

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Sun Life Prosperity Dynamic Fund, Inc. shall be held on **14 August 2025 (Thursday)** at **9:00 a.m.** via Zoom Webinar at Sunlife.co/SLPF-ASHM2025-AM, to consider the following:

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Determination and Certification of Quorum
4. Chairman's Address
5. Review of 2024 Operations
6. 2024 Fund Performance
7. Election of Directors for the 2025 to 2026 term
8. Approval of the Minutes of the 2024 Stockholders' Meetings
9. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
10. (Annex A)
11. Appointment of External Auditor
12. Other Matters – Voluntary Revocation of the Certificate of Registration of Securities and Permit to Sell Securities to the Public
13. Adjournment

Representatives of Navarro Amper & Co./Deloitte Touche Tohmatsu are expected to be present during the annual meeting to respond to appropriate questions and to make a statement if they so desire.

The Board of Directors has, in accordance with the By-Laws, fixed the close of business on **18 July 2025** as the record date for the determination of the shareholders entitled to notice of and to vote as such in the annual stockholders' meeting and any adjournment thereof.

The Fund will accept proxy votes from its stockholders by emailing SunLifeFunds@sunlife.com until Monday, 04 August 2025 (at least 10 days prior to the ASHM). The same shall be remotely validated by the Fund before the close of business hours on or before 09 August 2025 (at least 5 days prior to the ASHM).

Shareholders and/or their proxies must pre-register using the provided link. Identification of the registrant will be verified during the pre-registration process.

Taguig City, Metro Manila, 16 July 2025.



ATTY. ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

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: **Sun Life Prosperity Dynamic Fund, Inc.**

3. Province, country or other jurisdiction of incorporation or organization: **Philippines**

4. SEC Identification Number: **A199908713**

5. BIR Tax Identification Code: **204-583-064**

6. Address of Principal Office: **8th Floor Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634**

7. Registrant's telephone number, including area code: **(632) 8555-8888**

8. Date, time, place of the meeting of security holders:

14 August 2025 (Thursday) at 9:00 a.m.
via Zoom Webinar at [Sunlife.co/SLPF-ASHM2025-AM](https://sunlife.co/SLPF-ASHM2025-AM)
to be hosted from 8F Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City 1634

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **21 July 2025**

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **Ms. Jonah Lui P. Pascual**

Address and Telephone Number: **8th Floor Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634; (632) 8849-9888; jonahlui.pascual@sunlife.com**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

| Title of Each Class | Number of shares of Common Stock Outstanding |
|---|--|
| Common Shares, PHP0.01 par value | 480,997,666 shares (as of 30 June 2025) |

12. Are any or all of the Company's securities listed on the Philippine Stock Exchange ("PSE")?

Yes No

PART I.
INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

a. The annual shareholders' meeting of Sun Life of Canada Prosperity Dynamic Fund, Inc. (the "Company") will be held on **14 August 2025 (Thursday)** at 9:00 a.m. via Zoom Webinar at [Sunlife.co/SLPF-ASHM2025-AM](https://sunlife.co/SLPF-ASHM2025-AM) to be hosted from 8F Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634. The principal office of the Company is located at 8th Floor Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634.

b. The approximate date on which the information statement and proxy form ("ASHM materials") will be sent to all shareholders is on 21 July 2025. Stockholders will receive the ASHM materials personally, by mail (by physical or electronic transmission). Further, stockholders will also have access to the ASHM materials via the SLAMCI website.

Item 2. Dissenter's Right of Appraisal. The Revised Corporation Code of the Philippines, specifically its Sections 80 to 85 of Title X, gives a dissenting shareholder or a shareholder who votes against certain corporate actions specified by law, the right to demand payment of the fair market value of his/her shares, commonly referred to as Appraisal Right. There is no matter or item to be submitted to a vote or acted upon in the annual shareholders' meeting of the Company which falls under the instances provided by law when dissenting shareholders can exercise their Appraisal Right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

a. No current director or officer of the Company, or nominee for election as directors of the Company or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

b. No director has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting.

A. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 480,997,666 outstanding common shares as of 30 June 2025. Each common share shall be entitled to one (1) vote with respect to all matters to be taken up during the annual shareholders' meeting.

b. The record date for determining shareholders entitled to notice of and to vote during the annual shareholders' meeting is **18 July 2025**.

c. In the forthcoming annual stockholders' meeting, shareholders shall be entitled to elect five (5) members to the Board of Directors. Each stockholder may vote such number of shares for as many as five (5) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one (1) candidate as many votes as the number of his shares multiplied by five (5) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by five (5).

d. **Security Ownership of Certain Beneficial Owners and Management**

1. **Security Ownership of Certain Beneficial Owners.** Holders of more than 5%, if any, are included in the list of the Top 20 Shareholders, which is submitted to the SEC through a confidential disclosure.

On 7 March 2013, SEC en banc approved the confidential treatment of the list of Top 20 shareholders of the Sun Life Prosperity Funds, including its 5% and 10% beneficial owners. This is to protect the investors' privacy, which is a privilege they enjoy when they invest in other shared investment vehicles, such as unit investment trust funds, and when they invest in bank deposits. None of the officers listed in Item 5 below own more than 5% of the Company's securities.

2. **Security Ownership of Management as of 10 July 2025 follows:**

| Title of Class | Name of Beneficial Owner | Number of Shares ¹ | Nature of Ownership | Citizenship | Percent of Class |
|----------------|--------------------------|-------------------------------|-------------------------------|-----------------------|------------------|
| Common | Benedicto C. Sison | 1 | Beneficial (B) and Record (R) | Filipino and American | 0.00000% |
| Common | Valerie N. Pama | 1 | B & R | Filipino | 0.00000% |
| Common | Teresita J. Herbosa* | 1 | B & R | Filipino | 0.00000% |
| Common | Oscar S. Reyes | 1 | B & R | Filipino | 0.00000% |
| Common | Cesar Luis F. Bate | 1 | B & R | Filipino | 0.00000% |

*Atty. Aleli Angela G. Quirino, Independent Director, passed away on 03 July 2025. During the Special Board Meeting of the Fund held on 10 July 2025, Atty. Teresita J. Herbosa was elected as Independent Director to fill in the vacancy left by Atty. Quirino.

The above individual owners can be contacted through the Corporate Secretary of the Company, Atty. Kabigting-Ibero, 6th Floor Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634.

3. **Voting Trust Holders of 5% or More.** No holder of 5% or more of the Company's common shares has any voting trust or similar agreement that vest voting rights or other powers to a voting trustee.

4. **Changes in Control.** There has been no change in control of the Company since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers

Nominees for Independent Directors, Mr. Cesar Luis F. Bate, Atty. Teresita J. Herbosa, and Mr. Oscar S. Reyes, were nominated by Ms. Valerie N. Pama to the Corporate Governance Committee. Ms. Pama is not related to the said nominees. The Corporate Governance Committee, composed of Atty. Herbosa as Chairman and Mr. Sison and Mr. Reyes as Members, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications of the regulations named above and in accordance with the procedure outlined in the Company's Manual on Corporate Governance ("Manual").

Except for committee members who are independent directors themselves, none of the members of the Corporate Governance Committee are related to the independent directors.

¹ Number of shares held in their capacity as Director or Chairperson

a. The Company's directors—including independent directors—and executive officers are as follows:

| <u>Name</u> | Citizenship | Position | Age | Term of Office | Period Served |
|---------------------------------|-----------------------|-------------------------------|-----|-------------------------|---------------|
| Benedicto C. Sison | Filipino and American | Director/ Chairman | 64 | July 2018 - present | 7 terms |
| Valerie N. Pama | Filipino | Director/ President | 61 | March 2022 – present | 3 terms |
| Teresita J. Herbosa | Filipino | Independent Director | 74 | July 2025 – present | |
| Oscar S. Reyes | Filipino | Independent Director | 79 | 2012 to present | 13 terms |
| Cesar Luis F. Bate | Filipino | Independent Director | 64 | November 2021 – present | 4 terms |
| Candy S. Esteban | Chinese | Treasurer | 48 | March 2025 – present | |
| Maria Teresa A. Co | Filipino | Chief Compliance Officer | 55 | August 2023 – present | 2 terms |
| Anna Katrina C. Kabigting-Ibero | Filipino | Corporate Secretary | 45 | April 2020 – present | 5 terms |
| Raizulli M. Nolasco | Filipino | Assistant Corporate Secretary | 47 | March 2025 – present | |
| Ria V. Mercado | Filipino | Risk Officer | 49 | 2015-present | 10 terms |

A brief write-up on the business experience of the incumbent and incoming directors and executive officers of the Fund follows:

BENEDICTO C. SISON
Chairman (2018 to present)

Mr. Benedicto C. Sison is the Chairman and Director of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Voyager Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc. (2018 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present) and Sun Life Prosperity World Income Fund, Inc. (August 2022 to present). He is also the Chairman and Director of Sun Life of Canada (Philippines), Inc., Sun Life Financial Philippine Holding Company, Inc. (06 December 2021 to present) and Sun Life Financial Plans, Inc. (06 May 2024 to present). He is also the CEO and Country Head of the Sun Life group of companies in the Philippines from 01 July 2018 to present.

Mr. Sison also serves as a Director of Sun Life Asset Management Company, Inc., and Grepalife Asset Management Corporation (01 July 2018 to present). He is also the Director and Chairman of the Grepalife Funds such as Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation

(September 2015 to present). He is the Chairman of Sun Life Financial – Philippines Foundation, Inc., (September 2019 to present) where he also serves as Trustee.

Mr. Sison was a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and served as the President of the Philippine Life Insurance Association (PLIA).

VALERIE N. PAMA

President / Director (March 2022 – present)

Ms. Valerie N. Pama is the President and Director of eighteen (18) Sun Life Prosperity Funds, i.e. Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life of Canada Prosperity Bond, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (March 2022 to present) and Sun Life Prosperity World Income Fund, Inc. (August 2022 to present). She is also the Chairman and Director of Grepalife Asset Management Corporation (December 2021 to present).

Ms. Valerie N. Pama is currently the Chief Asset Management Officer (“CAMO”) of Sun Life of Canada (Philippines), Inc. Since November 1, 2019, Ms. Pama, in her capacity as CAMO, has been responsible for the expansion and development of the various initiatives to drive the profitability and growth of Sun Life’s overall asset management business providing strategic direction and development of long-term plans and policies.

Ms. Pama was previously the Trustee and Vice President of Sun Life Financial-Philippines Foundation, Inc. (October 2020 and December 2022, respectively, to December 2024), Director and President of Sun Life Investment Management and Trust Corporation (September 2020 to June 2021), responsible for its establishment and preparations for operations. She was a Director and President of Sun Life Asset Management Company, Inc. (“SLAMCI”) and Director and/or President of thirteen (13) Sun Life Prosperity Funds (2011 to 2020). She was also a Director and/or President of three (3) Grepalife Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation (formerly, “Grepalife Bond Fund Corporation”), and Grepalife Fixed Income Fund Corporation (2011 to 2018). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Funds (2011 to 2013). She was also a Director of BESTSERVE Financial Ltd. (HKG) (2021 to 2022).

She also served as the Chief Operating Officer of SLAMCI (2011 to 2012) before being appointed as its President in 2013. With over seven years as President of SLAMCI, Ms. Pama has made tremendous contributions by leading it into becoming the number one non-bank asset management company. Under her vision and leadership, the company achieved great milestones: growing from three (3) mutual funds to sixteen (16) mutual funds to over Php100 Billion in Assets Under Management, launch of the Sun Life Prosperity Card, expanding the sales force into having the most number of Mutual Fund-licensed advisors in the industry and garnering numerous awards from the Philippine Investment Funds Association (PIFA). Another noteworthy recognition for SLAMCI under her management was being named the best asset management company for the Philippines from Euromoney’s 2018 Private Banking and Wealth Management survey.

Currently, Ms. Pama is a Member (2015 to present) and Trustee (2018-2023) of Filipina CEO Circle, Member of Management Association of the Philippines (2015 to present), Financial Executives of the Philippines (2013 to present) and Makati Business Club (August 2019 to present).

Ms. Pama is a veteran banker, having been in the industry for 20 years. She started her career with Citibank N.A. in 1990 as a Management Associate, wherein she obtained exposure in various segments of the business, assuming progressively senior roles over the years. She had worked in treasury/capital markets, loans, equity sales, customer funding sales, brokerage and money market sales. By the time she retired from Citibank N.A. in 2009, Ms. Pama was the President of Citicorp Financial Services and Insurance Brokerage Inc.

Prior to joining Sun Life, Ms. Pama was a Product Development consultant for ING Bank's Investment Management Group.

Ms. Pama was a member of the Board of Trustees of PIFA from 2011 to 2020 and served as its Chairman from 2013 to 2015. This enabled her to represent the mutual fund industry in advocating investor literacy, customer protection and regulatory advancements to government agencies, key market players and the general public.

Ms. Pama is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering. She obtained her Masters in Business Administration in International Business and Finance, with a minor in Business Economics from Katholieke Universiteit Leuven in Belgium. She was awarded With Distinction by the university for her exemplary academic performance on her final year.

OSCAR S. REYES

Independent Director (2012 to present)

Mr. Oscar S. Reyes is an Independent Director of the following Sun Life Prosperity Funds, namely: Sun Life Prosperity GS Fund, Inc. (2011 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2006 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present), Sun Life of Canada Philippine Equity Fund, Inc. (July 2018 to present); Sun Life Prosperity World Equity Index Feeder Fund, Inc. (March 2018 to present); Sun Life Prosperity Achiever Fund 2028, Inc. (March 2018 to present); Sun Life Prosperity Achiever Fund 2038, Inc. (March 2018 to present); Sun Life Prosperity Dollar Starter Fund, Inc. (July 2021 to present); Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present); Sun Life Prosperity World Income Fund, Inc. (August 2022 to present) and Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2022 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to present) and Sun Life Financial Plans, Inc. (2006 to present).

Mr. Reyes' other current positions are: Chairman, Pepsi Cola Products Philippines, Inc., Director of PXP Energy Corp. and Independent Director of Basic Energy Corporation, Pioneer Life Inc., D.M. Wenceslao & Associates Inc., Pioneer Insurance & Surety Corporation, Pioneer Intercontinental Insurance, Pioneer Life, Inc., Philippine Dealing System Holdings Corp., Philippine Dealing & Exchange Corporation, Philippine Depository & Trust Corporation, Team Energy Corporation, Mit-Pacific Infrastructure Holdings, Inc., Eramen Minerals Inc., among other firms.

He completed his Bachelor of Arts degree in Economics at the Ateneo de Manila University in 1965 (Cum Laude) and did post-graduate studies at the Ateneo Graduate School of Business, Waterloo Lutheran University in Ontario, Canada and the Harvard Business School in Boston, Mass, USA.

TERESITA J. HERBOSA

Independent Director (July 2025 to present)

Atty. Teresita J. Herbosa is currently an Independent Director of the following Sun Life Prosperity Funds, namely: Sun Life of Canada Prosperity Bond Fund, Inc.; Sun Life Prosperity Peso Starter Fund, Inc. (July 2021 to present); Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present); Sun Life Prosperity Dollar Starter Fund, Inc. (July 2022 to present); Sun Life Prosperity Achiever Fund 2028, Inc. (July 2022 to present); Sun Life Prosperity Achiever Fund 2038, Inc. (July 2022 to present); Sun Life Prosperity Achiever Fund 2048, Inc. (July 2024 to present); Sun Life Prosperity World Income Fund, Inc. (August 2022 to present), Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2025 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (July 2025 to present), Sun Life Prosperity Dynamic Fund, Inc. (July 2025 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc. (July 2025 to present), Sun Life Prosperity World Voyager Fund, Inc. (July 2025 to present), and Sun Life Prosperity World Equity Index Feeder Fund, Inc. (July 2025 to present).

She was the Chairperson of the Securities and Exchange Commission ("SEC") from May 2011 to June 2018, and as such occupied other positions such as member of the Anti-Money Laundering Council, Chairperson of the Credit Information Corporation, the Microfinance NGO Regulatory Council, and the Capital Market Development Forum.

As SEC Chairperson, Atty. Herbosa was involved in the Asean Capital Markets Forum as Chair of its Committee on Corporate Governance responsible for the first Asean Top 50 Publicly Listed Companies. She initiated and proposed significant amendments to the Corporation Code of 1985 to Congress culminating in the enactment of the Revised Corporation Code in February 2019. She also participated in the passage of the Personal Property Securities Act.

As a consequence of the various reforms under Atty. Herbosa's leadership, for two consecutive years, 2015 and 2016, SEC emerged, based on two nationwide surveys, as no.1 in the sincerity rating particularly in the fight against corruption among 35 government agencies.

Prior to her SEC post, she engaged in the private practice of law at the Angara Abello Concepcion Regala & Cruz Law Offices ("ACCRALAW") specializing in litigation and dispute resolution for 33 years and often cited by foreign legal publications as one of the top litigation lawyers of the country. One year after her stint as SEC Chairperson, in July 2019, she re-joined ACCRALAW as Of Counsel and continues as such up to the present

She is an accredited MCLE lecturer and has been teaching commercial law at private law schools. In the 2022 bar examinations, she was one of the examiners for commercial law.

Atty. Herbosa co-authored in 2019 "The Revised Corporation Code of the Philippines Its Theories and Applications," and relatedly gives lectures on the recent amendments to the law. In line with her advocacy, she participated in the UNICEF-sponsored lecture series "Trainers' Course on Child Sensitive Investigation" for three years for more than 1,500 policemen and in the preparation of the video-taped materials shown at the PHILJA training of Family Court judges. She lectured for PHILJA on financial crimes and corporate and securities fraud.

She has written numerous law articles such as "Comments involving Crimes of Moral Turpitude" and the Foreword Vol 92 July 2019, for the Philippine Law Journal, others on various legal topics for the Philippine Star and contributed "Balancing Ethics and Regulation" for the FINEX anniversary publication "Ethics Black While or Gray" in 2018 and "Cyber Ethics and Data Privacy" for its second publication "Ethics: Enduring or Evolving?". From October 2019 to March 2020, she wrote a comprehensive training module for the investigation and prosecution of violations of the Securities Regulation Code in connection with the Anti-Money Laundering Act.

Atty. Herbosa finished AB Political Science cum laude at the University of the Philippines – Diliman, and her Bachelor of Laws cum laude and class salutatorian from the UP College of Law. She also has a Master of Comparative Law degree from the University of Michigan. In 2014, she was awarded the UP Distinguished Alumni Award for Public Service.

CESAR LUIS F. BATE

Independent Director (November 2021 to present)

Mr. Cesar Luis F. Bate is an Independent Director of the following Sun Life Prosperity Funds, namely: Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity GS Fund, Inc.; and Sun Life Prosperity World Income Fund, Inc.

Currently, Mr. Bate is the Managing Director of LMN Advisors/Partners Inc. ("LMN"). He established the consultancy firm LMN in October 2006 after being a stockbroker for 20 years. Prior to LMN, Mr. Bate was head of the Philippine operations of Macquarie Securities Philippines from 2004 to 2006. From 1995 to 2004, he was President of Dutch-owned ING Securities Philippines which was the country's largest stock brokerage house for years under his ten-year

tenure. Mr. Bate started his career as a stockbroker with the local house A&A Securities in 1987 and joined British-owned Baring Securities as Head of Philippine sales in 1992.

Mr. Bate is the President of the Celisons Property Co. Inc. (2018 to present), an Independent Director of RM Commercial REIT, Inc. (2021 to present) and Director of Acacia Lane, Inc. (1980 to present). He is concurrently a Trustee of the Metropolitan Museum of Manila (2023 to present). He was also a Member of the Board of Trustees of Jose Rizal University (2007 to 2016).

Mr. Bate graduated with a Bachelor of Science in Management Engineering from Ateneo de Manila University in 1983.

CANDY S. ESTEBAN

Treasurer (March 2025 to present)

Ms. Candy S. Esteban, 47 years old, is the Treasurer of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Peso Voyager Feeder Fund, Inc., Sun Life Prosperity World Income Fund, Inc. since March 2025.

She is also the Treasurer of Sun Life Asset Management Company, Inc. (March 2025 to present); Sun Life Grepa Financial, Inc. (07 December 2021 to present). She is the Chief Financial Officer and Treasurer of Sun Life of Canada (Philippines), Inc. (December 2021 to present).

Ms. Esteban was the President and Director of sixteen Sun Life Prosperity Funds i.e. Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., and three Grepalife Mutual Funds i.e. Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, Grepalife Fixed Income Fund Corporation (November 2021 to January 2022).

Ms. Esteban was also the Head of Financial Planning and Analysis for Sun Life Financial Philippines (September 2014 to December 2021). She was responsible for all financial planning, management reporting and analysis for the Sun Life group of companies, as well as the Finance Business Partner for Sun Life Asset Management Company, Inc. Prior to joining Sun Life, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, two of the leading global banking institutions. Ms. Esteban has nearly 15 years of experience in the areas of controllership, profitability management, financial planning and management reporting, investments, insurance and loans in consumer, corporate banking, wealth management, commercial credit cards business and project management.

Ms. Esteban is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering, and she holds a Master's degree in Business Administration from INSEAD in Singapore and France.

MARIA TERESA A. CO

Compliance Officer, Money Laundering Reporting Officer, and Data Protection Officer (August 2023 to present)

Maria Teresa Co is the Chief Compliance Officer, Money Laundering Reporting Officer, and Data Protection Officer of Sun Life Philippines, including the Sun Life Prosperity Funds, with effect on 14 August 2023.

Ms. Co has more than thirty (30) years of work experience in the fields of Accounting, Operations, Compliance and Internal Audit with multinational companies. She is a Certified Public Accountant, a Securities and Exchange Commission (SEC) Certified Compliance Officer for Pre-need companies (education and pension plans) and obtained Certification IV in Compliance and Risk Management by the Australian Compliance Institute (formerly GRC Institute).

Her career started with Citibank, N. A. under Philippines Operations before working with Sun Life Philippines from 2002 to 2007 overseeing life, asset management and pre-need compliance including exposure to Regional Internal Audit role.

Ms. Co's overseas career covered vast experiences as Regional Compliance Officer in AXA China Insurance Limited, New York Life International, Prudential Corporation Asia Regional, Chubb (formerly ACE Life), and Group AIA, overseeing various Compliance programs including corporate and distribution compliance, regulatory developments, and projects across Asia.

Before returning to Sun Life Philippines, Ms. Co was the Head of Compliance for Pru Life Insurance Corporation of U.K. (Pru Life UK), responsible for development and implementation of various mandates in the fields of Regulatory and Sales Compliance, AML, Financial Crimes, Fraud, Anti-Bribery and Corruption, Data Privacy, and Quality Assurance reviews.

ANNA KATRINA C. KABIGTING-IBERO

Corporate Secretary (April 2020 to present)

Atty. Anna Katrina C. Kabigting-Ibero is the Corporate Secretary of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (April 2020 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present), Sun Life Prosperity World Income Fund, Inc. (August 2022 to present).

Atty. Ibero is also the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, Inc., Grepalife Asset Management Corporation, and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (April 2020 to present), Sun Life Investment Management and Trust Corporation (September 2020 to present), and Assistant Corporate Secretary of Sun Life Grepa Financial, Inc. (April 2020 to present).

Prior to joining Sun Life in 2014, Atty. Ibero worked as an Associate Lawyer at the David Cui-David Buenaventura and Ang Law Offices (2006 to 2010). She later joined the Bank of the Philippine Islands as Legal and Compliance Officer of the Bank's Asset Management and Trust Group (2010 to 2014).

Atty. Ibero received her Bachelor of Arts Major in Legal Management (2000) and Bachelor of Laws (2005) from the University of Santo Tomas. She was called to the Bar in 2006.

RAIZULLI M. NOLASCO

Assistant Corporate Secretary (March 2025 to present)

Atty. Zulli Nolasco is the Assistant Corporate Secretary of the eighteen (18) Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund,

Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Peso Voyager Feeder Fund, Inc., and Sun Life Prosperity World Income Fund, Inc. since March 2025.

He is a Counsel and the Assistant Corporate Secretary of Sun Life of Canada (Philippines), Inc. (March 2025 to present). He is also the Assistant Corporate Secretary of Sun Life Asset Management Company, Inc. (March 2025 to present).

Prior to joining Sun Life in February 2025, Atty. Nolasco worked as a Head of Legal and Corporate Secretary of Generali Philippines. Before joining Generali, Atty. Nolasco worked as Litigation Officer with the Philippine Deposit Insurance Corporation.

