all the votes in favor of the nominees above-mentioned.

The Stockholders adopted the following resolution:

Stockholders' Resolution No. 2008-03

"RESOLVED, That the following are elected directors of PCI Leasing and Finance, Inc., to act as such until their successors are elected and qualified:

Regular Directors:

1. Nazario S. Cabuquit, Jr.
2. Antonio N. Cotoco
3. Fulgencio S. Factoran, Jr.
4. Ma. Luz C. Generoso
5. Antonio A. Henson
6. Roberto E. Lapid
7. Reynaldo P. Palmieri
8. Teresita T. Sy
9. Edmundo L. Tan
10. Nestor V. Tan
11. Exequiel P. Villacorta, Jr.
12. Waller C. Wassmer

Independent Directors:

13. Jesse H. T. Andres
14. Jesus G. Tirona

In the course of the proceedings, Mr. Philip Turner (stockholder) observed that the election of fourteen (14) directors may give rise to a split vote in the Board. The Chair explained that the Company's Amended Articles of Incorporation provides for fifteen (15) board seats, and the election of fourteen (14) directors leaves one vacancy. This vacancy will be filled by the vote of the fourteen (14) directors who have just been elected, pursuant to Article III, Section 2 of the corporation's Amended By-Laws.

VII. Appointment of External Auditor

Mr. Jonathan Pollante moved that the Accountancy and Auditing Firm of Punongbayan & Araullo, CPA's, be appointed as the external auditor of PCILF for 2008, and that the Board of Directors be authorized to determine the terms of engagement of said external auditor.

Mr. Vernie C. Dela Cruz seconded the motion.

There being no objection, the Stockholders adopted the following resolution:

Stockholders' Resolution No. 2008-04

RESOLVED, That the Accountancy and Auditing Firm of Punongbayan & Araullo, CPA's, be appointed as the external auditor of PCILF for 2008;

RESOLVED FURTHER, That the Board of Directors of PCILF or such person or persons duly authorized by the Board, be, as it/he is hereby authorized to determine the terms of engagement of the external auditor, to sign, execute and deliver the agreement and other documents pertaining to such engagement, and generally, to perform all acts necessary or appropriate to carry out the foregoing resolution and the intent hereof.

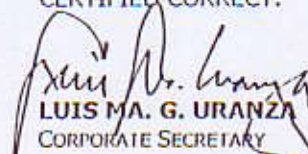
VIII. Adjournment

There being no further business to transact, Ms. Rethel Anne C. Lopez moved to adjourn the meeting.

Mr. Manolo O. Diaz seconded the motion.

There having been no objection to the motion, the meeting was thereupon adjourned at 9:50 in the morning.

CERTIFIED CORRECT:


LUIS M.A. G. UZANZA
CORPORATE SECRETARY

ATTESTED:



NESTOR V. TAN
CHAIRMAN OF THE MEETING