

January 10, 2012

**THE DISCLOSURE DEPARTMENT**  
3<sup>rd</sup> Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

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

Gentlemen:

Attached is BDO Leasing and Finance, Inc.'s annual certificate of compliance with its Manual on Corporate Governance filed with the Securities & Exchange Commission pursuant to SEC Memorandum Circular No. 6, series of 2009.

Thank you.

Very truly yours,



**SERGIO M. CENIZA**  
Compliance Officer

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



101102012000797



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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### Company Representative

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### Company Information

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**Company Name** BDO LEASING AND FINANCE, INC.  
**Industry Classification**  
**Company Type** Stock Corporation

### Document Information

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# COVER SHEET

0 9 7 8 6 9  
S.E.C. Registration Number

B D O L E A S I N G A N D F I N A N C E , I N C .

( Company's Full Name )

B D O L E A S I N G C E N T R E , C O R I N T H I A N  
G A R D E N S O R T I G A S A V E . Q . C . M . M .

( Business Address : No. Street City / Town / Provinces )

ATTY. SERGIO M. CENIZA  
Contact Person

(632) 635-6416  
Company Telephone Number

1 2 3 1  
Month Day  
Fiscal Year

SEC FORM MCG-2002  
FORM TYPE

any day in April of every  
year as determined by  
the BOD  
Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc

Amended Articles Number / Sec.

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

## SECURITIES AND EXCHANGE COMMISSION SEC FORM MCG-2002

### CERTIFICATE

I, Sergio M. Ceniza, of legal age and with office address at BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of BDO Leasing and Finance Inc., a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines with office address at BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City;

2. In 2011, the Company substantially adopted all the provisions of its Manual on Corporate Governance(Model Corporation), as prescribed by SEC Memorandum Circular NO.2, Series of 2002;

3. During the same year, the Company deviated from the following provisions of the said Manual for the reasons stated below:

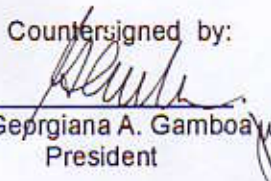
Provision(s) of the Manual	Explanation
<u>N/A</u>	<u>N/A</u>

4. I am using this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting of the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this 4<sup>th</sup> day of January, 2012 at Quezon City, Philippines.

  
Atty. Sergio M. Ceniza  
Compliance Officer

Countersigned by:

  
Georgiana A. Gamboa  
President

JAN 06 2012


MANILA

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, Philippines, affiant exhibiting to me his SSS ID No. 03-8125315-2 issued by the Social Security System.

WITNESS my hand and notarial seal on the date and place above written.

Doc.No. 171  
Page No. 18  
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ATTY. DELFIN R. AGCAOILI, JR.  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2012  
PTR NO. 0287334 / 2012-2013 MLA.  
IBP NO. 67299, 2012 MLA.  
ROLL NO. 24655 / TIN -144-519-066  
MCLE III- 0013521