Atty. Nolasco received his law degree from the University of the Cordilleras, in Baguio City. He was admitted to the Bar in May 2014.

RIA V. MERCADO

Risk Officer (2015-present)

Ms. Ria V. Mercado has been the Head of Risk Management of Sun Life Philippines since 2015. She is also the Chief Risk Officer of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., (2015 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present), Sun Life Prosperity World Income Fund, Inc. (August 2022 to present) and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (July 2019 to present). She is also the Chief Risk Officer of Sun Life Asset Management Company, Inc., Grepalife Asset Management Corporation, Sun Life of Canada (Philippines), Inc., Sun Life Grepalife Financial, Inc. (July 2015 to present) and Sun Life Financial – Philippines Foundation, Inc. (December 2019 to present).

Prior to joining Sun Life in 2015, she was with Deutsche Knowledge Services (DKS), where she was Debt and Client Risk & Control Lead. In this capacity, she was responsible for risk and control initiatives and for proactively identifying and mitigating operations risks through quality assurance initiatives. Prior to DKS, she was with Standard Chartered Bank where she rose from Graduate Associate to AVP – Unit Operational Risk Manager.

Ms. Mercado holds a Master in Business Management degree from the Asian Institute of Management. She is a BS Business Administration graduate of the University of the Philippines (Diliman).

1. **Independent Directors.** Nominees for Independent Directors were nominated by Ms. Valerie N. Pama to the Corporate Governance Committee. The nomination is in accordance with the guidelines and requirements set in the Securities and Exchange Commission (SEC) Memorandum Circular Nos. 24 (s. 2019) and SRC Rule 38. Qualifications of Directors as enumerated in said circulars are strictly followed.

2. **Nomination Process.** The Corporate Governance Committee, composed of Atty. Herbosa as Chairman and Mr. Sison and Mr. Reyes as Members, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications of the regulations named above and in accordance with the procedure outlined in the Company's Manual on Corporate Governance ("Manual").

Except for committee members who are independent directors themselves, none of the members of the Corporate Governance Committee are related to the independent directors. The following Final List of Candidates to the 2025 Board of Directors has been approved:

- 2.1 Mr. Benedicto C. Sison
- 2.2 Ms. Valerie N. Pama
- 2.3 Mr. Cesar Luis F. Bate
- 2.4 Atty. Teresita J. Herbosa
- 2.5 Mr. Oscar S. Reyes

Unless marked otherwise, proxies received will be voted for the election of each of the nominees stated in the proxy form.

b. **Incorporators.** The incorporators of the Company are: Rizalina G. Mantaring, Ma. Karenina M. Casas, Valerie N. Pama, Aleli Angela G. Quirino and Oscar S. Reyes

c. **Significant Employees.** The Company has no significant employees.

d. **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 by the Company to become its directors or executive officers.

e. **Involvement in Certain Legal Proceedings.** None of the directors or persons nominated to become directors or executive officers of the Company has been involved during the past five (5) years in any legal proceeding which is material to an evaluation of their ability or integrity to serve as such, including, bankruptcy petition, conviction by final judgment, being subject to any order, judgment or decree, or violation of a securities or commodities law.

f. **Certain Relationships and Related Transactions.** The Company is not involved in any transaction or series of similar transactions, proposed or otherwise, with or involving any of its subsidiaries in which a director, executive officer, or stockholder owns ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest during the last two (2) years.

g. **Parent of the Company.** The Company does not have a parent company.

h. **Disagreement of Directors and Executive Officers.** None of the directors has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of security holders because of a disagreement with the Company on any matter relating the Company's operations, policies, or practices.

i. **Compliance with Leading Practices on Corporate Governance.** All of the directors and officers of the Company have attended a seminar on corporate governance given by a SEC-accredited provider. They attend a yearly training on Corporate Governance by a reputable provider, including topics global trends and best practices.

The Board reviews and updates its Manual on Corporate Governance at least annually to ensure that it is kept abreast of global leading practices and principles on good corporate governance. On a yearly basis, the Board Directors each accomplishes a Board Effectiveness Questionnaire to evaluate themselves as individual Directors and as a Board, to determine their skills and level of compliance with the Manual, as well as recommend changes to the Manual and Committee charters. This ensures that they remain independent and effective in implementing their respective mandates and discharging their duties and responsibilities. As a result of the recommendations from the Board on how to better improve Corporate Governance, they now hold a confidential meeting to discuss strategy every year. The Company also has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company's operations. On a yearly basis, the Company's Compliance Officer issues a Certification which confirms that the Company substantially adopted all the provisions in the Manual of Corporate Governance, as prescribed by the SEC. Accounts of deviation, if any, are duly reported by the Compliance Officer, as necessary.

Item 6. Compensation of Directors and Executive Officers

a. Compensation of Executive Officers. The executive officers of the Company do not receive any form of compensation from their appointment up to the present.

b. Compensation of Directors. The directors do not receive any form of compensation from inception up to the present other than a PHP 20,000.00 per diem for meetings attended. Only the members of the Board who are "external directors", i.e., those who are not officers and/or employees of SLOCPI, receive remuneration for their attendance in regular or special meetings of the Board at the rate of PHP 20,000.00 to each director for every meeting attended. Their contributed efforts to the Fund are on a voluntary basis only. Also, the directors or executive officers of the Fund will not participate in any bonus, profit sharing or other compensation plan, pension or retirement plan, contract or arrangement.

Each external director, as defined above, also receives a retainer's fee not to exceed PHP 15,000.00 per quarter. Payment of such retainer's fee is shared by the Fund with the other Sun Life Prosperity Funds which the external director also serves, provided that each external director receives a maximum of PHP 15,000.00 per quarter from all the Sun Life Prosperity Funds.

Total per diem received by the Fund's directors for the year 2024 and 2023 are P255,451 and P255,286, respectively.

The Board had four (4) regular quarterly meetings for 2024, including the organizational board meeting after the annual shareholders' meeting. For the four (4) meetings and with three (3) members of the Board who are external directors entitled to receive per diem, the Fund forecasts a total directors' per diem of PHP 240,000 for 2025. The external directors are also forecasted to receive a total of PHP 15,451 as retainer's fees for 2025.

c. **Employment Contracts and Termination of Employment and Change-in-Control Arrangements.** Other than that previously stated, there are no other standard or consulting arrangements or any compensatory plan relating to resignation/retirement by which directors and officers are to be compensated.

Item 7. Independent Public Accountants. During the two (2) most recent fiscal years, Navarro Amper and Co./Deloitte Touche Tohmatsu served as the Company's principal accountants and external auditors. The signing partner is Mr. Lloyd Morano, who has served in said capacity since 2023. The same auditors are being recommended for re-election at the scheduled annual shareholders' meeting. Representatives of the said firm are expected to be present at the upcoming annual shareholders' meeting to respond to appropriate questions and to make a statement if they so desire.

The signing partner of the audit firm shall be rotated every seven (7) years, in compliance with SRC Rule 68, (3)(iv)(ix) version 2019.

Audit and Audit-Related Fees. For 2024 and 2023, aggregate fees billed for professional services rendered by the external auditor for the audit of the Fund's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings amounted to PHP 192,495 and PHP 179,065 respectively, inclusive of VAT and out-of-pocket expenses.

The Company's Audit and Compliance Committee hears the client service plan and service fee proposal presented by the external auditor and recommends such for the approval of the Board of Directors if found acceptable. Said Committee is composed of the following: Mr. Reyes as Chairman and Atty. Herbosa and Mr. Bate as Members.

Item 8. Compensation Plans. No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed to its directors or employees.

B. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange. No action is to be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities. No action is to be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information. No action is to be taken with respect to Items 9 or 10. Report on Management's Discussion is attached as part of the annexes to SEC Form Definitive 20-IS.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters. No action is to be taken with respect to any transactions involving the: 1. merger or acquisition of the Company into or with any other person or any other person into or with the Company; 2. acquisition of the Company or any of its security holders of securities of another person; 3. acquisition by the Company of any other going business or of the assets thereof; 4. sale or other transfer of all or any substantial part of the assets of the Company; or 5. liquidation or dissolution of the Company.

Item 13. Acquisition or Disposition of Property. No action is to be taken with respect to the acquisition or disposition of any property.

Item 14. Restatement of Accounts. No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

C. OTHER MATTERS

Item 15. Action with Respect to Reports. The minutes of the meeting and related records are available for inspection by any shareholder at the office of the Company during business hours. Management recommends a vote FOR the approval of the minutes of the 2024 Stockholders' Meetings held on 16 July 2024 and 09 September 2024 (continuation).

Item 16. Matters Not Required to be Submitted. No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws, or Other Documents. No action is to be taken with respect to amendment of the Company's charter, by-laws, or other documents.

Item 18. Other Proposed Action. Management proposes that the Stockholders comprising the majority of the outstanding capital stock approve the Voluntary Revocation of the Certificate of Registration of Securities and Permit to Sell Securities to the Public, pursuant to ICA Rules 13.1.6, as follows:

"RESOLVED, that Sun Life Prosperity Dynamic Fund, Inc. apply with the Securities and Exchange Commission for voluntary revocation of the Certificate of Registration of Securities and Permit to Sell Securities to the Public."

Reason and Effect

Given the current regulatory landscape, as well as the asset management industry trend, the Management has determined that there is the need to simplify and centralize the investment products Sun Life offers to the public. In line with this, the Board of Directors of the Fund approved on 30 May 2025 the voluntary revocation of the Fund's Certificate of Registration of Securities and Permit to Sell Securities to the Public. Upon approval, the Corporation cannot and will no longer accept new subscription from investors.

Item 19. Voting Procedures. All elections and all questions, except as otherwise provided by law, shall be decided by the plurality vote of the shareholders present in person or by proxy; provided that a quorum (10% of the voting stock) is present. In case of election of directors, a majority vote (50% of the voting stock +1) is required.

The right to vote of investors as of the Record Date may be exercised in person, through proxy, or so when so authorized in the By-laws or when approved by the majority of the Board of Directors, through remote communication or in absentia. The Fund will accept proxy votes from its stockholders by emailing

SunLifeFunds@sunlife.com until Monday, 04 August 2025 (at least 10days prior to the ASHM). The same shall be remotely validated by the Fund before the close of business hours on or before 09 August 2025 (at least 5 days prior to the ASHM). Investors who will decide to attend the ASHM via Zoom may also exercise their right to vote in absentia via the Zoom poll functionality available during the conduct of the ASHM. Client identification may be verified during the pre-registration process.

Thereafter, the Corporate Secretary will proceed to count and tabulate the votes casted via remote communication or in absentia, and those who voted through proxy.

PART II. INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification. The solicitation of proxies is made by Ms. Jonah Lui P. Pascual for and on behalf of Ms. Valerie N. Pama, President of the Company. The proxy given will be voted by Ms. Pama in accordance with the authority contained therein. Atty. Anna Katrina C. Kabigting-Ibero, Corporate Secretary, will vote in case of Ms. Pama's absence.

Item 2. Instruction. Proxy forms attached to the notice of the annual shareholders' meeting appoint Ms. Pama, President of the Company, to represent and vote all shares registered in the name of the shareholder. The following need to be indicated by the shareholder on the form: a. Date and place the form was signed; b. Shareholder's complete name; and c. Signature.

Upon receipt of a duly completed proxy form through courier, regular mail, fax, or email (sent using the shareholder's registered email address with the Company), the Company will ensure that the forms are in order and that the above requirements have been complied with. Shareholder names and signatures appearing on the proxy form that are irreconcilable against Company records will be considered void.

Should defects be noted on a duly completed proxy form with regard to items (a) and (b) above, the Company has the option to determine ways and means by which the defect could be corrected, in which case the proxy form would be considered valid. Proxy forms not meeting the above requirements would not be counted.

Item 3. Revocability of Proxy. A shareholder giving a proxy has the power to revoke it at any time prior to its exercise by voting in person at the Annual Meeting, by giving written notice to the Corporate Secretary prior to the Annual Meeting, or by giving another proxy with a later date provided it is received by the office of the Corporate Secretary not later than ten (10) days prior to the Annual Meeting.

Item 4. Persons Making the Solicitation.

a. The proxy solicitation is conducted on behalf of the Company by SLAMCI as part of its management services and is to be made through registered mail and courier service. No director of the Company has informed the Company in writing that he intends to oppose any action intended to be taken.

b. Proxies may also be solicited by SLAMCI employees assigned to Investor Services, without additional compensation, personally or by written communication, telephone or other electronic means. **Ms. Jonah Lui P. Pascual** has been designated as the contact person for all inquiries related hereto at contact number (632) 8849-9888 with address at 8th Floor Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634, and email address jonahlui.pascual@sunlife.com.

c. Likewise, no especially engaged employee or paid solicitors are to be involved in this exercise.

d. The Company will bear the cost of publicizing the Notice for the Annual Stockholders' Meeting in newspapers of general circulation and the hiring of an external vendor for the annual meeting marketing materials. The foregoing is estimated to cost the Company about Php 2,624.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. As of 30 June 2025, records show that SLOCPI owns 0% of the Company's outstanding capital stock. Mr. Benedicto C. Sison, Country Head and CEO of Sun Life of Canada (Philippines), Inc. ("SLOCPI"), has the power to vote of the shares or direct the voting of the shares held by SLOCPI Agents' Provident Plan.

SHAREHOLDERS OF RECORD ENTITLED TO NOTICE OF AND VOTE AT THE MEETING SHALL BE FURNISHED WITHOUT CHARGE, A COPY OF THE COMPANY'S ANNUAL REPORT OR SEC FORM 17-A, UPON WRITTEN REQUEST ADDRESSED TO:

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
OFFICE OF THE CORPORATE SECRETARY
6TH FLOOR SUN LIFE CENTRE, 5TH AVENUE COR RIZAL DRIVE
BONIFACIO GLOBAL CITY, TAGUIG CITY 1634

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.

Sun Life Prosperity Dynamic Fund, Inc.
Issuer



ATTY. ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

Date: 16 July 2025

Annex “A”

ANNEX TO THE AGENDA

Sun Life Prosperity Dollar Abundance Fund, Inc.
Sun Life Prosperity GS Fund, Inc.
Sun Life Prosperity Dynamic Fund, Inc.
Sun Life Prosperity Dollar Wellspring Fund, Inc.

Acts and Proceedings of the Board and Corporate Officers for Confirmation and Ratification of the Stockholders:

1. Election and/or appointment of officers, committee members and representatives to the Philippine Investment Funds Association (PIFA) for –2024-2025
2. Confirmation and continuation of the Management Agreement and Distribution Agreement and Transfer Agency Agreement with Sun Life Asset Management Company, Inc. (SLAMCI)
3. Approval of the External Audit Plan
4. Approval of the External Audit Fees for 2024
5. Approval of the Internal Audit Plan for 2025
6. Approval of the Revised 2024 Money Laundering and Terrorist Financing Prevention Program (MTPP)
7. Approval of Board Level Committee Charters
8. Approval of Manual on Corporate Governance
9. Nominees for SLP Funds’ Board of Directors for the term 2025-2026
10. Approval of the 2024 Audited Financial Statements
11. Approval of the Related Party Transaction Operating Guideline (RPT OG)
12. Appointment of Lead Independent Director for 2025
13. Appointment of Assistant Corporate Secretary effective 25 March 2025
14. Resignation and Appointment of Treasurer effective 01 May 2025
15. Approval of the joint holding of the Sun Life Prosperity Funds’ Annual Stockholders’ Meetings on 16 July 2024 through remote communications in accordance with SEC Memorandum No. 6, dated March 12, 2020, using Zoom’s Video Conferencing facility. Stockholders of record of the Funds as of 30 April 2024 shall be entitled to notice of and to attend and vote at said meeting. (as revised to: August 14, 2025 (ASHM date) and July 25, 2025 (closure of STB), respectively)
16. Approval of the authority of Sun Life Investment Management and Trust Corporation (SLIMTC) to Sign on Behalf of the SLP Funds: Metrobank Trust Banking Group
17. Approval of the Voluntary Revocation of the Certificate of Registration of Securities and Permit to Sell Securities to the Public
18. Approval of the Prospectus and Registration Statement

(DRAFT) MINUTES OF THE JOINT ANNUAL STOCKHOLDERS' MEETING

**Sun Life of Canada Prosperity Balanced Fund, Inc.
Sun Life of Canada Prosperity Bond Fund, Inc.
Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
Sun Life Prosperity Dollar Abundance Fund, Inc.
Sun Life Prosperity Dollar Advantage Fund, Inc.
Sun Life Prosperity Peso Starter Fund, Inc.
Sun Life Prosperity GS Fund, Inc.
Sun Life Prosperity Dynamic Fund, Inc.
Sun Life Prosperity Philippine Stock Index Fund, Inc.
Sun Life Prosperity Dollar Wellspring Fund, Inc.
Sun Life Prosperity World Voyager Fund, Inc.
Sun Life Prosperity Dollar Starter Fund, Inc.**

Held on 16 July 2024 from 2:05 p.m. to 3:31 p.m.
via Zoom Webinar

Total number of shares present and represented: Please see Annex "A"

**Members of the Board
of Directors Present:**

BENEDICTO C. SISON
VALERIE N. PAMA
GERALD L. BAUTISTA
CIELITO F. HABITO*
TERESITA J. HERBOSA*
ALELI ANGELA G. QUIRINO*
OSAR S. REYES*
CESAR LUIS F. BATE*

Also Present:

JEANEMAR S. TALAMAN
ANNA KATRINA C KABIGTING-IBERO
FRANCES IANNA S. CANTO
NAVARRO AMPER & CO./DELOITTE TOUCHE
TOHMATSU

1. CALL TO ORDER

Mr. Benedicto C. Sison, Chairman, called to order the Joint Annual Stockholders' Meeting of the Sun Life of Canada Prosperity Bond Fund, Inc. ("Bond Fund"), Sun Life of Canada Prosperity Balanced Fund, Inc. ("Balanced Fund"), Sun Life of Canada Prosperity Philippine Equity Fund, Inc. ("Philippine Equity Fund"), Sun Life Prosperity Dollar Advantage Fund, Inc. ("Dollar Advantage Fund"), Sun Life Prosperity Dollar Abundance Fund, Inc. ("Dollar Abundance Fund"), Sun Life Prosperity Dynamic Fund, Inc. ("Dynamic Fund"), Sun Life Prosperity GS Fund, Inc. ("GS Fund"), Sun Life Prosperity Peso Starter Fund, Inc. ("Peso Starter Fund"), Sun Life Prosperity Philippine Stock Index Fund, Inc. ("Philippine Stock Index Fund"), Sun Life Prosperity Dollar Wellspring Fund, Inc. ("Dollar Wellspring Fund"), Sun Life Prosperity World Voyager Fund, Inc. ("World Voyager Fund") and Sun Life Prosperity Dollar Starter Fund, Inc. ("Dollar Starter Fund") which are collectively known as the Sun Life Prosperity Funds (the "Funds"). She thereafter presided over the same. Atty. Frances Ianna S. Canto, Assistant Corporate Secretary, recorded the minutes thereof.

2. PROOF OF NOTICE OF MEETING

Atty. Anna Katrina Kabigting-Ibero, Corporate Secretary, confirmed that the holding of the virtual annual stockholders meeting is in accordance with the requirements set forth by the Securities and Exchange Commission. Likewise, the necessary approvals from the Board of Directors have been obtained and all requirements have been complied with in order to protect the interests of the stockholders.

Thereafter, she certified that the stockholders of record as of 30 April 2024 were duly notified of the meeting. The notices were sent electronically, posted on the Sun Life Asset Management Corporation, Inc. ("SLAMCI") website, and likewise published in newspapers of general circulation

3. CERTIFICATION OF QUORUM

The Corporate Secretary reported the attendance based on the Attendance Sheet as well as the proxies received before the meeting. The attendance is set forth in Annex "A" of the minutes.

4. CHAIRMAN'S ADDRESS

A pre-recorded video of the Chairman, Mr. Benedicto C. Sison, was shown to the Stockholders.

5. REVIEW OF 2023 OPERATIONS

Ms. Jeanemar S. Talaman, Treasurer of the Funds, presented a review of the Funds' Operations and Financial Performance in 2023.

6. 2023 FUND PERFORMANCE

The Fund Managers presented a video on the 2023 Fund Performance. After the video presentation, the stockholders were invited to join the Market Outlook Forum which will be held right after the Stockholders' Meeting.

7. ELECTION OF DIRECTORS FOR THE TERM 2024 to 2025

The Corporate Secretary informed the Chairman that the voting procedure and resumes of the nominees for directors have been stated in the SEC Form 20-IS and circulated to the stockholders prior to the annual meeting. The Assistant Corporate Secretary explained that eligible stockholders may cast their votes during the meeting. She added that the preliminary results of votes on proxies submitted and validated as of 11 July 2024 shall be provided during the meeting, with the final results being reflected in the minutes of the meeting.

With the affirmative vote of 50% + 1 of the outstanding capital stock, the following were elected as members of the Boards of Directors:

- a. ***SUN LIFE OF CANADA PROSPERITY BOND FUND, INC.***
 - Benedicto C. Sison
 - Valerie N. Pama
 - Cesar Luis F. Bate*
 - Cielito F. Habito*
 - Teresita J. Herbosa*

- b. ***SUN LIFE PROSPERITY DOLLAR STARTER FUND, INC.***
 - Benedicto C. Sison
 - Valerie N. Pama
 - Teresita J. Herbosa*
 - Aleli Angela G. Quirino*
 - Oscar S. Reyes*

- c. ***SUN LIFE PROSPERITY DOLLAR WELLSPRING FUND, INC.***
 - Benedicto C. Sison
 - Valerie N. Pama
 - Cesar Luis F. Bate*
 - Aleli Angela G. Quirino*
 - Oscar S. Reyes*

- d. ***SUN LIFE PROSPERITY PESO STARTER FUND, INC.***
 - Benedicto C. Sison
 - Valerie N. Pama
 - Gerald L. Bautista
 - Cesar Luis F. Bate*
 - Cielito F. Habito*
 - Teresita J. Herbosa*

- e. ***SUN LIFE PROSPERITY PHILIPPINE STOCK INDEX FUND, INC.***
 - Benedicto C. Sison
 - Valerie N. Pama
 - Cesar Luis F. Bate*
 - Aleli Angela G. Quirino*
 - Cielito F. Habito*

The following Funds failed to secure the required number of votes to elect its Boards of Directors for the term 2024-2025:

- a. Sun Life of Canada Prosperity Balanced Fund, Inc.
- b. Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
- c. Sun Life Prosperity Dollar Abundance Fund, Inc.
- d. Sun Life Prosperity Dollar Advantage Fund, Inc.
- e. Sun Life Prosperity Dynamic Fund, Inc.
- f. Sun Life Prosperity GS Fund, Inc.
- g. Sun Life Prosperity World Voyager Fund, Inc.

The respective resolutions were passed by the Stockholders, as documented through Sun Life Prosperity Funds ASHM Resolution No. 1-2024.

A continuation of the Annual Stockholders' Meeting will be held on 09 September 2024 at 9:00 a.m. via Zoom Conference. In the meantime, the present Board of Directors for the above Funds will continue to serve as such until their successors are elected and duly qualified.

8. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

With a majority vote of the stockholders present or represented during the online meeting, the minutes of the previous meetings held on July 11, 2023 and September 8, 2023 were approved, and the same was documented through the issuance of Sun Life Prosperity Funds ASHM Resolution No. 2-2024.

9. CONFIRMATION AND RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD AND CORPORATE OFFICERS

With a majority vote of the stockholders present or represented during the online meeting, the resolution to approve the confirmation and ratification of all acts and proceedings of the Board of Directors and Officers of the previous year was approved. The same was documented through the issuance of Sun Life Prosperity Funds ASHM Resolution No. 3-2024.

10. APPOINTMENT OF EXTERNAL AUDITOR

With a majority vote of the stockholders present or represented during the online meeting, the stockholders appointed Navarro Amper and Co./Deloitte Touche Tohmatsu as the Funds' External Auditor for 2024. The same was documented through the issuance of Sun Life Prosperity Funds ASHM Resolution No. 4-2024.

11. OTHER MATTERS

Amendments of the Articles of Incorporation

With the affirmative vote of at least 2/3 of the outstanding capital stock, the following amendments to the Articles of Incorporation and Prospectus of the Dollar Starter Fund were approved:

- a. Article II paragraph 8 (Secondary Purpose) of the Articles of Incorporation to clarify the wording (i.e., replace "business with "activities");
- b. Article II, paragraph 6 of the Articles of Incorporation to align with regulations; and
- c. Registration Statement and Prospectus to change the Fund's Investment Objective, Investment Policy, and Strategy

However, the proposed amendments to the respective Articles of Incorporations of the Bond, Balanced, Philippine Equity, Dollar Abundance, Dollar Advantage, GS, Dynamic, Stock

Index, Wellspring, and World Voyager, were **not approved** due to the failure to meet the requirement of an affirmative vote of 2/3 of the outstanding capital stock.¹

Amendments of the By-Laws

The following amendments to the By-Laws of the Bond Fund were likewise **approved** after obtaining the affirmative vote of a majority of the Fund's outstanding capital stock:

- a. Article I, Sections 1 (Annual Meetings) and 2 (Special Meetings) of the By-Laws to allow for the holding of the stockholders meeting via remote communication; Section 2 (Special Meetings) to align with the Section 49 of the Revised Corporation Code;
- b. Article I, Section 3 (Notices) of the By-Laws to align the notice period for stockholders' meetings with the issuances of the Securities and Exchange Commission and to allow for the sending of the notices electronically;
- c. Article I, Section 6 (Voting) of the By-Laws to provide for the use of remote communication or in absentia in the conduct of regular and special stockholders' meetings and on the manner of voting in accordance with the Revised Corporation Code
- d. Article II, Section 1 (Board of Directors) of the By-Laws to include the requirement that at least twenty percent (20%) of the Board of Directors must be composed of independent directors;
- e. Article IV, Section 1 (Committees) of the By-Laws to ensure compliance with applicable rules on the composition of committees, changing or discharging of its members, and filling in vacancies;
- f. Article IV, Section 2 (Advisory Board) of the By-Laws on the deletion of the Advisory Board;
- g. Article VI, Section 1 (b) (Management Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations;
- h. Article VI, Section 2 (Distribution Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations, and to clean up the provisions;
- i. Article VII, Section 3 (Lost or Destroyed Certificates) of the By-Laws to refer to the applicable section of the Revised Corporation Code;
- j. Article VII, Section 6 (Closing of Transfer Books) of the By-Laws to align with the period specified in the Revised Corporation Code;
- k. Article VIII, Section 1 (Investment Policy) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission;
- l. Article VIII, Sections 2 (a) (b) and (c) (Restrictions) of the By-Laws to align with the Investment Company Act and its Implement Rules and Regulations;
- m. Article IX, Section 1 (Net Asset Value) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission;
- n. Article X, Section 1 (Procedure for Redemption) of the By-Laws to align with the grounds for suspension under the Investment Company Act and its Implementing Rules and Regulations;
- o. Article X, Section 2 (Payment on Redemption) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations;
- p. Article XI, Section 1 (Custodian) of the By-Laws to align the definition of a Custodian with the definition and qualifications provided by the Investment Company Act and other applicable issuance of the Securities and Exchange Commission;
- q. Article XI, Section 2 (Auxiliary Custodian) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations on outsourcing or delegation of functions of the Custodian;

¹ This includes the proposal to amend Article VI of the Balanced Fund, Dollar Abundance Fund, Dollar Advantage Fund, Philippine Equity Fund, GS Fund, Dynamic Fund, and World Voyager Fund's respective Articles of Incorporation to increase the number of directors to six (6).

- r. Article XI, Section 3 (Auditors) to align it with the Investment Company Act and its Implementing Rules and Regulations and the Securities Regulation Code on the qualifications and appointment of an auditor;
- s. Article XIV, Section 1 (Amendments) of the By-Laws to align with the applicable provision of the Revised Corporation Code;
- t. Article II, Section 3 (Meetings) and 4 (Quorum) of the By-Laws to align the period for the notice of meeting of the directors with the Revised Corporation Code. (Note: This section is also for renumbering);
- u. Article II, Section 5 (Compensation) of the By-Laws to expressly state that directors and prohibited from participating in the determination of their own per diems or compensation; and to ensure that director compensation is granted by stockholders;
- v. Article II, Section 6 (Vacancy) of the By-Laws to align with the Revised Corporation Code on the vacancies in the Board of Directors;
- w. Article III, Sections 1 and 7 of the By-Laws in relation to the election of a Compliance Officer as one of the corporate officers; and
- x. Article II, Section 2 (Nomination Committee) of the By-Laws is deleted to align with required Board-level committees per recent rules and regulations. A separate section in the By-Laws also provides the Board with the power to designate committees.

Meanwhile, the proposed amendments to the By-Laws of the Balanced, Philippine Equity, Dollar Abundance, Dollar Advantage, GS, Dynamic, and World Voyager Funds were **not approved** due to the failure to meet the requirement of an affirmative vote of the majority of the outstanding capital stock. Also not approved is the delegation of power to amend Articles 1, 2, 3, 4 and 6 of the By-Laws of the Balanced Fund.

The respective resolutions were passed by the Stockholders, as documented through Sun Life Prosperity Funds ASHM Resolution Nos. 5 to 31-2024.

A continuation of the Annual Stockholders' Meeting will be held on 09 September 2024 at 9:00 a.m. via Zoom Conference to re-submit these matters for the approval of the Stockholders.

12. QUESTIONS FROM THE STOCKHOLDERS

The meeting host chose the three most-asked questions from the stockholders and started with the inquiry as to what service enhancements SLAMCI has implemented since the last Annual Stockholders' Meeting. Ms. Valerie N. Pama, President and Director of the Funds, shared the following initiatives: faster settlement time from four (4) days to three (3) days for select Peso Equity-laced Funds and from three (3) days to two (2) days for the Peso Bond Funds; more secure redemption transactions; addition of GCash Bills Payment as a payment channel; and compliance with the Financial Consumer Protection Act.

Next, the host read the question asking for more details the newest fund of SLAMCI, the Sun Life Prosperity World Income Fund (WIF). Mr. Gerald L. Bautista, President of SLAMCI, shared that WIF allows clients to invest in a variety of assets worldwide with only P10,000 and get potential monthly cash payouts from its dividends. He described WIF as a Feeder Fund that invests at least 90% of its net assets in a Target Fund managed by BlackRock®, one of the world's largest asset management companies. According to Mr. Bautista, the Fund is suitable for clients who are aiming to generate high income on their investments by investing globally in the full range of assets.

The third most-asked question according to the host is why the Dollar Starter Fund is being reclassified to Dollar Money Market Fund. Mr. Sison volunteered to answer the question and said

that reclassification is part of Sun Life's initiative to position the Fund as a "starter" product, aimed at preserving capital and providing competitive yields, while reducing overall risk. He added that the inclusion of global and local money market collective investment schemes as part of the Fund's investment outlets is intended to potentially enhance the Fund's yield.

The host then reminded the participants to attend the Market Outlook Forum with the Fund Managers to discuss in more detail investment advice during this time.

13. ADJOURNMENT

There being no other matter for discussion, upon motion duly made and seconded, the Joint Annual Stockholders' Meeting of the Sun Life Prosperity Funds was adjourned at 3:31 pm.

FRANCES IANNA S. CANTO
Assistant Corporate Secretary

ATTESTED TO BY:

BENEDICTO C. SISON
Chairman
Sun Life Prosperity Funds*

VALERIE N. PAMA
President
Sun Life Prosperity Funds*

GERALD L. BAUTISTA
Director
Peso Starter Fund

TERESITA J. HERBOSA
Independent Director
Bond, Dollar Starter, and Peso Starter Funds

CESAR LUIS F. BATE
Independent Director
Bond, Dollar Abundance, Dollar Advantage,
Dynamic, Peso Starter, Philippine Equity,
Stock Index, Wellspring, and World Voyager
Funds

CIELITO F. HABITO
Independent Director
Balanced, Bond, Dollar Abundance, Dollar
Advantage, GS, Peso Starter, Philippine
Equity, Stock Index, and World Voyager
Funds

OSCAR S. REYES
Independent Director
Balanced, Dynamic, Dollar Abundance,
Dollar Advantage, Dollar Starter, GS,
Philippine Equity, and Wellspring Funds

ALELI ANGELA G. QUIRINO
Independent Director
Balanced, Dynamic, Dollar Starter, GS, Stock
Index, Wellspring, and World Voyager Funds

Annex "A"2024 Joint Annual Stockholders' Meetings
Stockholders Present and Represented, Per Fund

| Sun Life Prosperity Fund | Total Shares Subscribed (Outstanding Capital Stock as of 30 April 2024) | Stockholder Attendance (in shares) | Attendance (in percentage) for Quorum Requirement |
|--------------------------|---|--|--|
| Bond Fund | 1,775,645,310 | 1,090,209,139 | 61.40% |
| Balanced Fund | 1,897,961,063 | 236,966,151 | 12.49% |
| Equity Fund | 1,847,671,424 | 310,378,647 | 16.80% |
| Dollar Advantage Fund | 5,601,377 | 859,131 | 15.34% |
| Peso Starter Fund | 12,721,868,029 | 8,722,653,409 | 68.56% |
| Dollar Abundance Fund | 3,883,066 | 1,050,440 | 27.05% |
| GS Fund | 82,970,653 | 40,577,468 | 48.91% |
| Dynamic Fund | 611,765,201 | 63,843,540 | 10.44% |
| Index Fund | 3,999,571,451 | 2,485,002,317 | 62.13% |
| Dollar Wellspring Fund | 4,231,540 | 2,399,756 | 56.71% |
| World Voyager Fund | 5,999,169 | 1,820,445 | 30.34% |
| Dollar Starter Fund | 5,999,287 | 4,093,619 | 68.24% |

**DRAFT MINUTES OF THE CONTINUATION OF THE
JOINT ANNUAL STOCKHOLDERS' MEETING**

**Sun Life of Canada Prosperity Bond Fund, Inc.
Sun Life of Canada Prosperity Balanced Fund, Inc.
Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
Sun Life Prosperity Dollar Abundance Fund, Inc.
Sun Life Prosperity Dollar Advantage Fund, Inc.
Sun Life Prosperity Dollar Wellspring Fund, Inc.
Sun Life Prosperity Dynamic Fund, Inc.
Sun Life Prosperity GS Fund, Inc.
Sun Life Prosperity Philippine Stock Index Fund, Inc., and
Sun Life Prosperity World Voyager Fund, Inc.**

Held on 09 September 2024 from 09:04 a.m. to 09:22 a.m.
via Zoom Webinar

Total number of shares present and represented: Please see Annex "A"

**Members of the Board
of Directors Present:**

BENEDICTO C. SISON
VALERIE N. PAMA
CIELITO F. HABITO*
TERESITA J. HERBOSA*
ALELI ANGELA G. QUIRINO*
OSCAR S. REYES*
CESAR LUIS F. BATE*

Also Present:

GERALD L. BAUTISTA
EDGAR S. TORDESILLAS
ANNA KATRINA C KABIGTING-IBERO
FRANCES IANNA S. CANTO
DINO S. MACASAET

1. CALL TO ORDER

Mr. Benedicto C. Sison, Chairman, called to order the Continuation of the Joint Annual Stockholders' Meeting of the Sun Life of Canada Prosperity Bond Fund, Inc. ("Bond Fund"), Sun Life of Canada Prosperity Balanced Fund, Inc. ("Balanced Fund"), Sun Life of Canada Prosperity Philippine Equity Fund, Inc. ("Equity Fund"), Sun Life Prosperity Dollar Abundance Fund, Inc. ("Dollar Abundance Fund"), Sun Life Prosperity Dollar Advantage Fund, Inc. ("Dollar Advantage Fund"), Sun Life Prosperity Dollar Wellspring Fund, Inc. ("Dollar Wellspring Fund"), Sun Life Prosperity Dynamic Fund, Inc. ("Dynamic Fund"), Sun Life Prosperity GS Fund, Inc. ("GS Fund"), Sun Life Prosperity Philippine Stock Index Fund, Inc. ("Index Fund"), and Sun Life Prosperity World Voyager Fund, Inc. ("World Voyager Fund"), which are collectively known as the Sun Life Prosperity Funds (the "Funds"). She thereafter presided over the same. Atty. Frances Ianna Canto, Assistant Corporate Secretary, prepared the minutes thereof.

2. PROOF OF NOTICE OF MEETING

Atty. Anna Katrina C. Kabigting-Ibero, Corporate Secretary, confirmed that the holding of the virtual stockholders meeting is in accordance with the requirements set forth by the Securities

and Exchange Commission. Likewise, the necessary approvals from the Board of Directors have been obtained and all requirements have been complied with in order to protect the interests of the stockholders.

She certified that for the continuation meeting, 100% of the stockholders of record as of 30 April 2024 were duly notified of the Joint Annual Stockholders Meeting held last 16 July 2024.

3. DETERMINATION AND CERTIFICATION OF QUORUM

The Corporate Secretary reported the attendance based on the Attendance Sheet as well as the proxies received before the meeting. The attendance is set forth in Annex "A" of the minutes.

4. ELECTION OF DIRECTORS FOR THE TERM 2024 to 2025

The Chairman stated that based on the records of the Corporation, the following Corporations failed to elect a new set of directors during the Joint Annual Stockholders Meeting last 16 July 2024:

- a. Sun Life of Canada Prosperity Balanced Fund, Inc.
- b. Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
- c. Sun Life Prosperity Dollar Abundance Fund, Inc.
- d. Sun Life Prosperity Dollar Advantage Fund, Inc.
- e. Sun Life Prosperity Dynamic Fund, Inc.
- f. Sun Life Prosperity GS Fund, Inc.
- g. Sun Life Prosperity World Voyager Fund, Inc.

As such, their respective Boards of Directors continue to serve in a holdover capacity.

The Corporate Secretary informed the Chairman that the voting procedure and resumes of the nominees for directors have been stated in the SEC Form 20-IS and circulated to the stockholders prior to the annual meeting. The Assistant Corporate Secretary explained that eligible stockholders may cast their votes through the poll function of Zoom. She added that the preliminary results of votes on proxies submitted and validated as of 08 September 2024, including the votes cast last July, shall be provided during the meeting, with the final results being reflected in the minutes of the meeting.

With the affirmative vote of 50% + 1 of the outstanding capital stock, the following were elected as members of the Boards of Directors:

- a. **SUN LIFE PROSPERITY GS FUND, INC.**
 - Benedicto C. Sison
 - Valerie N. Pama
 - Aleli Angela G. Quirino*
 - Cielito F. Habito*
 - Oscar S. Reyes

Meanwhile, the following Funds failed to secure the required number of votes to elect its Boards of Directors for the term 2024-2025 and as such, they will continue to serve as such until their successors are elected and duly qualified in the next Annual Stockholders' Meeting:

- a. Sun Life of Canada Prosperity Balanced Fund, Inc.

- b. Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
- c. Sun Life Prosperity Dollar Abundance Fund, Inc.
- d. Sun Life Prosperity Dollar Advantage Fund, Inc.
- e. Sun Life Prosperity Dynamic Fund, Inc.
- f. Sun Life Prosperity World Voyager Fund, Inc.

5. OTHER MATTERS

Amendments of the Articles of Incorporation

With the affirmative vote of at least 2/3 of the outstanding capital stock, the following amendments to the Articles of Incorporation and Prospectus of the GS Fund were **approved**:

- a. Article I of the Articles of Incorporation to change the corporate name to "Sun Life Prosperity Short Term Fixed Income Fund, Inc." (including the By-Laws)
- b. Article II (Primary Purpose) and Article II, paragraphs 1 (ii) and 6 (Secondary Purpose) of the Articles of Incorporation to align with the Investment Company Act and its Implementing Rules and Regulations
- c. Article II paragraphs 8 (Secondary Purpose) of the Articles of Incorporation to clarify the wording.
- d. Article II, paragraph 9 (Secondary Purpose) of the Articles of Incorporation from the "Corporation Law" to "Revised Corporation Code"
- e. Article VI of the Articles of Incorporation to increase the number of directors to six (6)
- f. Article VII of the Articles of Incorporation to align the conditions for the redemption of shares by a shareholder with the Investment Company Act, its Implementing Rules and Regulations, and other applicable issuances of the Securities and Exchange Commission
- g. Article VIII of the Articles of Incorporation to add a description of the features of the Company's shares
- h. Registration Statement and Prospectus to change the Fund's Investment Objective, Investment Policy, and Strategy

However, due to the failure to meet the requirement that 2/3 of the outstanding capital stock should be present in person or by proxy, the proposed amendments to the respective Articles of Incorporations of the Bond, Balanced, Philippine Equity, Dollar Abundance, Dollar Advantage, Dynamic, Stock Index, Wellspring, and World Voyager Funds were **not approved**.

Amendments of the By-Laws

The following amendments to the By-Laws of the GS Fund were likewise **approved** after obtaining the affirmative vote of a majority of the Fund's outstanding capital stock:

- a. Article I, Sections 1 (Annual Meetings) and 2 (Special Meetings) of the By-Laws to allow for the holding of the stockholders meeting via remote communication and align the meeting date of the Funds; Section 2 (Special Meetings) of the By-Laws to align with Section 49 of the Revised Corporation Code
- b. Article 1, Section 3 (Notice) of the By-Laws to allow for the sending of notices electronically.
- c. Article I, Section 6 (Voting) of the By-Laws to provide for the use of remote communication or in absentia in the conduct of regular and special stockholders'

- meetings and on the manner of voting and to align the requirements for proxies in accordance with the Revised Corporation Code
- d. Article II, Section 1 (Board of Directors) of the By-Laws to include the requirement that at least twenty percent (20%) of the Board of Directors must be composed of independent directors
 - e. Article II, Section 2 (Nomination and Review Committee) of the By-Laws is deleted to align with required Board-level committees per recent rules and regulations. A separate section in the By-Laws also provides the Board with the power to designate committees.
 - f. Article II, Section 3 (Meetings) and 4 (Quorum) of the By-Laws to align the period for the notice of meeting of the directors with the Revised Corporation Code; the section is also renumbered
 - g. Article II, Section 5 (Compensation) of the By-Laws to expressly state that directors and prohibited from participating in the determination of their own per diems or compensation and to ensure that director compensation is granted by stockholders; the section is also renumbered
 - h. Article II, Section 6 (Vacancy) of the By-Laws to align with the Revised Corporation Code on the vacancies in the Board of Directors; the section is also renumbered
 - i. Article III, Sections 1 and 7 of the By-Laws in relation to the election of a Compliance Officer as one of the corporate officers
 - j. Article IV, Section 1 (Committees) of the By-Laws to ensure compliance with applicable rules on the composition of committees, changing or discharging of its members, and filling in vacancies
 - k. Article IV, Section 2 (Advisory Board) of the By-Laws on the deletion of the Advisory Board
 - l. Article VI, Section 1 (Management Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
 - m. Article VI, Section 2 (Distribution Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations and to clean up the section
 - n. Article VII, Section 3 (Lost or Destroyed Certificates) of the By-Laws to refer to the applicable section of the Revised Corporation Code
 - o. Article VII, Section 6 (Closing of Transfer Books) of the By-Laws to align with the period specified in the Revised Corporation Code
 - p. Article VIII, Section 1 (Investment Policy) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
 - q. Article VIII, Sections 2 (a) (b) and (c) (Restrictions) of the By-Laws to align with the Investment Company Act and its Implement Rules and Regulations
 - r. Article IX, Section 1 (Net Asset Value) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
 - s. Article X, Section 1 (Procedure for Redemption) of the By-Laws to align with the grounds for suspension under the Investment Company Act and its Implementing Rules and Regulations
 - t. Article X, Section 2 (Payment on Redemption) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
 - u. Article XI, Section 1 (Custodian) of the By-Laws to align the definition of a Custodian with the definition and qualifications provided by the Investment Company Act and other applicable issuance of the Securities and Exchange Commission
 - v. Article XI, Section 2 (Auxiliary Custodian) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations on outsourcing or delegation of functions of the Custodian

- w. Article XI, Section 3 (Auditors) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations and the Securities Regulation Code on the qualifications and appointment of an auditor
- x. Article XIV, Section 1 (Amendments) of the By-Laws to align with the applicable provision of the Revised corporation Code

Meanwhile, the proposed amendments to the By-Laws of the Balanced, Philippine Equity, Dollar Abundance, Dollar Advantage, Dynamic, and World Voyager Funds were **not approved** due to the failure to meet the requirement of an affirmative vote of the majority of the outstanding capital stock. Also not approved is the delegation of power to amend Articles 1, 2, 3, 4 and 6 of the By-Laws of the Balanced Fund.

The respective resolutions were passed by the Stockholders, as documented through Sun Life Prosperity Funds ASHM Resolution Nos. 33 to 64-2024.

6. ADJOURNMENT

The Corporate Secretary advised the stockholders present that they may send their questions, comments, clarifications, and suggestions to SunLifeFunds@sunlife.com.

There being no other matter for discussion, upon motion duly made and seconded, the continuation of the Joint Annual Stockholders' Meeting of the Sun Life Prosperity Funds was adjourned at 9:22 a.m.

FRANCES IANNA S. CANTO
Assistant Corporate Secretary

ATTESTED TO BY:

BENEDICTO C. SISON
Chairman
Sun Life Prosperity Funds*

VALERIE N. PAMA
President
Sun Life Prosperity Funds*

ALELI ANGELA G. QUIRINO
Independent Director
Balanced, Dynamic, GS, Stock Index,
Wellspring, and World Voyager Funds

CESAR LUIS F. BATE
Independent Director

CIELITO F. HABITO
Independent Director

Bond, Dollar Abundance, Dollar Advantage,
Dynamic, Philippine Equity, Stock Index,
Wellspring, and World Voyager Funds

Balanced, Bond, Dollar Abundance, Dollar
Advantage, GS, Philippine Equity, Stock
Index, and World Voyager Funds

OSCAR S. REYES

Independent Director

Balanced, Dynamic, Dollar Abundance,
Dollar Advantage, GS, Philippine Equity, and
Wellspring Funds

TERESITA J. HERBOSA

Independent Director

Bond Fund

DRAFT

Annex "A"

Continuation of the 2024 Joint Annual Stockholders' Meetings Stockholders Present and Represented, Per Fund

| Sun Life Prosperity Fund | Total Shares Subscribed (Outstanding Capital Stock as of 30 April 2024) | Stockholder Attendance (in shares)* | Attendance (in percentage) for Quorum Requirement* |
|--------------------------|---|-------------------------------------|--|
| Balanced Fund | 1,897,961,063 | 243,684,333 | 12.84% |
| Bond Fund | 1,775,645,310 | 1,102,024,650 | 62.06% |
| Philippine Equity Fund | 1,847,671,424 | 313,233,875 | 16.95% |
| Dollar Abundance Fund | 3,883,066 | 1,104,958 | 28.46% |
| Dollar Advantage Fund | 5,601,377 | 864,728 | 15.44% |
| Dynamic Fund | 611,765,201 | 89,521,670 | 14.63% |
| GS Fund | 82,970,653 | 56,754,372 | 68.40% |
| Stock Index Fund | 3,999,571,451 | 2,488,109,893 | 62.21% |
| Wellspring Fund | 4,231,540 | 2,411,645 | 56.99% |
| World Voyager Fund | 5,999,169 | 1,823,059 | 30.39% |

*This includes the proxies received for, and the actual attendance during, the 16 July 2024 Joint Annual Stockholders Meeting.

PROXY FORM

I/we, _____ hereby nominate, constitute and appoint Ms. VALERIE N. PAMA, President, with right of substitution and revocation, to represent and vote all shares registered in my/our name or owned by me/us and/or such shares as I am/we are authorized to represent and vote in my/our capacity as administrator, executor or attorney-in-fact for any and all matters presented during the Annual Stockholders' Meeting on 14 August 2025, and all Stockholders' Meetings thereafter, for a period of five (5) years, in the following funds (please tick all applicable):

- | | |
|---|--|
| <input type="checkbox"/> Sun Life Prosperity Dynamic Fund, Inc. | <input type="checkbox"/> Sun Life Prosperity Dollar Abundance Fund, Inc. |
| <input type="checkbox"/> Sun Life Prosperity Dollar Wellspring Fund, Inc. | <input type="checkbox"/> Sun Life Prosperity GS Fund, Inc. |

This Proxy revokes all proxies which I/we may have previously executed concerning the above matters. This proxy shall be effective until withdrawn by me/us through notice in writing, or superseded by subsequent proxy, delivered to the Corporate Secretary at least ten (10) days before the Annual Stockholders' Meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I/we personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

BALLOT
(VOTING IN ABSENTIA FORM)

I/we, _____ hereby vote all shares registered in my/our name or owned by me/us and/or such shares on all matters presented during the Annual Stockholders' Meeting on 14 August 2025, and all adjournments and postponements thereof, in the following funds (please tick all applicable):

- Sun Life Prosperity Dynamic Fund, Inc.
- Sun Life Prosperity Dollar Wellspring Fund, Inc.
- Sun Life Prosperity Dollar Abundance Fund, Inc.
- Sun Life Prosperity GS Fund, Inc.

1. VOTE FOR NOMINEES (A vote "FOR" the election of the nominees is recommended.)

For Against

- Authority to vote for all nominees (Please refer to **Annex "A"**)

2. OTHERS (A vote "FOR" the following items is recommended.)

For Against

- Approval of the Minutes of 2024 Joint Annual Stockholders' Meetings (held on 16 July and 09 September 2024)
- Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
- Re-appointment of Navarro Amper & Co./Deloitte Touche Tohmatsu as External Auditor for 2025

Additional Item

For Against

- Voluntary Revocation of the Certificate of Registration of Securities and Permit to Sell Securities to the Public

This Form revokes all documents which I/we may have previously executed concerning the above matters. This Form shall be effective until withdrawn by me/us through notice in writing, or superseded by the execution of a subsequent Form, delivered to the Corporate Secretary at least ten (10) days before the Annual Stockholders' Meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I/we personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

ANNEX A:

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR 2025 to 2026

Please tick the box to signify your vote for the nominee. If you have ticked "FOR" under **Item 1** of the Ballot (Voting in Absentia Form), we will consider this as a vote "FOR" all the nominees below.

SUN LIFE PROSPERITY DOLLAR ABUNDANCE FUND, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Cielito F. Habito (Independent)
- Cesar Luis F. Bate (Independent)
- Oscar S. Reyes (Independent)

SUN LIFE PROSPERITY DOLLAR WELLSPRING FUND, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Cesar Luis F. Bate (Independent)
- Teresita J. Herbosa (Independent)
- Oscar S. Reyes (Independent)

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Cesar Luis F. Bate (Independent)
- Teresita J. Herbosa (Independent)
- Oscar S. Reyes (Independent)

SUN LIFE PROSPERITY GS FUND, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Cesar Luis F. Bate (Independent)
- Cielito F. Habito (Independent)
- Teresita J. Herbosa (Independent)

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR LUIS F. BATE**, Filipino, of legal age and a resident of 7 Beaterio St., Urdaneta Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the following covered companies:

- Sun Life of Canada Prosperity Bond Fund, Inc.
- Sun Life Prosperity Dynamic Fund, Inc.
- Sun Life Prosperity Dollar Advantage Fund, Inc.
- Sun Life Prosperity Dollar Abundance Fund, Inc.
- Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
- Sun Life Prosperity Philippine Stock Index Fund, Inc.
- Sun Life Prosperity Dollar Wellspring Fund, Inc.
- Sun Life Prosperity World Voyager Fund, Inc.
- Sun Life Prosperity Peso Starter Fund, Inc.
- Sun Life Prosperity Achiever Fund 2028, Inc.
- Sun Life Prosperity Dollar Starter Fund, Inc.
- Sun Life Prosperity Achiever Fund 2048, Inc.
- Sun Life Prosperity GS Fund, Inc.
- Sun Life Prosperity World Income Fund, Inc.

2. I am affiliated with the following companies or organizations:

| Company/Organization | Position | Period of Service |
|-------------------------------|----------------------|--------------------------|
| RM Commercial REIT, Inc. | Independent Director | 2021 to present |
| Celisons Property Co. Inc. | President | 2018 to present |
| LMN Advisors/Partners, Inc. | Managing Director | 2006 to present |
| Metropolitan Museum of Manila | Trustee | 2023 to present |
| Acacia Lane, Inc. | Director | 1980 to present |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Sun Life of Canada Prosperity Bond Fund, Inc.; Sun Life Prosperity Dynamic Fund, Inc.; Sun Life Prosperity Dollar Advantage Fund, Inc.; Sun Life Prosperity Dollar Abundance Fund, Inc.; Sun Life of Canada Prosperity Philippine Equity Fund, Inc.; Sun Life Prosperity Philippine Stock Index Fund, Inc.; Sun Life Prosperity Dollar Wellspring Fund, Inc.; Sun Life Prosperity World Voyager Fund, Inc.; Sun Life Prosperity Peso Starter Fund, Inc.; Sun Life Prosperity Achiever Fund 2028, Inc.; Sun Life Prosperity Dollar Starter Fund, Inc.; Sun Life Prosperity Achiever Fund 2048, Inc.; Sun Life Prosperity GS Fund, Inc.; and Sun Life Prosperity World Income Fund, Inc., (collectively, "Covered Companies") as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. **Not Applicable** - (For those in government service/affiliated with government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in _____ pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place written below.


CESAR LUIS F. BATE
 Affiant

JUL 10 2025

SUBSCRIBED AND SWORN to before me this at Makati City affiant personally appeared before me and exhibited to me his Driver's License with ID No. N01-89-098279 valid until March 24, 2034.

Doc. No. 207 :
 Page No. 43 :
 Book No. 12 :
 Series of 2025.



ATTY. JOEL L. VILLALON
 Notary Public for Makati City until 12-31-2026
 Roll No. 51808, Appointment No. M-008
 IBP Lifetime No. 018385, 12-27-17, PPLM
 MCLE Compliance No. VIII-0028633
 PTR No. 10465921/1-02-2025
 Unit 203 Carreon Bldg.,
 7746, Zenaida St., Poblacion, Makati City, 1210

REPUBLIC OF THE PHILIPPINES)
) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **TERESITA J. HERBOSA**, Filipino, of legal age and a resident of 8 Abelardo St. San Lorenzo Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the following covered companies:

- Sun Life of Canada Prosperity Bond Fund, Inc.
- Sun Life of Canada Prosperity Balanced Fund, Inc.
- Sun Life Prosperity Dollar Starter Fund, Inc.
- Sun Life Prosperity Peso Starter Fund, Inc.
- Sun Life Prosperity Peso Voyager Feeder Fund, Inc.
- Sun Life Prosperity Achiever Fund 2028, Inc.
- Sun Life Prosperity Achiever Fund 2038, Inc.
- Sun Life Prosperity Achiever Fund 2048, Inc.
- Sun Life Prosperity World Income Fund, Inc.
- Sun Life Prosperity GS Fund, Inc.
- Sun Life Prosperity World Equity Index Feeder Fund, Inc.
- Sun Life Prosperity Dollar Wellspring Fund, Inc.
- Sun Life Prosperity Dynamic Fund, Inc.
- Sun Life Prosperity World Voyager Fund, Inc.

2. I am affiliated with the following companies or organizations (including Government Owned and Controlled Corporations):

| Company / Organization | Position / Relationship | Period of Service |
|---|--------------------------------|--------------------------|
| Philippine Bank of Communications | Independent Director | November 2022 to present |
| Telecommunications Connectivity Inc. | Director | December 2019 to present |
| Fuse Lending, Inc. | Independent Director | |
| Grepalife Balanced Fund Corporation | Independent Director | December 2021 to present |
| Grepalife Dollar Bond Fund Corporation | Independent Director | December 2021 to present |
| Grepalife Fixed Income Fund Corporation | Independent Director | December 2021 to present |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Sun Life of Canada Prosperity Bond Fund, Inc.; Sun Life of Canada Prosperity Balanced Fund, Inc.; Sun Life Prosperity Dollar Starter Fund, Inc.; Sun Life Prosperity Peso Starter Fund, Inc.; Sun Life Prosperity Peso Voyager Feeder Fund, Inc.; Sun Life Prosperity Achiever Fund 2028, Inc.; Sun Life Prosperity Achiever Fund 2038, Inc.; Sun Life Prosperity Achiever Fund 2048, Inc.; Sun Life Prosperity World Income Fund, Inc.; Sun Life Prosperity GS Fund, Inc.;

Sun Life Prosperity Dollar Wellspring Fund, Inc.; Sun Life Prosperity Dynamic Fund, Inc.; Sun Life Prosperity World Voyager Fund, Inc. and Sun Life Prosperity World Equity Index Feeder Fund, Inc. (collectively, "Covered Companies"), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

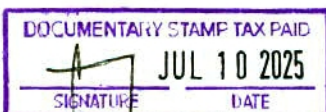
4. I am not related to any director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. Except for the pending proceedings that are civil or administrative in nature that were initiated during my term as SEC Chairperson and all arising from the performance of my official duties and functions, I hereby confirm that I am not the subject of any pending criminal or administrative investigation or proceeding for any offense involving fraudulent acts.
6. **Not applicable.** (For those in government service/affiliated with government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in _____ pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place indicated below.


TERESITA J. HERBOSA
Affiant

SUBSCRIBE AND SWORN to before me this JUL 10 2025 in Makati City, affiant personally appeared before me and exhibiting to me her Passport with No. P8920078A valid until 26 September 2028 issued in DFA Manila.

Doc. No. 208 :
Page No. 43 :
Book No. 12 :
Series of 2025.



ATTY. JOEL L. VILLALON
Notary Public for Makati City until 12-31-2026
Roll No. 51808, Appointment No. M-008
IBP Lifetime No. 018385, 12-27-17/PPLM
MCLE Compliance No. VIII-0078633
PTR No. 10465921/1-02-2025
Unit 203 Carreon Bldg.,
2746, Zenaida St., Poblacion, Makati City, 1210

**REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY) S.S.**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR S. REYES**, Filipino, of legal age, and a resident of Unit 6 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of the following covered companies:
 - Sun Life of Canada Prosperity Balanced Fund, Inc.
 - Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
 - Sun Life Prosperity World Income Fund, Inc.
 - Sun Life Prosperity World Equity Index Feeder Fund, Inc.
 - Sun Life Prosperity Achiever Fund 2038 Inc.
 - Sun Life Prosperity Peso Voyager Feeder Fund, Inc.
 - Sun Life Prosperity Dynamic Fund, Inc.
 - Sun Life Prosperity Dollar Wellspring Fund, Inc.
 - Sun Life Prosperity Dollar Abundance Fund, Inc.
 - Sun Life Prosperity Dollar Advantage Fund, Inc.
 - Sun Life Prosperity Philippine Stock Index Fund, Inc.

2. I am affiliated with the following companies or organizations (including Government Owned and Controlled Corporations):

| Company / Organization | Position / Relationship | Period of Service |
|---|--|---------------------------|
| Sun Life Financial Plans Inc. | Independent Director | 2006-present |
| Basic Energy Corporation | Independent Director Member, Advisory Board | 2007-2019 2019-present |
| D.M. Wenceslao & Associates, Inc. | Independent Director | 2019-present |
| Pioneer Life Inc. | Independent Director Member, Advisory Board | 2019-present |
| Pioneer Insurance & Surety Corp. | Independent Director | 2019-present |
| Pioneer Intercontinental Insurance | Member, Advisory Board Independent Director | 2019-2020 2020-present |
| Pepsi Cola Products Phils., Inc. | Chairman | 2007-present |
| PXP Energy Corp. | Director | 2017-present |
| Eramen Minerals Inc. | Independent Director | 2004-present |
| Grepalife Fixed Income Fund Corporation | Independent Director | 2011-present |
| Grepalife Dollar Bond Fund Corporation | Independent Director | 2011-present |
| Grepalife Balanced Fund Corporation | Independent Director | 2011-present |
| Phil. Dealing & Exchange Corp. | Independent Director | 2019-present |
| Phil. Depository & Trust Corp. | Independent Director | 2019-present |
| Team Energy Corporation | Independent Director | 2019-present |
| Navitas Holdings Inc. | Director | 2022-present |
| Navitas Energy Services | Director | 2023-present |

| | | |
|---|----------------------|--------------|
| Mit-Pacific Infrastructure Holdings, Inc. | Independent Director | 2023-present |
|---|----------------------|--------------|

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Sun Life of Canada Prosperity Balanced Fund, Inc.; Sun Life of Canada Prosperity Philippine Equity Fund, Inc.; Sun Life Prosperity World Income Fund, Inc.; Sun Life Prosperity World Equity Index Feeder Fund, Inc.; Sun Life Prosperity Achiever Fund 2038 Inc.; Sun Life Prosperity Peso Voyager Feeder Fund, Inc.; Sun Life Prosperity Dynamic Fund, Inc.; Sun Life Prosperity Dollar Wellspring Fund, Inc.; Sun Life Prosperity Dollar Abundance Fund, Inc.; Sun Life Prosperity Dollar Advantage Fund, Inc.; and Sun Life Prosperity Philippine Stock Index Fund, Inc. (collectively, "Covered Companies"), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. **Not applicable.** (For those in government service/affiliated with government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in _____ pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place indicated below.

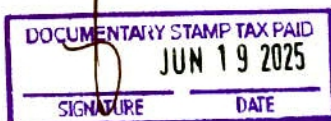


OSCAR S. REYES
Affiant

SUBSCRIBE AND SWORN to before me this JUN 19 2025 in Makati City, affiant personally appeared before me and exhibiting to me his Passport with No. P0615079C valid until 20 June 2032 issued in DFA NCR EAST.

Doc. No. 84 ;
Page No. 18 ;
Book No. 11 ;
Series of 2025.

ATTY. JOEL L. VILLALON
Notary Public for Makati City until 12-31-2026
Roll No. 51808, Appointment No. M-008
IBP Lifetime No. 018385, 12-27-17, PPLM
MCLE Compliance No. VIII-0028633
PTR No. 10465921/1-07-2025
Unit 203 Carreon Bldg.,
2746, Zenaida St., Poblacion, Makati City, 1210



COVER SHEET

CS201215846

S.E.C. Registration Number

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

| |
|----------------------------|
| Jeanemar S. Talaman |
| Contact Person |

| |
|--------------------------|
| 8555-8888 |
| Company Telephone Number |

| | | | | |
|-------|---|--|-----|---|
| 1 | 2 | | 3 | 1 |
| Month | | | Day | |

Fiscal Year

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|----------------------|
| SEC Form 17-A |
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FORM TYPE

| | | | | |
|-------|--|--|-----|--|
| | | | | |
| Month | | | Day | |

Annual Meeting

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| Mutual Fund Company |
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Secondary License Type, If Applicable

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| | | |
| Dept. Requiring this Doc. | | |

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| Amended Articles Number/Section |

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| |
| Total No. of Stockholders |

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| Total Amount of Borrowings | | |
| | | |
| Domestic | | Foreign |

To be accomplished by SEC Personnel concerned

| | | | | | | | | | | | |
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_____ Cashier

[----- STAMPS -----]

Remarks = pls. use black ink for scanning purposes



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: RICHMOND CARLOS AGTARAP

Receipt Date and Time: April 30, 2025 02:58:56 PM

Company Information

SEC Registration No.: CS201215846

Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Industry Classification: J67020

Company Type: Stock Corporation

Document Information

Document ID: OST10430202583235717

Document Type: ANNUAL_REPORT

Document Code: SEC_Form_17-A

Period Covered: December 31, 2024

Submission Type: Original Filing

Remarks: WITH FS

Acceptance of this document is subject to review of forms and contents

SEC Number CS201215846

File Number: _____

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(Company's Full Name)

**8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City, Metro Manila, Philippines**

(Company's Address)

8555-8888

(Telephone No.)

December 31

(Fiscal Year Ending)
(Month & Day)

SEC FORM 17-A ANNUAL REPORT

Form Type

Amendment Designation (If applicable)

December 31, 2024

Period Ended Date

OPEN-END INVESTMENT COMPANY

Secondary License Type and File Number

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended December 31, 2024
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Exact name of registrant as specified in its charter

Sun Life Prosperity Dynamic Fund, Inc.

5. Metro Manila, Philippines
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue cor. Rizal Drive, Bonifacio Global City, Taguig City 1634
Address of principal office Postal Code

8. (02) 8555-8888
Registrant's telephone number, including area code

9. Not Applicable
Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of December 31, 2024) |
|---|---|
| <u>Common Shares, PHP0.01 Par Value</u> | <u>530,271,974 shares</u> |

11. Are any or all of these securities listed on the Philippine Stock Exchange?

Yes No

12. Check whether the issuer:

(a) Has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports).

Yes No

(b) Has been subject to such filing requirements for the past 90 days.

Yes No

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

The Sun Life Prosperity Dynamic Fund, Inc. (the "Fund") is a registered open-end investment company under the Investment Company Act (R.A. 2629) and the Securities Regulation Code (R.A. 8799). It was incorporated on August 31, 2012 under SEC Registration No. CS201215846.

Sun Life Asset Management Company, Inc. ("SLAMCI"), a wholly owned subsidiary of Sun Life of Canada (Philippines), Inc. ("SLOCPI"), acts as the Fund Manager and Principal Distributor. For 2024, income of the Fund is composed of the following:

| | |
|--|--------|
| Interest Income from Fixed-Income Securities | 39.58% |
| Trading Gains | 32.38% |
| Dividend income | 27.60% |
| Interest Income from cash and cash equivalents | 0.44% |

The Fund's investment objective is to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted allocation between equities and fixed-income assets when needed.

The Fund was incorporated on August 31, 2012 with 200,000,000 authorized shares at par value of P0.01 per share.

On October 10, 2012, the shareholders approved the blanket increase from 200,000,000 shares to 100,000,000,000 shares both with a par value of P0.01 per share. The Board was authorized to implement the increase in tranches.

On March 22, 2013, the Board of Directors approved the first tranche of share capital increase by 2,000,000,000 shares (from 200,000,000 shares to 2,200,000,000 shares both with par value of P0.01 per share). The SEC subsequently approved the increase on January 22, 2014 and the registration statement on July 3, 2014.

Deposits for future stock subscriptions received in cash amounting to P500,000,000 equivalent to 500,000,000 shares from investors in 2013 for the increase in authorized share capital is recognized in equity since the Fund has met all of the conditions required for such recognition as disclosed in Note 4.

On August 6, 2013, the Board of Directors approved the second tranche of share capital increase by 3,000,000,000 shares (from 2,200,000,000 shares to 5,200,000,000 shares both with par value of P0.01 per share) which was subsequently approved by the SEC on December 23, 2014. On July 13, 2015, the registration statement was approved by the SEC.

As at December 31, 2024, the Fund has 530,271,974 issued and outstanding shares out of the 5,200,000,000 ACS with a par value of P0.01 per share.

The Fund's common shares are available through SLAMCI's registered representatives and eligible securities dealers that have entered into an agreement with SLAMCI to sell shares.

The Fund is part of the seventeen (17) Sun Life Prosperity Funds which offer excellent value to investors as a result of SLAMCI's collective experience in fund management, strong investment philosophy, remarkable investment performance and strong organizational structure. However, it should be noted that past performance of any fund manager is no guarantee of future results. It is only an indication of their capabilities to deal with rapid changes in the economy and market conditions in the future.

The Sun Life Prosperity Funds make investing simple, accessible and affordable. The Sun Life Prosperity Funds offer a unique “family of funds” to choose from. The “family of funds” concept allows investors to modify their investment strategies over time, by letting them transfer from one fund to another, as their needs dictate, as much as ten times a year without paying documentary stamp taxes.

The financial statements have been prepared on the historical cost basis, except for certain financial assets measured at fair value. Fair value changes therefore affect the ratios related to the Fund’s total comprehensive income. The change to marked-to-market thus provides equitable treatment between investors coming in and out of the Fund.

The Fund principally competes directly with the Unit Investment Trust Funds (“UITFs”) offered by commercial banks and other mutual funds in the Philippines, namely the First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc. However, the Fund does not have any knowledge on the relative size, financial and market strengths of the Fund’s competitor. The Fund principally competes in terms of returns and the associated risks of the return. The Fund’s market strength is its wide distribution network that provides strategic distribution of Fund shares and the financial stability and reputation of its Investment Company Adviser. The Fund intends to compete principally based on the reputation of SLAMCI for superior investment performance and corporate governance coupled with its distribution network and superior backroom operations.

The Fund participates in the mutual funds sector which is a sub-sector of the financial services industry. There are no national geographical boundaries as the nature of the industry and prevailing technology make it possible for the various players to offer their services to almost any place in the country. There are potential advantages in investing in mutual funds; corollary, there are also attendant risks. Below is a summary of some of the risks and their potential effect on the investor:

Market Risk: Market risk is the risk of possible decline in the value of the Fund due to fluctuations in prices of the fund’s assets. Since the Fund may invest in both equity and fixed income securities, it is subject to two types of market risks: (1) Interest Rate Risk applicable to fixed income investments of the Fund; and (2) Equity Price Risk applicable to the equity investments of the Fund.

- **Interest Rate Risk:** Interest Rate Risk is a type of Market Risk which is applicable to the Fund’s investments in bonds, if any. This refers to the increase/decrease of a bond price due to movement in market factors such as changes in interest rates. A change in interest rates is the period when interest rates rise or fall thus causing the decline or increase in the market price of the bonds held by the Fund, if any. This risk is minimized by closely monitoring the direction of interest rates and aligning it with the appropriate strategy of the Fund.
- **Equity Price Risk:** For equity investments, changes in prices of equity refer to the equity investments held by the Fund either for strategic or trading purposes. These equity investments, if any, are subject to the daily price fluctuations, as determined by market forces. Hence, prices may vary as a result of the general economic and political conditions, as well as developments in the company’s operations and overall profitability. To manage this risk, the equity investments included in the Fund’s portfolio are carefully selected based on their fundamental soundness.

Credit Risk: Investments in bonds carry the risk that the issuer of the bonds might default on its interest and/or principal payments. In the event of default, the Fund’s value will be adversely affected and may result in a write-off of the concerned asset held by the Fund. To mitigate the risk, each Issuer/Borrower/Counterparty passes through a stringent credit evaluation process to determine whether the quality of the bond complies with the prescribed standards of the Fund.

Further, the credit quality of the Issuer/Borrower/Counterparty is reviewed periodically to ensure that excellent credit standing is maintained.

Fund Manager Risk: The performance of the Fund is also dependent on the Fund Manager's skills. Hence, the Fund may underperform in the market and/or in comparison with similar funds due to investment decisions made by the Fund Manager, and may also fail to meet the Fund's investment objectives. The Board of Directors of the Issuer, however, shall ensure that all investment policies and restrictions enumerated in this Prospectus are strictly followed.

Liquidity Risk: The Fund is usually able to service redemptions of investors within seven (7) banking days after receipt of the notice of redemption by paying out redemptions from available cash or near cash assets in its portfolio. However, when redemptions exceed the Fund's available cash or near cash assets in its portfolio, the Fund will have to sell its other security holdings; and during periods of extreme market volatility, the Fund may not be able to find a buyer for such assets. Consequently, the Fund may not be able to generate sufficient cash from its sale of assets to meet the redemptions within the normal seven (7) banking day period. To mitigate this, the Fund maintains adequate highly liquid assets in the form of cash, cash equivalents and near cash assets in its portfolio.

Dilution Risk: Being an open-end mutual fund, various investors may effectively subscribe to any amount of shares of the Fund. As such, investors face the risk of their investments being diluted as more investors subscribe to shares of the Fund. The influence that the investors can exert over the control and management of the Fund decreases proportionately. To mitigate the risk, the Fund may impose single investor limits to the ownership of the fund, when necessary. This limits the extent to which any single investor can exercise control of the Fund. The Fund may also impose an anti-dilution levy or fee for significant orders, to protect the interest of the remaining investors of the Fund, when necessary.

Large Transaction Risk: If an investor in a Fund makes a large transaction, the Fund's cash flow may be affected. For example, if an investor redeems a large number of shares of a Fund, that Fund may be forced to sell securities at unfavorable prices to pay for the proceeds of redemption. This unexpected sale may have a negative impact on the net asset value of the Fund. To mitigate this risk, the Fund may impose single investor limits to the ownership of the fund, when necessary. This limits the extent to which redemptions from any single investor can impact the Fund's cash flow. The Fund may also impose an anti-dilution levy or fee for significant orders, to protect the interest of the remaining investors of the Fund, when necessary.

Non-guarantee: Unlike deposits made with banks, an investment in the Fund is neither insured nor guaranteed by the Philippine Deposit Insurance Corporation ("PDIC"). Hence, investors carry the risk of losing the value of their investment. Moreover, as with any investment, it is important to note that past performance of the Fund does not guarantee its future success.

Regulatory Risk: The Fund's investments and operations are subject to various regulations affecting among others, accounting and taxation. These regulations occasionally change, and may result in lower returns or even losses borne by the investors. For example, a higher tax imposed on the sale or purchase of underlying assets of the Fund may result in lower net asset value of the Fund. To mitigate this risk, SLAMCI adopts global best practices. Further, it maintains regular communications with the relevant government agencies to keep itself abreast of the issues giving them concern, and to have the opportunity to help them set standards for good governance. SLAMCI also takes an active participation in the Philippine Investment Funds Association, Inc. ("PIFA"), an association of mutual fund companies in the Philippines.

Operational Risk: This is the risk of loss resulting from inadequate or failed internal processes, controls, people and systems. Categories of operational risks may fall under: sales and distribution, human resources, information technology, processes and people, accounting and finance, model risk, legal and regulatory and third party relationships. The Fund ensures that internal controls and practices are consistent with enterprise wide policies supporting the management of operational risks. The Fund has established business specific guidelines. Comprehensive investment program, including appropriate levels of self-insurance, is maintained to provide protection against potential losses.

The above risk factors are by no means exhaustive. New and/or unidentified risks may arise given the fast changing financial markets and economic environment.

Classification of the Fund into high, moderate or low risk investment: The investment objective of the Fund is to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed. Considering the nature of these investments, the Fund is for retail and corporate clients and is classified as a growth investment.

Item 2. Properties

The Fund has financial assets in the form of cash and cash equivalents, fixed income and listed equity securities. As prescribed by SEC Rules, all of its assets are held by its custodian bank, Citibank N.A..

Office space of the Fund is provided by SLAMCI pursuant to the Management Agreement between them. The Fund does not intend to acquire any real property in the course of its business.

Item 3. Legal Proceedings

There is no material pending legal proceeding to which the Fund or any of its affiliates is a party, or of which any of their property is the subject.

Item 4. Submission of Matters to a Vote of Security Holders

The Fund held its Annual Stockholders' Meeting on 16 July 2024 and the continuation thereof on 09 September 2024,. The stockholders present or represented unanimously approved the following:

1. The minutes of the Annual Stockholders' Meeting held on 11 July 2023;
2. The minutes of the Continuation Meeting of the Stockholders held on 08 September 2023;
3. All acts and proceedings of the Board and Corporate Officers (confirmation and ratification thereof);
4. Appointment of Navarro, Amper & Co. (Deloitte Touche Tohmatsu) as External Auditor for 2024.

Due to the failure to meet the required quorum of at least 2/3 of the outstanding capital stock, the following items were not approved:

1. Amendment of Article VI of the Articles of Incorporation to increase the number of directors to six (6)
2. Amendment of Article II (Primary Purpose) and Article II, paragraph 1 (ii), and paragraph 6 (Secondary Purpose) of the Articles of Incorporation to align with the Investment Company Act and its Implementing Rules and Regulations
3. Amendment of Article II, paragraph 9 (Secondary Purpose) of the Articles of Incorporation to revise "Corporation Law" to "Revised Corporation Code."
4. Amendment of Article VII of the Articles of Incorporation to align the conditions for the redemption of shares by a shareholder with the Investment Company Act, its Implementing

Rules and Regulations, and other applicable issuances of the Securities and Exchange Commission
Amendment of Article VIII of the Articles of Incorporation to add a description of the features of the Company's shares

Due to the failure to meet the requirement that 50%+1 share of the OCS should be present in person or by proxy, the following items were not approved by the stockholders:

1. Amendment of Article I, Sections 1 (Annual Meetings) and 2 (Special Meetings) of the By-Laws to allow for the holding of the stockholders meeting via remote communication; Section 2 (Special Meetings) to align with Section 49 of the Revised Corporation Code
2. Amendment of Article I, Section 3 (Notices) of the By-Laws to align the notice period for stockholders' meetings with the issuances of the Securities and Exchange Commission and to allow for the sending of the notices electronically.
3. Amendment of Article I, Section 6 (Voting) of the By-Laws to provide for the use of remote communication or in absentia in the conduct of regular and special stockholders' meetings and on the manner of voting in accordance with the Revised Corporation Code
4. Amendment of Article II, Section 1 (Board of Directors) of the By-Laws to include the requirement that at least twenty percent (20%) of the Board of Directors must be composed of independent directors.
5. Amendment of Article IV, Section 1 (Committees) of the By-Laws to ensure compliance with applicable rules on the composition of committees, changing or discharging of its members, and filling in vacancies.
6. Amendment of Article IV, Section 2 (Advisory Board) of the By-Laws on the deletion of the Advisory Board
7. Amendment of Article VI, Section 1 (b) (Management Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
8. Amendment of Article VI, Section 2 (Distribution Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations, and to clean up the provisions.
9. Amendment of Article VII, Section 3 (Lost or Destroyed Certificates) of the By-Laws to refer to the applicable section of the Revised Corporation Code
10. Amendment of Article VII, Section 6 (Closing of Transfer Books) of the By-Laws to align with the period specified in the Revised Corporation Code
11. Amendment of Article VIII, Section 1 (Investment Policy) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
12. Amendment of Article VIII, Sections 2 (a) (b) and (c) (Restrictions) of the By-Laws to align with the Investment Company Act and its Implement Rules and Regulations
13. Amendment of Article IX, Section 1 (Net Asset Value) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
14. Amendment of Article X, Section 1 (Procedure for Redemption) of the By-Laws to align with the grounds for suspension under the Investment Company Act and its Implementing Rules and Regulations
15. Amendment of Article X, Section 2 (Payment on Redemption) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
16. Amendment of Article XI, Section 1 (Custodian) of the By-Laws to align the definition of a Custodian with the definition and qualifications provided by the Investment Company Act and other applicable issuances of the Securities and Exchange Commission
17. Amendment of Article XI, Section 2 (Auxiliary Custodian) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations on outsourcing or delegation of functions of the Custodian.
18. Amendment of Article XI, Section 3 (Auditors) of the By Laws to align it with the Investment Company Act and its Implementing Rules and Regulations and the Securities Regulation Code on the qualifications and appointment of an auditor.

19. Amendment of Article XIV, Section 1 (Amendments) of the By-Laws to align with the applicable provision of the Revised Corporation Code.
20. Amendment of Article II, Section 5 (Vacancy) of the By-Laws to align with the Revised Corporation Code on the vacancies in the Board of Directors.
21. Amendment of Article III, Sections 1 and 6 of the By-Laws in relation to the election of a Compliance Officer as one of the corporate officers.
22. Amendment /rewording of Article II, Section 2 (Meetings) for clarity. (new)
23. Amendment of Article II, Section 4 (Compensation) of the By-Laws to ensure that director compensation is granted by the stockholders.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

1. Market Information

The shares of the Fund are traded over-the-counter. The Fund's common stocks are available through registered representatives and eligible securities dealers that have entered into an agreement to sell shares with the Fund's Principal Distributor, SLAMCI.

The following table shows the ranges of high and low prices (NAVPS) of the Fund's common shares for each quarter within the last two calendar years:

| | 2024 | | 2023 | |
|----|--------|--------|--------|--------|
| | High | Low | High | Low |
| Q1 | 0.9481 | 0.9014 | 0.9335 | 0.8784 |
| Q2 | 0.9496 | 0.8792 | 0.9134 | 0.8867 |
| Q3 | 1.0036 | 0.8969 | 0.9035 | 0.8569 |
| Q4 | 1.0106 | 0.9203 | 0.9077 | 0.8385 |

The Fund's NAVPS is published daily through Business World, Business Mirror, and Sun Life Websites.

Below table shows the investment company return information of the Fund in the last five (5) recently completed fiscal years:

| | |
|-----------------------------|----------|
| Year on year yield (1-year) | 2.5323% |
| 3 Year - Simple | -1.3197% |
| 5Year - Simple | -4.9026% |

2. Holders

The Fund has 5,000 shareholders as of December 31, 2024.

On March 7, 2013, SEC *en banc* approved the confidential treatment of the list of Top 20 shareholders of the Fund, including the 5% and 10% beneficial owners. This is to protect the investors' privacy, which is a privilege they enjoy when they invest in other shared investment vehicles, such as unit investment trust funds, and when they invest in bank deposits.

The following table shows the number of institutional and retail investors and the percentage of their investments, and the geographic concentration of investments as of December 31, 2024.

| % Ownership of Institutional Investors | % Ownership of Retail Investors |
|--|---------------------------------|
| 22.27% | 77.73% |

| Area | Percentage of Investments |
|----------|---------------------------|
| LUZON | 95% |
| VISAYAS | 4% |
| MINDANAO | 1% |
| TOTAL | 100% |

3. Dividends

The Fund has not declared cash or stock dividends to date, but it has no restrictions that may limit its ability to pay dividends in the future.

The Board of Directors of the Fund has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from the Fund's unrestricted retained earnings. The amount of such dividends (either in cash, stock, property or a combination of the foregoing) will depend on the Fund's profits, cash flows, capital expenditure, financial condition, and other factors. The existence of surplus profit arising from the operation of the Fund is needed before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings or profits. Actual earnings or profits shall be the net income for the year based on the audited financial statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Fund's cash flows, capital expenditure, investment objective, and financial condition, at least 10% of the actual earnings or profits may be declared by the Board of Directors as dividends.

Cash dividends and property dividends may be declared by the Board of Directors and no stockholder approval is required. Stock dividends paid on the Offer Shares are subject to approval by both the Board of Directors and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Fund at a stockholders' meeting called for such purpose.

Under the Revised Corporation Code, Corporations with surplus profit in excess of 100% of its paid-in capital stock are required to declare dividends (cash or stock) and distribute it to its stockholders.

Dividends so declared will be automatically reinvested in additional shares on behalf of the shareholders, without sales charges, at the NAVPS on the payment date established for such dividends. AS such, shareholders realize their gains when shares are redeemed. Shareholders may also elect not to have dividends reinvested and receive payment in cash, net of tax.

Item 6. Management's Discussion and Analysis or Plan of Operation.

The Performance of the Fund could be measured by the following indicators:

1. **Increase/Decrease in NAVPS.** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Fund's shareholders.
2. **Net Investment Income.** Represents the total earnings of the Fund from its investment securities, less operating expenses and income tax. This gauges how efficiently the Fund has utilized its resources in a given time period.

3. **Assets Under Management (AUM).** These are the assets under the Fund's disposal. This measures investor confidence (increase/decrease brought about by investor subscriptions/redemptions) as well as the growth of the Fund (increase/decrease brought about by its operational income and market valuation of its assets and liabilities).
4. **Cash Flow.** Determines whether the Fund was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments, while maintaining at the same time the maximum investments level and minimum cash level.

Accounting Policies on Financial Assets through Profit and Loss

Financial assets

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Fund commits to purchase or sell the asset.

At initial recognition, the Fund measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Classification and Subsequent Measurement

The Fund classifies its financial assets in the following measurement categories:

- Fair Value through Profit or Loss (FVTPL),
- Fair value through other comprehensive income (FVTOCI); and
- Amortized cost

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent solely payment of principal and interest (SPPI).

All other debt and equity instruments must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the Fund's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the group classifies its debt instruments:

- **Amortized cost.** Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- FVTPL. Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in finance income.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired (POCI) financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (ECL), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

Equity instruments

The Fund subsequently measures all equity investments at FVTPL, except where the Fund's Management has elected, at initial recognition, to irrevocably designate an equity instrument at FVTOCI. The Fund's policy is to designate equity investments as FVTOCI when those investments are held for the purposes other than to generate investment returns.

Changes in the fair value of financial assets measured at FVTPL are recognized in the statements of profit or loss. These changes are reported as either net realized gains (losses) or unrealized gains (losses) on investments, as appropriate.

FINANCIAL MARKETS REVIEW (2024)

INVESTMENT APPROACH

The Fund is designed to be an adaptive and agile fund that maximizes gains through opportunistic re-balancing of its portfolio between equities and fixed income assets. It is a one-decision mutual fund that quickly shifts between fixed income and equities, depending on prevailing market conditions to yield better returns. The fund ended the year with an equity exposure of 52.57% while 47.43% was in cash and fixed income securities.

PERFORMANCE REVIEW

Equity Portion

The local stock market was strong to start the year as inflation dipped below 3% and foreign inflows were positive early on. The Philippine Stock Exchange Index (PSEI) moved higher in January and February but fell short of 7,000. A weak 2Q2024 saw the market hit below 6,200. There were concerns about rates as US Treasury Yields rose during that time. The Peso also depreciated and tested the support at P59, the same level that held in 2022. Risk assets globally were weak during 2Q2024 as the Fed was uncertain in cutting rates at that time.

The PSEI recovered in August and September while hitting an intra-year high of 7,604.61 in October. The BSP was able to deliver a 25-bps rate cut ahead of the Fed (the first since 2020) which was positive for risk assets. The Peso also recovered during this time as the Fed was expected to cut its own rates. Unfortunately, the PSEI failed to break past 7,500 and started to move lower in October. November was brutal for the PSEI after shedding 7.7%, its largest decline in over two years. Trump's victory in the US Presidential Elections led to risk off sentiment as fears of increased trade tariffs escalated.

For the year, PH Banks remained resilient while Property and Mining struggled. Locally, full year inflation came in at slightly above 3% while GDP came in below 6%. The BSP cut rates thrice by 25 bps each time in 2024.

The PSEI ended the year at 6,528.79, up by 1.2% YoY.

Fixed Income Portion

As local inflation comfortably settled within the 2-4% target band, the Bangko Sentral ng Pilipinas (BSP) shifted its policy stance in the second half of 2024. The BSP delivered a 25 basis point (bp) rate cut last August, after keeping the benchmark rate on hold at 6.50% since November 2023. The move was followed by two more 25 bp rate cuts, slashing the benchmark rate to 5.75% by year-end. Overall, the dovish shift helped local government bonds rally by as much as 100-150 bps from their highs, allowing the Sun Life Prosperity Bond Fund to deliver positive returns for the year.

For the year, the Fund posted a 2.54% y-o-y gain in its NAVPS to PHP 0.9273/share.

OUTLOOK

Equity portion

We expect the PSEI to remain flat during the start of the year as investors await the policies of US President Donald Trump. For the full year, the local bourse is seen to post a positive return given the country's strong fundamentals, and attractive valuations. Company earnings remain robust while valuations remain significantly below historical average. The US Fed and BSP are also expected to cut rates further in 2025.

Fixed income portion

We hold the view that the BSP will deliver another 75 bps of rate cuts in 2025. At current yield levels, market participants are not pricing in any rate cuts for 2025. As such, we believe the Bond Fund will continue to deliver positive returns driven by accrual and capital gains of government securities.

FINANCIAL STATEMENTS ANALYSIS

Material Changes in the 2024 Financial Statements

Statement of Financial Position and Statements of Changes in Equity – 31 December 2024 and 31 December 2023

| | 31-Dec-24 | | 31-Dec-23 | | Movement | Percentage (%) | MDAS | |
|---|-----------|--------------------|-----------|--------------------|----------|----------------------|----------------|--|
| | P | Audited | P | Audited | | | | |
| Cash and cash equivalents | P | 7,153,138 | P | 21,345,140 | P | (14,192,002) | -66.49% | Liquidity requirements were met. |
| Financial assets at fair value through profit or loss | | 483,840,942 | | 610,341,838 | | (126,500,896) | -20.73% | The decrease was mainly due to net disposals of investments in listed equity securities and in fixed-income securities coupled with unrealized losses incurred during the period. |
| Accrued interest receivable | | 2,587,445 | | 2,157,595 | | 429,850 | 19.92% | Collection of interest depends on the scheduled interest payments of each asset. |
| Dividends receivable | | 102,865 | | 211,521 | | (108,656) | -51.37% | The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received. |
| Other current assets | | 10,965 | | 10,976 | | (11) | -0.10% | This account mainly pertains to prepaid tax to be applied in the future income tax payable of the fund. |
| Total Assets | | 493,695,355 | | 634,067,070 | | (140,371,715) | -22.14% | |
| Accrued expenses and other payables | | 1,033,807 | | 1,233,997 | | (200,190) | -16.22% | The decrease was mainly due to lower outstanding payable to investors for redemption of their investments processed on or before end of the reporting period, which are usually settled three (3) days after the transaction date. |
| Payable to fund manager | | 968,306 | | 1,182,726 | | (214,420) | -18.13% | Decrease in average AUM for the period consequently decrease this account. |
| Total Liabilities | | 2,002,113 | | 2,416,723 | | (414,610) | -17.16% | |
| Share capital | | 35,069,670 | | 35,069,670 | | - | 0.00% | |
| Additional paid in capital | | 3,267,784,061 | | 3,267,793,704 | | (9,643) | 0.00% | |
| Retained Earnings (Deficit) | | 5,954,742 | | (11,710,287) | | 17,665,029 | -150.85% | The movement represents the net income during the period. |
| Treasury Shares | | (2,817,115,231) | | (2,659,502,740) | | (157,612,491) | 5.93% | Due to net acquisition of treasury shares during the period.. |
| Net Assets | P | 491,693,242 | P | 631,650,347 | P | (139,957,105) | -22.16% | The decrease was due to net acquisition of treasury shares partly offset with the net income earned during the period. |
| Net Assets Value per Share | P | 0.9272 | P | 0.9043 | P | 0.0229 | 2.53% | |

There were no known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Fund's liquidity in any material way. There was no contingent liability reflected in the accompanying audited financial statements.

The Fund does not anticipate having any cash flow or liquidity problems as it complies with the liquidity requirements per ICA-IRR 6.10. The Fund was able to meet all its monetary obligations to its shareholders (for redemption) and creditors for the period covered. It does not foresee any event that could trigger a direct or contingent financial obligation that is material to its operations.

There were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Fund with unconsolidated entities/other persons created during the reporting period. Likewise, there are no material commitments for capital expenditures, known trends, events, or uncertainties that have had or that are reasonably expected to have a material impact on net income/revenue from the continuing operations of the Fund.

There are no other significant events and transactions from the last annual reporting period that is required for disclosure this year.

Statement of Comprehensive Income for the Years Ended – 31 December 2024 and 31 December 2023

| | 31-Dec-24 | | 31-Dec-23 | | Movement | Percentage (%) | MDAS |
|-------------------------------------|-----------|------------|-----------|------------|----------------|----------------|--|
| | Audited | | Audited | | | | |
| Investment Income | P | 35,852,835 | P | 49,083,179 | P (13,230,344) | -26.95% | The decrease was mainly due to lower interest and dividend income earned partially offset by higher realized gains from disposal of investments. |
| Investment Expenses | | 892,709 | | 3,123,607 | (2,230,898) | -71.42% | Dependent on the percentage of the amount of stock trading as sold and purchased for the period. |
| Operating Expenses | | 14,222,990 | | 25,549,496 | (11,326,506) | -44.33% | The decrease was mainly driven by the lower management and distribution fees brought by lower AUM for the period compared to last year. |
| Net Unrealized Gains on Investments | | 1,649,814 | | 1,270,315 | 379,499 | 29.87% | The increase in this account is due to more favorable market prices of its investment during the period as compared to prior year. |
| Provision for Income Tax | | 4,721,921 | | 10,772,972 | (6,051,051) | -56.17% | The decrease was mainly driven by lower selling taxes from the sale and purchases of stocks and lower final taxes on the interest income from fixed income securities during the period. |
| Net Investment Income | P | 17,665,029 | P | 10,907,419 | P 6,757,610 | -61.95% | |

Average daily net asset value in 2024 and 2023 is P 557,878,473 and P1,035,758,526 , respectively.

The Fund has no unusual nature of transactions or events that affect assets, liabilities, equity, net income or cash flows.

There were no commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Fund which are not reflected in the accompanying audited financial statements. The management of the Fund is of the opinion that there were no income or losses from these items that will have any material effect on its audited financial statements.

There were no known material events subsequent to the end of the annual reporting period that have not been reflected in the Fund's audited financial statements as at the period ended December 31, 2024. There were no significant elements of income or loss that did not arise from the Fund's continuing operations.

There were no changes in estimates of amount reported in the current financial year or changes in estimates of amounts reported in prior financial years.

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Fund.

The Fund is governed by the following fundamental investment policies:

1. It does not issue senior securities;
2. It does not intend to incur any debt or borrowing. In the event that borrowing is necessary, it can do so only if, at the time of its incurrence or immediately thereafter, there is asset coverage of at least 300% for all its borrowings;
3. It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital;
4. It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager's view on the prospects;
5. It does not invest more than twenty percent (20%) of its net assets in real estate properties and developments, subject to investment restrictions and/or limitations under applicable law, if any;
6. It does not purchase or sell commodity futures contracts;
7. The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions;
8. Subscribers are required to settle their subscriptions in full upon submission of their application for subscriptions;
9. It may use various techniques to hedge investment risks; and
10. It does not change its investment objectives without the prior approval of a majority of its shareholders and prior notice to the SEC.

Item 7. Financial Statements

Copies of the following audited financial statements are attached as Exhibits:

1. Statements of Financial Position, 2024, 2023
2. Statements of Comprehensive Income, 2024, 2023, 2022
3. Statements of Changes in Equity, 2024, 2023, 2022
4. Statements of Cash Flows, 2024, 2023, 2022
5. Notes to Financial Statements

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Navarro Amper & Co. /Deloitte Touche Tohmatsu, with address at 19/F Net Lima Plaza, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City, Philippines, has acted as external auditor of the Fund since its incorporation.

There has been no disagreement with the accountants on any accounting and financial disclosures.

External Audit Services/Audit and Audit-Related Fees

For 2024 and 2023, aggregate fees billed for professional services rendered by the external auditor for the audit of the Fund's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings amounted to P192,495 and P179,065 respectively, inclusive of VAT and out-of-pocket expenses.

External auditors of the Fund are designated in accordance with Section 29 of the ICA subject to ratification at the annual stockholders' meeting by the vote of a majority of the outstanding voting securities attending.

The Fund's Board of Directors has an Audit and Compliance Committee, which is composed of Mr. Oscar Reyes (Committee Chairperson and independent director) Atty. Aleli Angela G. Quirino (independent director), and Cesar Luis F. Bate (independent director) as members. The Audit and Compliance Committee has considered and endorsed for the approval of the Board of Directors the external auditor's service fees, which were so approved.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

1. Directors and Executive Officers

The Board of Directors is responsible for conducting all businesses of the Fund. It exercises general supervision over the duties performed by the Investment Company Adviser, Distributor, Administrator, Transfer Agent and Custodian of the Fund.

The following are the incumbent Directors and Executive Officers of the Fund:

| <i>Name</i> | <i>Citizenship</i> | <i>Position</i> | <i>Age</i> | <i>Term of Office</i> | <i>Period Served</i> |
|--------------------|---------------------------|------------------------|-------------------|------------------------------|-----------------------------|
| Benedicto C. Sison | Filipino and American | Director/ Chairman | 64 | July 2018 - present | 7 terms |
| Valerie N. Pama | Filipino | Director/ President | 61 | March 2022 – present | 3 terms |

| | | | | | |
|---------------------------------|--------------------|-------------------------------|------------|-----------------------------|----------------------|
| Aleli Angela G. Quirino | Filipino | Independent Director | 80 | 2012 to present | 13 terms |
| Name | Citizenship | Position | Age | Term of Office | Period Served |
| Oscar S. Reyes | Filipino | Independent Director | 78 | 2012 to present | 13 terms |
| Cesar Luis F. Bate | Filipino | Independent Director | 64 | November 2021 – present | 4 terms |
| Jeanemar S. Talaman | Filipino | Treasurer | 43 | September 2022 – April 2025 | 3 terms |
| Maria Teresa A. Co | Filipino | Chief Compliance Officer | 55 | August 2023 – present | 2 terms |
| Anna Katrina C. Kabigting-Ibero | Filipino | Corporate Secretary | 45 | April 2020 – present | 5 terms |
| Frances Ianna S. Canto | Filipino | Assistant Corporate Secretary | 36 | September 2020 – March 2025 | 5 terms |
| Ria V. Mercado | Filipino | Chief Risk Officer | 49 | 2015-present | 10 terms |

A brief write-up on the business experience of the incumbent directors and executive officers of the Fund follows:

BENEDICTO C. SISON

Chairman (2018 to present)

Mr. Benedicto C. Sison is the CEO and Country Head of the Sun Life group of companies in the Philippines from 01 July 2018. He is the Chairman and Director of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc. (2018 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present) and Sun Life Prosperity World Income Fund, Inc. (August 2022 to present) He is also the Chairman and Director of Sun Life Financial Philippine Holding Company, Inc. (06 December 2021 to present) and Sun Life Financial Plans, Inc. In addition, he is also a Director of Sun Life Asset Management Company, Inc., and Grepalife Asset Management Corporation (01 July 2018 to present). He is also the Director and Chairman of the Grepalife Funds such as Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (September 2015 to present). He is the Chairman of Sun Life Financial – Philippines Foundation, Inc., (September 2019 to present) where he also serves as Trustee. He was a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and served as the President of the Philippine Life Insurance Association (PLIA).

VALERIE N. PAMA

President / Director (March 2022 – present)

Ms. Valerie N. Pama is currently the Chief Asset Management Officer (“CAMO”) of Sun Life of Canada (Philippines), Inc. Since November 1, 2019, Ms. Pama, in her capacity as CAMO, has been responsible for the expansion and development of the various initiatives to drive the profitability and growth of Sun Life’s overall asset management business providing strategic direction and development of long-term plans and policies.

Ms. Pama is also the Chairman and Director of Grepalife Asset Management Corporation (December 2021 to present). She is the President and Director of eighteen (18) Sun Life Prosperity Funds, i.e. Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life of Canada Prosperity Bond, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (March 2022 to present) and Sun Life Prosperity World Income Fund, Inc. (August 2022 to present).

Currently, Ms. Pama is a Trustee and Vice President of Sun Life Financial-Philippines Foundation, Inc. (October 2020 and December 2022, respectively, to present), Member (2015 to present) and Trustee (2018-2023) of Filipina CEO Circle, Member of Management Association of the Philippines (2015 to present), Financial Executives of the Philippines (2013 to present) and Makati Business Club (August 2019 to present).

Ms. Pama was previously the Director and President of Sun Life Investment Management and Trust Corporation (September 2020 to June 2021), responsible for its establishment and preparations for operations. She was a Director and President of Sun Life Asset Management Company, Inc. ("SLAMCI") and Director and/or President of thirteen (13) Sun Life Prosperity Funds (2011 to 2020). She was also a Director and/or President of three (3) Grepalife Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation (formerly, "Grepalife Bond Fund Corporation"), and Grepalife Fixed Income Fund Corporation (2011 to 2018). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Funds (2011 to 2013). She was also a Director of BESTSERVE Financial Ltd. (HKG) (2021 to 2022).

She also served as the Chief Operating Officer of SLAMCI (2011 to 2012) before being appointed as its President in 2013. With over seven years as President of SLAMCI, Ms. Pama has made tremendous contributions by leading it into becoming the number one non-bank asset management company. Under her vision and leadership, the company achieved great milestones: growing from three (3) mutual funds to sixteen (16) mutual funds to over Php100 Billion in Assets Under Management, launch of the Sun Life Prosperity Card, expanding the sales force into having the most number of Mutual Fund-licensed advisors in the industry and garnering numerous awards from the Philippine Investment Funds Association (PIFA). Another noteworthy recognition for SLAMCI under her management was being named the best asset management company for the Philippines from Euromoney's 2018 Private Banking and Wealth Management survey.

Ms. Pama is a veteran banker, having been in the industry for 20 years. She started her career with Citibank N.A. in 1990 as a Management Associate, wherein she obtained exposure in various segments of the business, assuming progressively senior roles over the years. She had worked in treasury/capital markets, loans, equity sales, customer funding sales, brokerage and money market sales. By the time she retired from Citibank N.A. in 2009, Ms. Pama was the President of Citicorp Financial Services and Insurance Brokerage Inc.

Prior to joining Sun Life, Ms. Pama was a Product Development consultant for ING Bank's Investment Management Group.

Ms. Pama was a member of the Board of Trustees of PIFA from 2011 to 2020 and served as its Chairman from 2013 to 2015. This enabled her to represent the mutual fund industry in advocating investor literacy, customer protection and regulatory advancements to government agencies, key market players and the general public.

Ms. Pama is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering. She obtained her Masters in Business Administration in International Business and Finance, with a minor in Business Economics from Katholieke Universiteit Leuven in Belgium. She was awarded With Distinction by the university for her exemplary academic performance on her final year.

OSCAR S. REYES

Independent Director (2012 to present)

Mr. Oscar S. Reyes is an Independent Director of the fourteen (14) Sun Life Prosperity Funds, namely: Sun Life Prosperity GS Fund, Inc. (2011 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2006 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present), Sun Life of Canada Philippine Equity Fund, Inc. (July 2018 to present); Sun Life Prosperity World Equity Index Feeder Fund, Inc. (March 2018 to present); Sun Life Prosperity Achiever Fund 2028, Inc. (March 2018 to present); Sun Life Prosperity Achiever Fund 2038, Inc. (March 2018 to present); Sun Life Prosperity Achiever Fund 2048, Inc. (March 2018 to present); Sun Life Prosperity Dollar Starter Fund, Inc. (July 2021 to present); Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present); Sun Life Prosperity World Income Fund, Inc. (August 2022 to present) and Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2022 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to present) and Sun Life Financial Plans, Inc. (2006 to present).

Mr. Reyes other current positions are : Chairman, Pepsi Cola Products Phils Inc.; Independent Director, PXP Energy Corp, DM Wenceslao and Associates Inc, Philippine Dealing System Holdings Corp, Philippine Dealing & Exchange Corp, Philippine Depository & Trust Corp, Philippine Securites Settlement Corp, Team Energy Corp., Pioneer Life Corp, Navitas Holdings Inc, Eramen Minerals Inc, Petrolift Corp, Alviera Country Club; Member of the Advisory Board, Basic Energy Corp, Pioneer Insurance & Surety Corp, Pioneer Intercontinental Corp, among other firms. He completed his Bachelor of Arts degree in Economics at the Ateneo de Manila University in 1965 (Cum Laude) and did post-graduate studies at the Ateneo Graduate School of Business, Waterloo Lutheran University in Ontario, Canada and the Harvard Business School in Boston, Mass, USA.

ALELI ANGELA G. QUIRINO

Independent Director (2012 to present)

Atty. Aleli Angela G. Quirino is an Independent Director of Sun Life of Canada Prosperity Balanced Fund, Inc. (2009 to present); Sun Life Prosperity Dynamic Fund, Inc.; (2012 to present); Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present); Sun Life Prosperity GS Fund, Inc; Sun Life Prosperity Philippine Stock Index Fund, Inc.; Sun Life Prosperity Dollar Wellspring Fund, Inc.; Sun Life Prosperity World Voyager Fund, Inc.; Sun Life Prosperity Achiever Fund 2028, Inc.; Sun Life Prosperity Achiever Fund 2038, Inc.; Sun Life Prosperity Achiever Fund 2048, Inc.; Sun Life Prosperity World Equity Index Feeder Fund, Inc. (2018 to present); and Sun Life Prosperity World Income Fund, Inc. (August 2022 to present). She is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present).

Atty. Quirino was Of Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law) (2009 – 2023). She is the Chairman of First Line Healthcare Diagnostics Center, Inc. (2021 to present). She is the Vice-Chairman (2015 to present) of the Board of Trustees and Past President (2009 to 2015) of the Ateneo de Manila Law Alumni Association, Inc., and is a Trustee and Corporate Secretary of the Assumption College, Inc. (1996 to present). She is an Advisory Council Member of the Intellectual Property Association of the Philippines, Inc. (2012 to present). She is also the Past President of the ASEAN Intellectual Property Association (2017 to 2019) and Chairman Emeritus of the ASEAN Philippine Intellectual Property Association, Inc. She is an EXCO member of the Association Internationale de la Propriete Intellectuelle (2004 to present).

Atty. Quirino received her Bachelor of Arts and Bachelor of Science in Education (magna cum laude) from Assumption College and Bachelor of Laws (with honors) from the Ateneo de Manila University.

CESAR LUIS F. BATE

Independent Director (November 2021 to present)

Mr. Cesar Luis F. Bate is an Independent Director of ten (10) Sun Life Prosperity Funds namely: Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., and Sun Life Prosperity World Equity Index Feeder Fund, Inc.

Currently, Mr. Bate is the Managing Director of LMN Advisors/Partners Inc. (“LMN”). He established the consultancy firm LMN in October 2006 after being a stockbroker for 20 years. Prior to LMN, Mr. Bate was head of the Philippine operations of Macquarie Securities Philippines from 2004 to 2006. From 1995 to 2004, he was President of Dutch-owned ING Securities Philippines which was the country’s largest stock brokerage house for years under his ten-year tenure. Mr. Bate started his career as a stockbroker with the local house A&A Securities in 1987 and joined British-owned Baring Securities as Head of Philippine sales in 1992.

Mr. Bate is the President of the Celisons Property Co. Inc. (2018 to present), an Independent Director of RM Commercial REIT, Inc. (2021 to present) and Director of Acacia Lane, Inc. (1980 to present). He is concurrently a Trustee of the Metropolitan Museum of Manila (2023 to present). He was also a Member of the Board of Trustees of Jose Rizal University (2007 to 2016).

Mr. Bate graduated with a Bachelor of Science in Management Engineering from Ateneo de Manila University in 1983.

JEANEMAR S. TALAMAN

Treasurer (September 2022 to April 2025)

Ms. Jeanemar S. Talaman is the Treasurer of Sun Life Prosperity Funds. She was the Treasurer and Head of Finance of Sun Life Investment Management and Trust Corporation (SLIMTC) (2020 to 2022). In that role, she was responsible for the overall finance function of the Company which covers Accounting, Financial Reporting, Internal Controls and Capital Management among others.

Prior to joining SLIMTC, Ms. Talaman was the Financial Accounting and Reporting Manager of Sun Life Philippines where she handled financial reporting requirements of the Sun Life Asset Management Company, Inc. (SLAMCI), Sun Life Prosperity Funds (Funds managed by SLAMCI), Sun Life Grepa Financial, Inc. and Sun Life Financial Philippine Holding Company, Inc. Concurrent to her role as Financial Reporting Manager, Ms. Talaman was also the Finance System Administration Manager responsible for ensuring the security and efficiency of finance system applications for all Sun Life Philippine entities. She has held various roles in Finance, including, Manager of Financial Planning and Analysis (May 2014 to July 2015), Manager, Accounts Reconciliation (June 2012 to April 2014) and she has been instrumental in setting up the Accounts Reconciliation team of Sun Life Malaysia in 2013. Ms. Talaman has more than 15 years of extensive experience in asset management industry, financial reporting for insurance business, taxation and regulatory reporting, treasury operations, project management, financial planning and management reporting.

Ms. Talaman is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. She earned her Bachelor of Science in Accountancy degree from the University of San Agustin (Iloilo City) with academic distinction. She had satisfactorily completed the one-year course on Trust Operations and Investment Management from the Trust Institute Foundation of the Philippines.

MARIA TERESA A. CO

Chief Compliance Officer, Money Laundering Reporting Officer,
and Data Protection Officer (August 2023 to present)

Maria Teresa Co is the Chief Compliance Officer, Money Laundering Reporting Officer, and Data Protection Officer of Sun Life Philippines, including the Sun Life Prosperity Funds, with effect on 14 August 2023. In addition to her role with Sun Life Philippines, she is also acting as the Asia Conduct Risk lead in collaboration with the Regional Office.

Ms. Co has more than thirty (30) years of work experience in the fields of Accounting, Operations, Compliance and Internal Audit with multinational companies. She is a Certified Public Accountant and a Securities and Exchange Commission (SEC) Certified Compliance Officer for Pre-need companies (education and pension plans).

Her career started with Citibank, N. A. under Philippines Operations before working with Sun Life Philippines from 2002 to 2007, overseeing life, asset management and pre-need compliance including exposure to Regional Internal Audit role.

Ms. Co's overseas career covered vast experiences as Regional Compliance professional in AXA China Insurance Limited, New York Life International, Prudential Corporation Asia Regional, Chubb (formerly ACE Life), and Group AIA, overseeing corporate and distribution compliance, regulatory developments, issues, and projects across Asia.

Before returning to Sun Life Philippines, Ms. Co was the Head of Compliance for Pru Life Insurance Corporation of U.K. (Pru Life UK), responsible for various mandates in the fields of Regulatory and Sales Compliance, AML, Financial Crimes, Fraud, Anti-Bribery and Corruption, Data Privacy, and Quality Assurance reviews.

ANNA KATRINA C. KABIGTING-IBERO

Corporate Secretary (April 2020 to present)

Atty. Anna Katrina C. Kabigting-Ibero is the Corporate Secretary of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (April 2020 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present), Sun Life Prosperity World Income Fund, Inc. (August 2022 to present).

Atty. Ibero is also the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, Inc., Grepalife Asset Management Corporation, and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (April 2020 to present), Sun Life Investment Management and Trust Corporation (September 2020 to present), and Assistant Corporate Secretary of Sun Life Grepa Financial, Inc. (April 2020 to present).

Prior to joining Sun Life in 2014, Atty. Ibero worked as an Associate Lawyer at the David Cui-David Buenaventura and Ang Law Offices (2006 to 2010). She later joined the Bank of the Philippine Islands as Legal and Compliance Officer of the Bank's Asset Management and Trust Group (2010 to 2014).

Atty. Ibero received her Bachelor of Arts Major in Legal Management (2000) and Bachelor of Laws (2005) from the University of Santo Tomas. She was called to the Bar in 2006.

FRANCES IANNA S. CANTO

Assistant Corporate Secretary (September 2020 to March 2025)

Atty. Frances Ianna S. Canto is the Assistant Corporate Secretary of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., and Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present), Sun Life Prosperity World Income Fund, Inc. (August 2022 to present). She is also the Assistant Corporate Secretary of Sun Life Asset Management Company, Inc. and Sun Life Investment Management and Trust Corporation (September 2020 – present), and Sun Life of Canada (Philippines), Inc. and Sun Life Financial Philippines Foundation, Inc. (September 2022 to present).

Prior to joining Sun Life in May 2020, Atty. Canto worked as a Legal and Compliance Officer of Manulife Philippines (March 2017), where she also served as Assistant Corporate Secretary and Alternate Data Protection Officer. Before joining Manulife, Atty. Canto briefly worked as a consultant with the Office of the Secretary of the Climate Change Commission and prior to that, as an Associate Lawyer at the Medialdea Ata Bello and Suarez Law Office (2013-2016).

Atty. Canto received her Juris Doctor degree from the Ateneo de Manila University. She was admitted to the Bar in May 2014.

RIA V. MERCADO

Chief Risk Officer (2015-present)

Ms. Ria V. Mercado has been the Head of Risk Management of Sun Life Philippines since 2015. She is also the Chief Risk Officer of the eighteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., (2015 to present), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (January 2022 to present), Sun Life Prosperity World Income Fund, Inc. (August 2022 to present) and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (July 2019 to present). She is also the Chief Risk Officer of Sun Life Asset Management Company, Inc., Grepalife Asset Management Corporation, Sun Life of Canada (Philippines), Inc., Sun Life Grepa Financial, Inc. (July 2015 to present) and Sun Life Financial – Philippines Foundation, Inc. (December 2019 to present).

Prior to joining Sun Life in 2015, she was with Deutsche Knowledge Services (DKS), where she was Debt and Client Risk & Control Lead. In this capacity, she was responsible for risk and control initiatives and for proactively identifying and mitigating operations risks through quality assurance initiatives. Prior to DKS, she was with Standard Chartered Bank where she rose from Graduate Associate to AVP – Unit Operational Risk Manager.

Ms. Mercado holds a Master in Business Management degree from the Asian Institute of Management. She is a BS Business Administration graduate of the University of the Philippines (Diliman).

2. Incorporators

The following are the incorporators of the Company:

- Rizalina G. Mantaring
- Ma. Karenina M. Casas
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes

3. Significant Employees

The Fund has no significant employees.

4. Family Relationships

None of the current directors or officers is related to each other up to the 4th civil degree of affinity or consanguinity.

5. Material Pending Legal Proceedings

The Fund has no knowledge of any material pending legal proceedings, for the past five (5) years and to date, to which any of the directors and executive officers of the Fund is a party of which any of their property is the subject.

There was no bankruptcy petition filed by or against any business of which any of the directors and executive officers of the Fund was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time.

No director or executive officer of the Fund was convicted by final judgment in a criminal proceeding, domestic or foreign and neither is any director or officer subject to any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses.

No director or executive officer of the Fund is being subject to any order, judgment or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities

No director or executive officer of the Fund is being found 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 other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

Item 10. Executive Compensation

1. Compensation of Executive Officers.

The executive officers of the Fund do not receive any form of compensation from their appointment up to the present.

2. Compensation of Directors.

The directors do not receive any form of compensation from inception up to the present other than a P20,000 per diem for meetings attended. Only the members of the Board who are “external directors”, *i.e.*, those who are not officers and/or employees of SLOCPI, receive remuneration for their attendance in regular or special meetings of the Board at the rate of P20,000 to each director for every meeting attended. Their contributed efforts to the Fund are on a voluntary basis only. Also, the directors or executive officers of the Fund will not participate in any bonus, profit sharing or other compensation plan, pension or retirement plan, contract or arrangement.

However, starting January 01, 2010, each external director, as defined above, also receives a retainer’s fee not to exceed P15,000 per quarter. Payment of such retainer’s fee is shared by the Fund with the other Sun Life Prosperity Funds which the external director also serves, provided that each external director receives a maximum of P15,000 per quarter from all the Sun Life Prosperity Funds.

Total per diem received by the Fund’s directors for the year 2024 and 2023 are P255,451 and P255,286, respectively.

The Board had four (4) regular quarterly meetings for 2024, including the organizational board meeting after the annual shareholders’ meeting. For the four (4) meetings and with three (3) members of the Board who are external directors entitled to receive per diem, the Fund forecasts a total directors’ per diem of P240,000 for 2024. The external directors are also forecasted to receive a total of P15,451 as retainer’s fees for 2024.

Item 11. Security Ownership of Certain Beneficial Owners and Management

1. Security ownership of more than 5% of the Fund’s outstanding capital stock as of December 31, 2024:

On 7 March 2013, SEC *en banc* approved the confidential treatment of the list of Top 20 shareholders of the Fund, including the 5% and 10% beneficial owners. This is to protect the investors’ privacy, which is a privilege they enjoy when they invest in other shared investment vehicles, such as unit investment trust funds, and when they invest in bank deposits.

2. Security Ownership of Management as of December 31, 2024:

| Title of Class | Name of Owner | Number of Shares ¹ | Nature of Ownership | Citizenship | Percent of Class |
|----------------|-------------------------|-------------------------------|-------------------------------|-----------------------|------------------|
| Common | Benedicto C. Sison | 1 | Beneficial (R) and Record (R) | Filipino and American | 0.00000% |
| Common | Oscar S. Reyes | 1 | R | Filipino | 0.00000% |
| Common | Aleli Angela G. Quirino | 1 | R | Filipino | 0.00000% |
| Common | Valerie N. Pama | 1 | R | Filipino | 0.00000% |
| Common | Cesar Luis F. Bate | 1 | R | Filipino | 0.00000% |

The above individual owners can be reached at c/o the Corporate Secretary, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City.

¹ Number of shares held in their capacity as Director or Chairperson

3. Voting Trust Holders of 5% or More

No holder of 5% or more of the Fund's common shares has any voting trust or similar agreement that vest voting rights or other powers to a voting trustee.

4. Change in Control

The Fund has no knowledge of any arrangement that may result in a change of control of the Fund.

Item 12. Certain Relationships and Related Transactions

The Fund has no existing related party transactions.

PART IV - CORPORATE GOVERNANCE

Item 13. Corporate Governance

Compliance with Leading Practice on Corporate Governance

The Fund is committed to performing its obligations following sound standards of business and financial practices and assesses the level of compliance of the Board of Directors and top-level management with its Manual on Corporate Governance through the Corporate Governance Self-Rating Form.

Likewise, the Fund requires the directors to answer a Board Effectiveness Questionnaire to determine their outlook on current practices and further enhance their performance. Internal audit and compliance units of the Fund also actively ensure that the Fund meets its regulatory and moral obligations to the government agencies and the general public, respectively.

There has been no reported incident of any deviation from the Fund's Manual on Corporate Governance. A strong ethical business culture in the performance of duties is continuously upheld and promoted. Nonetheless, the Fund makes an effort to improve corporate governance of the company by holding training sessions for its Board and officers whenever possible.

Compliance with Foreign Account Tax Compliance Act (FATCA)

In accordance with the requirements of the US Internal Revenue Service ("IRS") and the Intergovernmental Agreement ("IGA") between the Government of the United States of America and the Government of the Republic of the Philippines to Improve International Tax Compliance and to Implement FATCA which was signed last July 13, 2015, the Fund has registered with the Internal Revenue Service (IRS) and has obtained its own Global Intermediary Identification Number ("GIIN") as a sponsored entity. Sun Life Asset Management Company, Inc. ("SLAMCI") continues to assume responsibilities for the Fund's FATCA compliance as the Sponsoring Entity and has implemented FATCA onboarding processes and procedures as well as system enhancements to monitor its new and pre-existing account holders who are U.S. Persons and have U.S. Indicia.

The Fund, together with its Sponsoring Entity, SLAMCI, is preparing to comply for FATCA reporting on the date which will be set by the Bureau of Internal Revenue as soon as the IGA has been ratified by the Senate.

PART V – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

A. Exhibits

1. Statements of Financial Position, 2024, 2023
2. Statements of Comprehensive Income, 2024, 2023, 2022
3. Statements of Changes in Equity, 2024, 2023, 2022
4. Statements of Cash Flows, 2024, 2023, 2022
5. Notes to Financial Statements

B. Reports on SEC Form 17-C

– SIGNATURE PAGE FOLLOWS –

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of _____ on _____, 2025.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Issuer

By:

Valerie N. Pama
Valerie N. Pama

Principal Executive Officer/President

Gerald L. Bautista

Gerald L. Bautista

Principal Operating Officer / SLAMCI President

Candy S. Esteban

Candy S. Esteban

Principal Accounting Officer/CFO

Jeanemar S. Talaman

Jeanemar S. Talaman

Principal Financial Officer/Treasurer/Comptroller

Anna Katrina C. Kabigting-Ibero

Anna Katrina C. Kabigting-Ibero

Corporate Secretary

MAKATI CITY

APR 28 2025

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2025, affiants exhibiting their government issued identification cards, as follows:

| Name | Government ID No. | Valid Until | Place of Issue |
|---------------------------------|--------------------------------|-------------|----------------|
| Valerie N. Pama | Passport No. P7158454B | 07/07/2031 | DFA Manila |
| Gerald L. Bautista | Passport No. P9687638B | 04/19/2032 | DFA Manila |
| Candy S. Esteban | Driver's License N02-95-277891 | 05/03/2033 | Quezon City |
| Jeanemar S. Talaman | Driver's License F03-13-001744 | 06/05/2033 | DLRC – Ayala |
| Anna Katrina C. Kabigting-Ibero | Driver's License N02-96-324358 | 09/01/2032 | Paranaque City |

Doc. No. 36 ;
Page No. 11 ;
Book No. 19 ;
Series of 2025.

ATTY. ROMEO M. MONFORT
Notary Public, City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466004 Jan. 2 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

This document contains key information clients of Sun Life Prosperity Dynamic Fund should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 8-849-9888 or PHIL-MF-Products@sunlife.com or visit www.sunlifefunds.com.

| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 491,732,963.20 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.9273 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEI + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

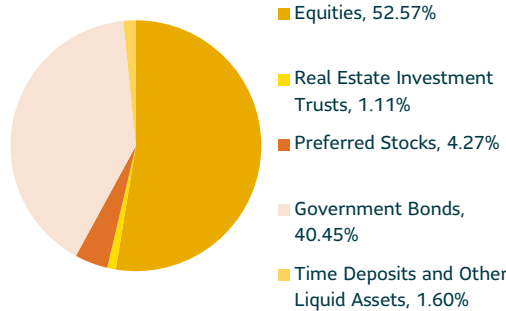
The **Sun Life Prosperity Dynamic Fund** is an adaptive and agile mutual fund that allows you to maximize gains through the opportunistic re-balancing of its portfolio between equities and fixed income assets. It is a one-decision mutual fund that quickly shifts between fixed income and equities, depending on prevailing market conditions in order to yield better returns.

The Fund is suitable for investors with a **growth risk profile** and long-term investment horizon. The Fund's investment objective is to generate long term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed.

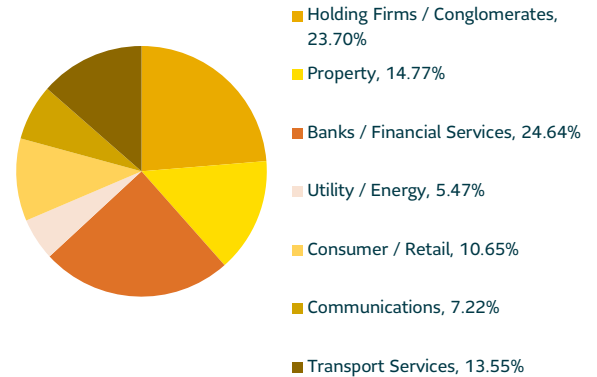
Top Equity Holdings

- SM Investments Corporation, 7.61%
- International Container Terminal Services Inc., 7.12%
- BDO Unibank Inc., 5.55%
- Bank of the Philippine Islands, 4.97%
- Jollibee Foods Corporation, 4.60%
- Ayala Land Inc., 4.25%
- SM Prime Holdings Inc., 3.51%
- EEl Corporation (Series B), 3.10%
- Ayala Corporation, 2.99%
- Metropolitan Bank & Trust Co., 2.33%

Investment Mix

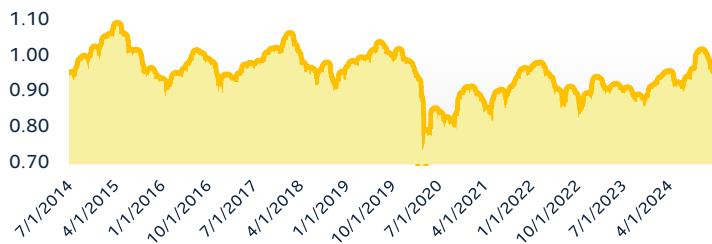


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|--------|-------|--------|--------|--------|
| Fund | -0.92% | 2.54% | 2.65% | -1.86% | -4.89% |
| Benchmark* | -0.72% | 2.79% | 2.68% | -0.86% | -0.26% |

Notes:

- Year-to-date (YTD) returns are computed as the return from the last business day of the previous year to the last business day of the reporting month.
- Benchmark data were based on available information as of extraction date.

*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- The Philippine Stock Exchange Index (PSEi) declined in December by 1.3% to close the year at the 6,528.79 level. This brought down the PSEi's full year gains for 2024 to just 1.2%. Nonetheless, this also marked the first yearly gain for the local bourse since 2019.
- Philippine government bond yields rose up to 20 basis points across the curve over the month of December, with only yields on the longest tenors (more than 20Y) falling by 5 basis points.
- Foreign funds continued to flow out of the Philippine equity market in December due to varying concerns. The outflow of US\$104 million in December brought the market's full year outflows to \$408 million. This was the seventh consecutive year of foreign outflows for the Philippines. Trading activity was also lower in December compared to the full year average.
- December inflation came in at 2.9% year-on-year, higher than the previous month's 2.5% year-on-year. The uptick was due to increase in transport, rental adjustments, electricity prices, and seasonal food items. Full year inflation ended at 3.2%. Given recent developments, the Bangko Sentral ng Pilipinas (BSP) now sees up to three rate cuts in 2025, less than what was indicated last August of four rate cuts.
- The Philippine Peso (PHP) appreciated in December but failed to lift the market higher. The Peso appreciated by 1.4% and closed the year at P57.84. For the full year of 2024, the Peso depreciated by 4.4%.
- The PSEI may continue to trade within its current range of 6400 to 6600 as investors await the inauguration of US President Donald Trump in January 2025. Meanwhile, local bond yields will track the movement of US Treasury yields.
- On a gross-of-fees basis, the Fund is ahead of the benchmark on a full year basis.

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This document contains key information clients of Sun Life Prosperity Dynamic Fund should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 8-849-9888 or PHIL-MF-Products@sunlife.com or visit www.sunlifefunds.com.

| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 504,429,236.81 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.9359 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

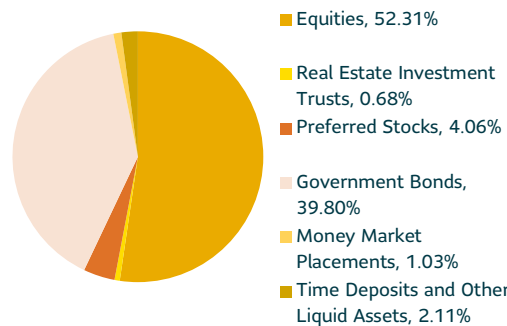
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The Fund is suitable for investors with a **growth risk profile** and long-term investment horizon. The Fund's investment objective is to generate long term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed.

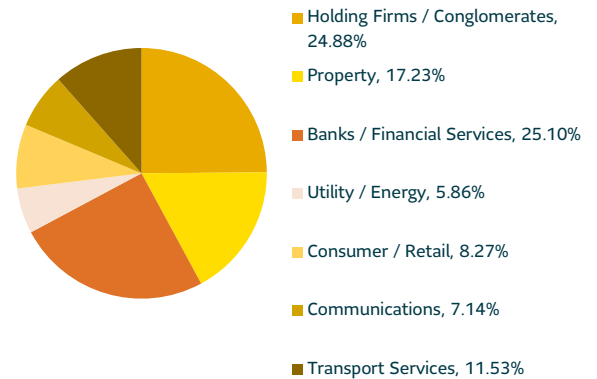
Top Equity Holdings

- SM Investments Corporation, 7.46%
- International Container Terminal Services Inc., 6.03%
- BDO Unibank Inc., 5.81%
- Ayala Land Inc., 4.82%
- Bank of the Philippine Islands, 4.82%
- SM Prime Holdings Inc., 4.19%
- EEl Corporation (Series B), 3.03%
- Ayala Corporation, 2.98%
- Jollibee Foods Corporation, 2.73%
- GT Capital Holdings Inc., 2.57%

Investment Mix

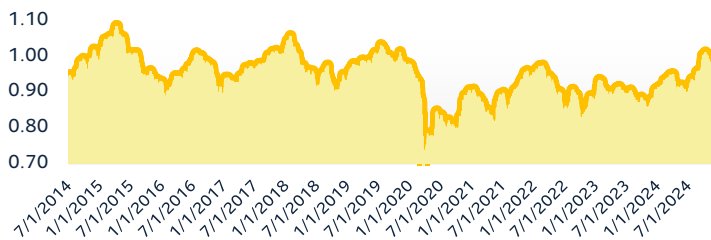


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|--------|-------|--------|--------|--------|
| Fund | -4.02% | 3.49% | 6.55% | -0.28% | -3.63% |
| Benchmark* | -3.85% | 3.49% | 5.68% | 0.21% | 1.40% |

Notes:

- Year-to-date (YTD) returns are computed as the return from the last business day of the previous year to the last business day of the reporting month.
- Benchmark data were based on available information as of extraction date.

*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- The Philippine Stock Exchange Index (PSEi) saw a huge sell-off following the win of Donald Trump in the US Presidential elections which caused risk aversion to Emerging Markets including the Philippines. The local bourse closed at 6,613.85, down 7.41% in November.
- On the other hand, Philippine government bond yields rose 10 to 40 basis points across the curve over the month of November, with the shorter end of the curve rising more.
- Foreign investors turned net sellers of the equity market to the tune of \$349 million, reversing previous month's net foreign inflow.
- November inflation came in at 2.5%, in-line with consensus estimates but higher than previous month's 2.3%.
- 9M24 corporate earnings grew 7%, with banks meeting expectations and some consumer and gaming names missing estimates.
- Market participants are still anticipating another rate cut from both the Bangko Sentral ng Pilipinas and US Federal Reserve during their last meetings in December which may provide some support to local stock prices.
- In the short-run, the PSEi may trade between 6,600 to 7,000 as investors await for the new fiscal and trade policies of incoming US President Trump.
- The Fund remains overweight on equities and overweight duration on fixed income.
- On a gross-of-fees basis, the Fund is ahead of the benchmark year-to-date.

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| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 529,436,876.92 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.9751 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

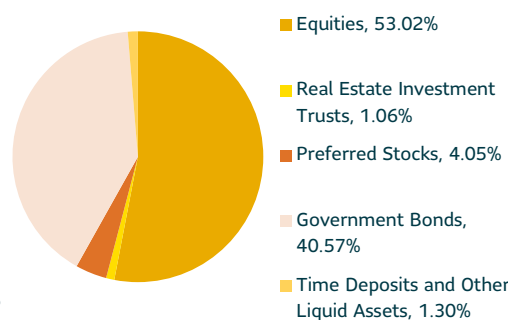
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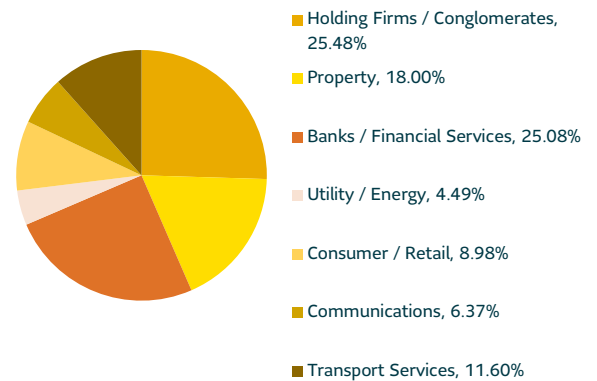
Top Equity Holdings

- SM Investments Corporation, 7.35%
- International Container Terminal Services Inc., 6.15%
- BDO Unibank Inc., 5.47%
- SM Prime Holdings Inc., 4.93%
- Ayala Land Inc., 4.61%
- Bank of the Philippine Islands, 4.59%
- Ayala Corporation, 2.98%
- EEl Corporation (Series B), 2.97%
- Metropolitan Bank & Trust Co., 2.82%
- Jollibee Foods Corporation, 2.67%

Investment Mix

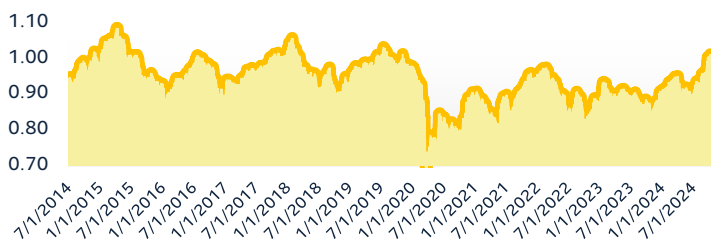


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|--------|-------|--------|--------|--------|
| Fund | -1.55% | 7.83% | 15.92% | 6.16% | -1.68% |
| Benchmark* | -1.05% | 7.75% | 14.36% | 4.88% | 3.62% |

Notes:

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*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- The Philippine Stock Exchange Index (PSEi) hit an intra-year high of 7,554.68 before closing at 7,142.96 or -1.78% in October. On the other hand, Philippine government bond yields rose by 10 to 20 basis points during the month.
- October inflation increased to 2.3%, from 1.9% the previous month. Third quarter GDP printed at 5.2%, lower than expectation of 5.7%. Likewise, the peso depreciated by 3.56% during the month to close at 58.115 against the USD. These prompted investors to take profit after three consecutive months of gains.
- Despite these, the Bangko Sentral ng Pilipinas (BSP) cut its policy rate by another 25 basis points to 6% during its mid-October meeting as inflation is still expected to trend lower. Another 25-basis point cut is still expected during its December meeting.
- Third quarter corporate earnings were mostly in-line with expectation, growing by 10%, led by banks.
- For the remainder of the year, the PSEi may retest the 7,400 level given seasonally strong fourth quarter. However, continued foreign selling may cap the gains despite stable corporate earnings and generally lower inflation and interest rates expectations.
- The Fund remains overweight on equities and overweight duration on fixed income.
- On a gross-of-fees basis, the Fund is ahead of the benchmark year-to-date.

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THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
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Company Information

SEC Registration No.: CS201215846

Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Industry Classification: J67020

Company Type: Stock Corporation

Document Information

Document ID: OST10415202583176212

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2024

Submission Type: Annual

Remarks: None

Acceptance of this document is subject to review of forms and contents

Elyza Jane Endaya

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Cc: PHIL-FIN.SLPDynamic
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- EAFS008357526TCRTY122024-01.pdf
- EAFS008357526AFSTY122024.pdf
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Transaction Code: **AFS-0-P3TSS2QM09EL9KDJN24R4QQ103Y1MMNS2**
Submission Date/Time: **Apr 15, 2025 01:22 AM**
Company TIN: **008-357-526**

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BUREAU OF INTERNAL REVENUE

FILING REFERENCE NO.

| | |
|---|--|
| TIN | : 008-357-526-000 |
| Name | : SUN LIFE PROSPERITY DYNAMIC FUND, INC. |
| RDO | : 044 |
| Form Type | : 1702 |
| Reference No. | : 462500065245365 |
| Amount Payable (Over Remittance) | : -10,965.00 |
| Accounting Type | : C - Calendar |
| For Tax Period | : 12/31/2024 |
| Date Filed | : 04/10/2025 |
| Tax Type | : IT |

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**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The Management of Sun Life Prosperity Dynamic Fund, Inc. (the "Company") is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, as at December 31, 2024 and 2023, and for the years ended December 31, 2024, 2023 and 2022, in accordance with the prescribed financial reporting framework indicated therein and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the Shareholders.

Navarro Amper & Co., the independent auditor appointed by the Shareholders for the years ended December 31, 2023 and 2022, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the Board of Directors and Shareholders has expressed its opinion on the fairness of presentation upon completion of such audit.

Handwritten signature of Benedicto C. Sison in cursive script.

Benedicto C. Sison, Chairman of the Board

Handwritten signature of Valerie N. Pama in cursive script.

Valerie N. Pama, President

Handwritten signature of Jeanemar S. Talaman in cursive script.

Jeanemar S. Talaman, Treasurer

Signed this 25th day of March 2025.



MAR 25 2025

MAKATI CITY

Subscribed and sworn to me before this ___ day of _____, 2025 at _____, affiants exhibiting to me competent evidence of identity, as follows:

| Name | Government Issued ID | Date/Place Issued |
|---------------------|-----------------------|----------------------------------|
| Benedicto C. Sison | Passport ID P8268568B | 24 Nov 2021/DFA Manila |
| Valerie N. Pama | Passport ID P7158454B | 08 July 2021/DFA Manila |
| Jeanemar S. Talamán | Passport ID P6706225A | 06 April 2018/ DFA NCR Northeast |

WITNESS MY HAND AND SEAL on the date and place above written:

Doc. No. 187
Page No. 39
Book No. 56
Series of 2025.

ATTY. ROMEO M. MONEFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. [unclear] (2024-2025)
PTR No. 10460000 [unclear] 2 2025/Makati City
IBP No. 487654 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders
SUN LIFE PROSPERITY DYNAMIC FUND, INC.
(An Open-end Investment Company)
Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sun Life Prosperity Dynamic Fund, Inc. (the Company), which comprise the statements of financial position as at December 31, 2024 and 2023, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2024, 2023, and 2022, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years ended December 31, 2024, 2023, and 2022, in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Other Information

Management is responsible for the other information. The other information comprises the information included in the Securities and Exchange Commission (SEC) Form 17-A Annual Report submission to the SEC, which is prepared by the Management and submitted after the issuance of the audited financial statements with our auditor's report attached thereon.

The SEC Form 17-A is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the other information identified above which have not yet been received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with PFRS Accounting Standards, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of financial statements.



As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.



Report on Other Legal and Regulatory Requirements

Report on the Supplementary Information Required by the Bureau of Internal Revenue

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information in Note 21 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such supplementary information is the responsibility of Management and has been subjected to the auditing procedures applied in our audits of the basic financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Navarro Amper & Co.

BOA/PRC ACR. No. 0004, valid until September 22, 2027



Lloyd Ryan C. Moraño

Partner

CPA Certificate No. 0108235

TIN 226-565-008

BIR ACR. No. 08-002552-090-2023, March 10, 2023; effective until March 9, 2026

BOA/PRC ACR. No. 0004/P-014, valid until September 22, 2027

PTR No. A-6396519, January 4, 2025, Taguig City

Taguig City, Philippines

March 31, 2025



SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(An Open-end Investment Company)

STATEMENTS OF FINANCIAL POSITION

| | | December 31 | |
|---|--------------|------------------------|-----------------|
| | Notes | 2024 | 2023 |
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | 6 | P 7,153,138 | P 21,345,140 |
| Financial assets at fair value through profit or loss | 7 | 483,840,942 | 610,341,838 |
| Accrued interest receivable | 6, 7 | 2,587,445 | 2,157,595 |
| Dividends receivable | 7 | 102,865 | 211,521 |
| Other current assets | | 10,965 | 10,976 |
| | | P493,695,355 | P634,067,070 |
| LIABILITIES AND EQUITY | | | |
| Current Liabilities | | | |
| Accrued expenses and other payables | 9 | P 1,033,807 | P 1,233,997 |
| Payable to fund manager | 10 | 968,306 | 1,182,726 |
| Total Current Liabilities | | 2,002,113 | 2,416,723 |
| Equity | | | |
| Share capital | 11 | 35,069,670 | 35,069,670 |
| Additional paid-in capital | 12 | 3,267,784,061 | 3,267,793,704 |
| Retained Earnings (Deficit) | | 5,954,742 | (11,710,287) |
| | | 3,308,808,473 | 3,291,153,087 |
| Treasury shares | 11 | (2,817,115,231) | (2,659,502,740) |
| Total Equity | | 491,693,242 | 631,650,347 |
| | | P493,695,355 | P634,067,070 |
| Net Asset Value Per Share | 13 | P 0.9272 | P 0.9043 |

See Notes to Financial Statements.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
(An Open-end Investment Company)

STATEMENTS OF COMPREHENSIVE INCOME

| | | For the Years Ended December 31 | | |
|--|--------------|--|--------------|----------------|
| | Notes | 2024 | 2023 | 2022 |
| Investment Income | | | | |
| Net realized gain (losses) on investments | 7 | P 11,606,744 | P 5,499,830 | (P 17,640,107) |
| Dividend income | 7 | 9,895,217 | 15,862,157 | 22,524,154 |
| Interest income | 14 | 14,350,028 | 27,721,192 | 14,105,706 |
| Other income | | 846 | - | 2,400 |
| | | 35,852,835 | 49,083,179 | 18,992,153 |
| Investment Expenses | | | | |
| Commission | 8 | 843,002 | 2,993,626 | 7,166,666 |
| Clearing fees | | 49,707 | 129,981 | 294,288 |
| | | 892,709 | 3,123,607 | 7,460,954 |
| Net Investment Income | | 34,960,126 | 45,959,572 | 11,531,199 |
| Operating Expenses | | | | |
| Management and transfer fees | 10 | 7,182,405 | 13,245,302 | 15,397,950 |
| Distribution fees | 10 | 6,245,570 | 11,517,654 | 13,379,468 |
| Directors' fees | 10 | 255,451 | 255,286 | 300,345 |
| Professional fees | | 192,495 | 179,065 | 162,787 |
| Taxes and licenses | | 183,090 | 84,519 | 222,376 |
| Custodianship fees | | 143,382 | 253,729 | 291,997 |
| Miscellaneous | | 14,853 | 9,392 | 11,745 |
| Printing and supplies | | 5,744 | 4,549 | 4,809 |
| | | 14,222,990 | 25,549,496 | 29,771,477 |
| Profit (Loss) Before Net Unrealized Gains (Losses) on Investments | | 20,737,136 | 20,410,076 | (18,240,278) |
| Net Unrealized Gains (Losses) on Investments | 7 | 1,649,814 | 1,270,315 | (50,529,077) |
| Profit (Loss) Before Tax | | 22,386,950 | 21,680,391 | (68,769,355) |
| Income Tax Expense - Net | 17 | 4,721,921 | 10,772,972 | 13,469,385 |
| Total Comprehensive Income (Loss) for the Year | 15 | P 17,665,029 | P 10,907,419 | (P 82,238,740) |
| Basic Earnings (Loss) per Share | 15 | P 0.029 | P 0.009 | (P 0.061) |

See Notes to Financial Statements.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(An Open-end Investment Company)

STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31

| | Notes | Share Capital | Additional Paid-in Capital | Retained Earnings (Deficit) | Treasury Shares | Total |
|--|--------------|--------------------|----------------------------------|--------------------------------|-------------------------|---------------------|
| Balance, January 1, 2022 | 11,12 | P 35,069,670 | P 3,210,061,215 | P 59,621,034 | (P1,989,974,370) | P 1,314,777,549 |
| Total comprehensive loss for the year | | - | - | (82,238,740) | - | (82,238,740) |
| Transactions with owners: | | | | | | |
| Reissuance of treasury shares during the year | | - | - | - | 105,419 | 105,419 |
| Acquisition of treasury shares during the year | 11 | - | 57,743,474 | - | (135,235,576) | (77,492,102) |
| Total transactions with owners | | - | 57,743,474 | - | (135,130,157) | (77,386,683) |
| Balance, December 31, 2022 | 11,12 | 35,069,670 | 3,267,804,689 | (22,617,706) | (2,125,104,527) | 1,155,152,126 |
| Total comprehensive income for the year | | - | - | 10,907,419 | - | 10,907,419 |
| Transactions with owners: | | | | | | |
| Reissuance of treasury shares during the year | | - | (10,985) | - | 86,079 | 75,094 |
| Acquisition of treasury shares during the year | 11 | - | - | - | (534,484,292) | (534,484,292) |
| Total transactions with owners | | - | (10,985) | - | (534,398,213) | (534,409,198) |
| Balance, December 31, 2023 | 11,12 | 35,069,670 | 3,267,793,704 | (11,710,287) | (2,659,502,740) | 631,650,347 |
| Total comprehensive income for the year | | - | - | 17,665,029 | - | 17,665,029 |
| Transactions with owners: | | | | | | |
| Reissuance of treasury shares during the year | | - | (9,643) | - | 117,446 | 107,803 |
| Acquisition of treasury shares during the year | 11 | - | - | - | (157,729,937) | (157,729,937) |
| Total transactions with owners | | - | (9,643) | - | (157,612,491) | (157,622,134) |
| Balance, December 31, 2024 | 11,12 | P35,069,670 | P3,267,784,061 | P5,954,742 | (P2,817,115,231) | P491,693,242 |

See Notes to Financial Statements.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(An Open-end Investment Company)

STATEMENTS OF CASH FLOWS

| | | For the Years Ended December 31 | | |
|--|--------------|--|-----------------|-----------------|
| | Notes | 2024 | 2023 | 2022 |
| Cash Flows from Operating Activities | | | | |
| Profit (Loss) before tax | | P 22,386,950 | P 21,680,391 | (P68,769,355) |
| Adjustments for: | | | | |
| Net unrealized (gains) losses on investments | 7 | (1,649,814) | (1,270,315) | 50,529,077 |
| Dividend income | 7 | (9,895,217) | (15,862,157) | (22,524,154) |
| Net realized (gains) losses on investments | 7 | (11,606,744) | (5,499,830) | 17,640,107 |
| Interest income | 14 | (14,350,028) | (27,721,192) | (14,105,706) |
| Operating cash flows before working capital changes | | (15,114,853) | (28,673,103) | (37,230,031) |
| Decrease in other current assets | | 11 | - | 17 |
| Decrease in: | | | | |
| Accrued expenses and other payables | | (200,190) | (315,945) | (5,570,619) |
| Payable to fund manager | | (214,420) | (1,056,123) | (244,762) |
| Cash used in operations | | (15,529,452) | (30,045,171) | (43,045,395) |
| Acquisition of financial assets at fair value | | | | |
| through profit or loss | | (437,258,500) | (1,223,165,752) | (3,349,812,812) |
| Proceeds from disposals and maturities of financial assets | | | | |
| at fair value through profit or loss | | 577,015,954 | 1,724,802,841 | 3,372,160,203 |
| Interest income received | | 13,920,178 | 28,400,513 | 13,563,159 |
| Dividend income received | | 10,003,873 | 15,818,726 | 22,828,693 |
| Income taxes paid | | (4,721,921) | (10,772,972) | (13,469,385) |
| Net cash generated from (used in) operating activities | | 143,430,132 | 505,038,185 | 2,224,463 |
| Cash Flows from Financing Activities | | | | |
| Proceeds from reissuance of treasury shares | 11 | 107,803 | 75,094 | 105,419 |
| Payments on acquisition of treasury shares | 11 | (157,729,937) | (534,484,292) | (77,492,102) |
| Net cash generated from (used in) financing activities | | (157,622,134) | (534,409,198) | (77,386,683) |
| Net Decrease in Cash and cash equivalents | | (14,192,002) | (29,371,013) | (75,162,220) |
| Cash and cash equivalents, Beginning | | 21,345,140 | 50,716,153 | 125,878,373 |
| Cash and cash equivalents, End | 6 | P 7,153,138 | P 21,345,140 | P 50,716,153 |

See Notes to Financial Statements.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(An Open-end Investment Company)

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2024 AND 2023 AND FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 and 2022

1. CORPORATE INFORMATION

Sun Life Prosperity Dynamic Fund, Inc. (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on August 31, 2012. The Company is a registered open-end investment company under the Investment Company Act (Republic Act "R.A." No. 2629) and the Securities Regulation Code (R.A. No. 8799), formerly known as the Revised Securities Act (B.P. No. 178). It is engaged in the sale of redeemable shares and investment of the proceeds in domestic equity securities and/or in government and corporate debt securities. The Company adopted a tactical asset allocation approach in order to have the ability to switch between equities, bonds, and cash with a wider range in the permitted allocation between equities and fixed-income assets when needed. As an open-end investment company, its shares are redeemable anytime based on the Net Asset Value Per Share (NAVPS) at the time of redemption.

The Company appointed Sun Life Asset Management Company, Inc. (SLAMCI), an investment management company incorporated in the Philippines and a wholly owned subsidiary of Sun Life of Canada (Philippines), Inc. (SLOCPI), as its fund manager, adviser, administrator, distributor and transfer agent and provides management, distribution and all other required operational services, as disclosed in Note 10.

The Company's registered office address and principal place of business is at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City.

The Company is considered a public company under Rule 3.1 of the Implementing Rules and Regulations of the Revised Securities Regulation Code (SRC), which, among others, defines a public corporation as any corporation with assets of at least P50,000,000 and having 200 or more shareholders, each of whom holds at least 100 shares of its equity securities.

As at December 31, 2024 and 2023, the Company has 5,000 shareholders and 4,999 shareholders, respectively, each holding at least 100 shares of the Company's common shares.

2. FINANCIAL REPORTING FRAMEWORK AND BASIS OF PREPARATION AND PRESENTATION

Statement of Compliance

The financial statements of the Company have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards include all applicable PFRS, Philippine Accounting Standards (PAS) and interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy and adopted by the SEC.

Basis of Preparation and Presentation

The financial statements of the Company have been prepared on the historical cost basis, except for certain financial assets measured at fair value.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

Functional and Presentation Currency

These financial statements are presented in Philippine Peso, the currency of the primary economic environment in which the Company operates. All amounts are recorded to the nearest peso, except when otherwise indicated.

3. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

Adoption of Amended Accounting Standards Effective in 2024

In the current year, the Company has applied all amendments to PFRS Accounting Standards that are mandatorily effective for accounting periods beginning on or after January 1, 2024. Their adoption had no material impact on the disclosures or the amounts reported in these financial statements.

New and Revised Accounting Standards Effective after the Reporting Period Ended December 31, 2024

At the date of authorization of these financial statements, the company has not applied the following PFRS Accounting Standards pronouncements that have been issued but are not yet effective:

Effective for annual period beginning or after January 1, 2025

- Amendments to PAS 21, The Effects of Changes in Foreign Exchange Rates — Lack of Exchangeability

Effective for annual period beginning or after January 1, 2026

- Amendments to PFRS 9, Financial Instruments and PFRS 7, Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments
- Annual Improvements to PFRS Accounting Standards—Volume 11
- Amendments to PFRS 9, Financial Instruments and PFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity

Effective for annual period beginning or after January 1, 2027

- PFRS 18, Presentation and Disclosure in Financial Statements
- PFRS 19, Subsidiaries without Public Accountability: Disclosures
- PFRS 17, Insurance Contracts
- Amendments to PFRS 17, Insurance Contracts
- Amendment to PFRS 17, Insurance Contracts - Initial Application and PFRS 9, Financial Instruments – Comparative Information

Deferred effectivity

- Amendments to PFRS 10, Consolidated Financial Statements and PAS 28, Investments in Associates and Joint Ventures—Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Management anticipates that the adoption of the new or revised PFRS Accounting Standards in future periods will not have a material impact on the financial statements in the period of their initial adoption.

4. MATERIAL ACCOUNTING POLICIES

Financial assets

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Classification and Subsequent Measurement

The Company classifies its financial assets in the following measurement categories:

- Fair Value through Profit or Loss (FVTPL),
- Fair value through other comprehensive income (FVTOCI); and
- Amortized cost

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent solely payment of principal and interest (SPPI).

All other debt and equity instruments must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the group classifies its debt instruments:

- Amortized cost. Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- FVTPL. Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in finance income.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (ECL), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

Equity instruments

The Company subsequently measures all equity investments at FVTPL, except where the Company's Management has elected, at initial recognition, to irrevocably designate an equity instrument at FVTOCI. The Company's policy is to designate equity investments as FVTOCI when those investments are held for the purposes other than to generate investment returns.

Changes in the fair value of financial assets measured at FVTPL are recognized in the statements of profit or loss. These changes are reported as either net realized gains (losses) or unrealized gains (losses) on investments, as appropriate.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the asset's cash flows expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognized in OCI and accumulated in equity is recognized in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognized in OCI is not subsequently reclassified to profit or loss, but is transferred to retained earnings.

Financial Liabilities and Equity Instruments

Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

The Company's financial liabilities classified under this category include accrued expenses and other payables, due to brokers and payable to fund manager.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Equity instruments

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Share capital

Share capital consisting of ordinary shares is classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax. Any excess of proceeds from issuance of shares over its par value is recognized as additional paid-in capital.

Deficit

Deficit represent accumulated loss attributable to equity holders of the Company after deducting dividends declared. Deficit may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Repurchase, disposal and reissuance of share capital (treasury shares)

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable cost, net of any tax effects, is recognized as a reduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognized as increase in equity, and the resulting surplus or deficit on the transaction is presented as additional paid-in capital.

Contingent Liabilities and Assets

Contingent liabilities and assets are not recognized because their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent liabilities are disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized, but are disclosed only when an inflow of economic benefits is probable. When the realization of income is virtually certain, asset should be recognized.

Revenue Recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a product or service to a customer.

Dividend income

Dividend income from investments is recognized when the shareholders' rights to receive payments have been established, usually at ex-dividend rate, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Realized gains or losses

Gains or losses arising on the disposal of investments are determined as the difference between the sales proceeds and the carrying amount of the investments and is recognized in profit or loss.

Fair value gains or losses

Gains or losses arising from changes in fair values of investments are disclosed under the policy on financial assets.

Expense Recognition

Expenses are recognized in profit or loss when incurred.

Expenses in the statements of comprehensive income are presented using the function of expense method. Investment expenses are transaction costs incurred in the purchase and sale of investments. Operating expenses are costs attributable to the administrative and other business expenses of the Company including management fees and custodianship fees.

Fair Value

In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Levels 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Related Party Transactions

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. An entity that is a post-employment benefit plan for the employees of the Company and the key management personnel of the Company are also considered to be related parties.

Taxation

Income tax expense represents the sum of the current tax, final tax and deferred tax expense.

Current tax

The current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. In 2024, The Company's current tax expense is calculated using 25% regular corporate income tax (RCIT) rate. In 2023, The Company's current tax expense is calculated using 25% regular corporate income tax (RCIT) rate or 1% minimum corporate income tax (MCIT) rate in July 1, 2020 to June 30, 2023 and 25% RCIT rate or 2% MCIT rate, whichever is higher, effective July 1, 2023, respectively.

Final tax

Final tax expense represents final taxes withheld on interest income from cash and cash equivalents and fixed-income securities and final taxes withheld on proceeds from sale of listed equity securities.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in OCI or directly in equity, in which case, the current and deferred taxes are also recognized in OCI or directly in equity, respectively.

Earnings (Loss) per Share

The Company computes its basic earnings (loss) per share by dividing profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

For the purpose of calculating diluted earnings (loss) per share, profit or loss for the year attributable to ordinary equity holders of the Company and the weighted average number of shares outstanding are adjusted for the effects of DFFS which are dilutive potential ordinary shares.

Net Asset Value per Share (NAVPS)

The Company computes its NAVPS by dividing the total net asset value as at the end of the reporting period by the number of issued and outstanding shares and shares to be issued on deposits for future share subscriptions.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments in Applying Accounting Policies

The following are the critical judgments, apart from those involving estimations, that Management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated.

The Company monitors financial assets measured at amortized cost that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

The Company measures its financial assets at amortized cost if the financial asset qualifies for both SPPI and business model test. The Company's business model is to hold the asset and to collect its cash flows which are SPPI. All other financial assets that do not meet the SPPI and business model test are measured at FVTPL.

As at December 31, 2024 and 2023, the Company's financial assets measured at FVTPL amounted to P483,840,942 and P610,341,838, respectively, as disclosed in Note 7 while the financial assets measured at amortized cost amounted to P9,843,448 and P23,714,256, respectively, composed of cash and cash equivalents, accrued interest receivable and dividends receivable as disclosed in Notes 6 and 7.

Puttable shares designated as equity instruments

The Company's share capital met the specified criteria to be presented as equity. The Company designated its redeemable share capital as equity instruments since the Company's share capital met the criteria specified in PAS 32, *Financial Instruments: Presentation*, to be presented as equity.

A puttable financial instrument includes a contractual obligation for the issuer to repurchase or redeem that instrument for cash or another financial asset on exercise of the put. As an exception to the definition of a financial liability, an instrument that includes such an obligation is classified as an equity instrument if it has met all the following features:

- a. it entitles the holder to a pro rata share of the entity's net assets in the event of the entity's liquidation. The entity's net assets are those assets that remain after deducting all other claims on its assets;
- b. it is in the class of instruments that is subordinate to all other classes of instruments;
- c. all financial instruments in the class of instruments that is subordinate to all other classes of instruments have identical features;
- d. apart from the contractual obligation for the issuer to repurchase or redeem the instrument for cash or another financial asset, the instrument does not include any contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity, and it is not a contract that will or may be settled in the entity's own equity instruments; and
- e. the total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the entity over the life of the instrument (excluding any effects of the instrument).

As at December 31, 2024 and 2023, the recognized amount of share capital representing puttable shares in the statements of financial position amounted to P35,069,670 as disclosed in Note 11.

Key Sources of Estimation Uncertainty

The following are the Company's key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Deferred tax asset

The Company reviews the carrying amount at the end of each reporting period and reduces deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. However, there is no assurance that the Company will generate sufficient taxable profit that will allow all or part of its deferred tax asset to be utilized.

Based on Management's expectation of the Company's future taxable income, the Company did not recognize the deferred tax asset as at December 31, 2024 and 2023, as disclosed in Note 17.

Determining the fair value of investments in debt securities classified as financial assets at FVTPL

The Company carries its investments in traded debt securities at fair value, which requires use of accounting estimates and judgment. Since market interest rate is a significant component of fair value measurement, fair value would differ if the Company applied a different set of reference rates in the valuation methodology. Any change in the fair value of these financial assets would affect profit or loss and equity.

As at December 31, 2024 and 2023, the carrying amounts of investments in debt securities classified as financial assets at FVTPL amounted to P198,918,670 and P237,668,340, respectively, as disclosed in Note 7.

6. CASH AND CASH EQUIVALENTS

This account consists of the following:

| | 2024 | 2023 |
|------------------|--------------------|-------------|
| Cash in banks | P 7,153,138 | P 6,332,304 |
| Cash equivalents | - | 15,012,836 |
| | P 7,153,138 | P21,345,140 |

Cash in banks earned interest amounting to P32,682, P43,047 and P198,005 at average rates of 0.48%, 0.11% and 0.07% in 2024, 2023 and 2022, respectively, as disclosed in Note 14.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Company classifies an investment as cash equivalents if that investment has a maturity of three months or less from the date of acquisition.

Cash equivalents earned interest income amounting P125,915, P2,190,149 and P2,127,259 at average rates of 1.68%, 36.49% and 9.45% in 2024, 2023 and 2022, respectively as disclosed in Note 14. Accrued interest receivable amounted to nil and P5,505 as at December 31, 2024 and 2023.

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

This account consists of:

| | 2024 | 2023 |
|--|----------------------|---------------|
| Investments in listed equity shares | P 284,922,272 | P 372,673,498 |
| Investments in fixed-income securities | 198,918,670 | 237,668,340 |
| | P 483,840,942 | P 610,341,838 |

Investments in equity securities are composed of ordinary and preferred shares.

Investments in fixed-income securities include investment in treasury notes.

The Company recognized dividend income from investments in listed equity securities amounting to P9,895,217, P15,862,157 and P22,524,154 in 2024, 2023 and 2022, respectively. Dividends receivable amounted to P102,865 and P211,521 as at December 31, 2024 and 2023, respectively.

Interest income earned on fixed-income securities amounted to P14,191,431, P25,487,996 and P11,780,442 in 2024, 2023 and 2022, respectively, as disclosed in Note 14. Average rates earned on these investments are also disclosed in Note 14.

Accrued interest receivable amounted to P2,587,445 and P2,152,090 as at December 31, 2024 and 2023.

Net gains (losses) on investments recognized in profit or loss arising from financial assets at FVTPL are as follows:

| | 2024 | 2023 | 2022 |
|--|---------------------|---------------|---------------|
| Net realized gains (losses) on investments: | | | |
| Equity securities | P 12,553,053 | (P 1,137,645) | (P10,350,113) |
| Fixed-income securities | (946,309) | 6,637,475 | (7,289,994) |
| | 11,606,744 | 5,499,830 | (17,640,107) |
| Net unrealized gains (losses) on investments: | | | |
| Equity securities | 4,812,774 | 747,455 | (52,615,977) |
| Fixed-income securities | (3,162,960) | 522,860 | 2,086,900 |
| | 1,649,814 | 1,270,315 | (50,529,077) |
| | P 13,256,558 | P 6,770,145 | (P68,169,184) |

The movements in the financial assets at FVTPL are summarized as follows:

| | 2024 | 2023 | 2022 |
|---------------------------|----------------------|-----------------|-----------------|
| Balance, January 1 | P 610,341,838 | P1,105,460,516 | P1,222,649,561 |
| Additions | 437,258,500 | 1,222,914,018 | 3,323,140,342 |
| Disposal | (565,409,210) | (1,719,303,011) | (3,389,800,310) |
| Unrealized gains (losses) | 1,649,814 | 1,270,315 | (50,529,077) |
| Balance, December 31 | P 483,840,942 | P 610,341,838 | P1,105,460,516 |

The following presents the breakdown of the maturity profile of the principal amounts of fixed-income securities:

| | 2024 | 2023 |
|--|---------------------|--------------|
| Due after one year through five years | P 18,300,000 | P 69,000,000 |
| Due after five years through ten years | 122,406,000 | 24,850,000 |
| Due after ten years | 44,790,000 | 119,895,000 |
| | P185,496,000 | P216,445,000 |

8. DUE TO BROKERS

Due to brokers account pertains to amounts payable to brokers for the purchase of investments, processed on or before the reporting period, which are settled three days after the transaction date.

Due to brokers amounted nil as at December 31, 2024 and 2023.

Counterparties to the contract are not allowed to offset payable and receivable arising from the purchase and sale of investments.

Commissions are paid to brokers when buying and selling shares of stocks. Commission amounted to P843,002, P2,993,626 and P7,166,666 were incurred in 2024, 2023 and 2022, respectively.

9. ACCRUED EXPENSES AND OTHER PAYABLES

This account consists of:

| | 2024 | 2023 |
|---|--------------------|--------------------|
| Due to investors | P 814,613 | P 920,616 |
| Withholding and documentary stamp taxes | 90,757 | 109,443 |
| Professional fees | 99,949 | 179,065 |
| Custodianship fees | 25,799 | 24,873 |
| Others | 2,689 | - |
| | P 1,033,807 | P 1,233,997 |

Due to investors account pertains to amounts payable to investors for the redemption of their investments processed on or before the reporting period, which are usually paid three days after the transaction date. Other payables are non-interest bearing and are normally settled within one year.

10. RELATED PARTY TRANSACTIONS

In the normal course of business, the Company transacts with companies which are considered related parties under PAS 24, *Related Party Disclosures*.

The details of transactions with related parties and the amounts paid or payable are set out below.

| Nature of Transaction | Transactions During the Year | | | Outstanding Payable | | Term | Condition | Notes |
|--|------------------------------|-------------|-------------|---------------------|------------|---|-------------------------|-------|
| | 2024 | 2023 | 2022 | 2024 | 2023 | | | |
| SLAMCI – Fund Manager | | | | | | | | |
| Management, Distribution and Transfer fees | P13,427,975 | P24,762,956 | P28,777,418 | P968,306 | P1,182,726 | 2.15% of average daily net assets; settled in cash on or before the 15 th day of the following month | Unsecured; Unguaranteed | a |
| Key Management Personnel | | | | | | | | |
| Directors' fees | 255,451 | 255,286 | 300,345 | - | - | Payable on demand; Settled in cash | Unsecured; Unguaranteed | b |

Details of the Company's related party transactions are as follows:

a. Investment Management

On October 12, 2012, the Company and SLAMCI entered into a Management and Distribution Agreement (MDA) wherein SLAMCI will act as its fund manager, adviser, administrator, distributor and transfer agent and will provide management, distribution and all required operational services. Under the MDA, SLAMCI will receive aggregate fees for these services at an annual rate of 2.00% (exclusive of VAT) of the net assets attributable to shareholders on each valuation day. Moreover, under the Transfer Agency Agreement, SLAMCI receives aggregate fees for these services at an annual rate of 0.15% (exclusive of VAT) of the net assets attributable to shareholders on each valuation day.

On January 22, 2024, the Board of Directors of the Company and SLAMCI jointly approved to continue its MDA and Transfer Agency Agreements based on the provisions of ICA 2018 IRR (Implementing Rules and Regulations of the Investment Company Act 2018) published by the SEC on January 11, 2018. The agreements shall remain to continue in effect from year to year as approved by the respective Board of Directors of the Company and SLAMCI.

Management, distribution and transfer fees charged by SLAMCI to the Company in 2024, 2023 and 2022 amounted to P13,427,975, P24,762,956 and P28,777,418, respectively. Accrued management fees as at December 31, 2024 and 2023 amounting to P968,307 and P1,182,726, respectively, are shown as "Payable to Fund Manager" in the statements of financial position.

b. Remuneration of Directors

Remuneration of directors is presented in the statements of comprehensive income under "Directors' Fees" account amounting to P255,451, P255,286 and P300,345 in 2024, 2023 and 2022 respectively, which are usually paid to directors based on the number of meetings held and attended. There were no accrued Directors' fees as at December 31, 2024 and 2023.

Except for the Board of Directors, the Company has no key management personnel and employees. Pursuant to the Company's MDA with SLAMCI, the latter provides all staff of the Company, including executive officers and other trained personnel.

11. EQUITY

Movements are as follows:

| | 2024 | | 2023 | | 2022 | |
|--------------------------------|----------------------|------------------------|---------------|----------------|---------------|----------------|
| | Shares | Amount | Shares | Amount | Shares | Amount |
| Authorized: P0.01 par value | | | | | | |
| At December 31 | 5,200,000,000 | P 52,000,000 | 5,200,000,000 | P 52,000,000 | 5,200,000,000 | P 52,000,000 |
| Fully paid: | | | | | | |
| At December 31 | 3,506,967,024 | P 35,069,670 | 3,506,967,024 | P 35,069,670 | 3,506,967,024 | P 35,069,670 |
| Treasury shares: | | | | | | |
| At January 1 | 2,808,437,502 | P 2,659,502,740 | 2,192,658,591 | P2,125,104,527 | 2,107,653,044 | P1,989,974,370 |
| Acquired during the year | 168,375,182 | 157,729,937 | 615,865,127 | 534,484,292 | 85,116,255 | 135,235,576 |
| Reissuance | (117,634) | (117,446) | (86,216) | (86,079) | (110,708) | (105,419) |
| At December 31 | 2,976,695,050 | P 2,817,115,231 | 2,808,437,502 | P2,659,502,740 | 2,192,658,591 | P2,125,104,527 |

Fully paid ordinary shares with a par value of P0.01 carry one vote per share and carry a right to dividends.

Incorporation

The Company was incorporated on August 31, 2012 with 200,000,000 authorized shares at par value of P0.01 per share.

Approved changes

On October 10, 2012, the shareholders approved the blanket increase from 200,000,000 shares to 100,000,000,000 shares with a par value of P0.01 per share. The Board was authorized to implement the increase in tranches.

On March 22, 2013, the Board of Directors approved the first tranche of share capital increase by 2,000,000,000 shares (from 200,000,000 shares to 2,200,000,000 shares with a par value of P0.01 per share). The SEC subsequently approved the increase on January 22, 2014 and the registration statement on July 3, 2014.

Deposits for future stock subscriptions received in cash amounting to P500,000,000 equivalent to 500,000,000 shares from investors in 2013 for the increase in authorized share capital is recognized in equity since the Company has met all of the conditions required for such recognition as disclosed in Note 4.

On August 6, 2013, the Board of Directors approved the second tranche of share capital increase by 3,000,000,000 shares (from 2,200,000,000 shares to 5,200,000,000 shares with a par value of P0.01 per share) which was subsequently approved by the SEC on December 23, 2014. On July 13, 2017, the registration statement was approved by the SEC.

Current state

As at December 31, 2024, the Company has 530,271,974 issued and outstanding shares out of the 5,200,000,000 ACS with a par value of P0.01 per share.

The annual summary of the transaction of the Company's outstanding shares is as follows:

| Year | NAVPS, end | Issuances | Redemptions | Balances |
|------|------------|---------------|---------------|---------------|
| 2012 | P0.9908 | 50,000,000 | - | 50,000,000 |
| 2013 | P0.9029 | - | - | 50,000,000 |
| 2014 | P0.9998 | 3,503,921,187 | (48,031,602) | 3,505,889,585 |
| 2015 | P0.9260 | 38,792,139 | (146,889,954) | 3,397,791,770 |
| 2016 | P0.8962 | 5,155,668 | (324,454,812) | 3,078,492,626 |
| 2017 | P1.0203 | 18,495,215 | (732,722,627) | 2,364,265,214 |
| 2018 | P0.9217 | 503,652 | (450,492,552) | 1,914,276,314 |
| 2019 | P0.9748 | - | (376,806,558) | 1,537,469,756 |
| 2020 | P0.8877 | - | (35,784,146) | 1,501,685,610 |
| 2021 | P0.9396 | 16,408,202 | (118,779,832) | 1,399,313,980 |
| 2022 | P0.8789 | 110,708 | (85,116,255) | 1,314,308,433 |
| 2023 | P0.9042 | 86,216 | (615,865,127) | 698,529,522 |
| 2024 | P0.9272 | 117,634 | (168,375,182) | 530,271,974 |

The total number of shareholders as at December 31, 2024, 2023 and 2022 is 5,000, 4,999 and 4,998, respectively.

Redeemable shares

Redeemable shares carry one vote each, and are subject to the following:

a. Distribution of dividends

Each shareholder has a right to any dividends declared by the Company's Board of Directors and approved by 2/3 of its outstanding shareholders.

b. Denial of pre-emptive rights

No shareholder shall, because of his ownership of the shares, has a pre-emptive or other right to purchase, subscribe for, or take any part of shares or of any other securities convertible into or carrying options or warrants to purchase shares of the registrant.

c. Right of redemption

The holder of any share, upon its presentation to the Company or to any of its duly authorized representatives, is entitled to receive, by way of redemption, approximately his proportionate share of the Company's current net assets or the cash equivalent thereof. Shares are redeemable at any time at their net assets value less any applicable sales charges and taxes.

12. ADDITIONAL PAID-IN CAPITAL

Additional paid-in capital of P3,267,784,061, P3,267,793,704 and P3,267,804,689 as at December 31, 2024, 2023 and 2022, respectively, pertains to excess payments over par value from investors and from reissuance of treasury shares.

13. NET ASSET VALUE PER SHARE (NAVPS)

NAVPS is computed as follows:

| | Note | 2024 | 2023 |
|--------------------|------|----------------------|---------------|
| Total equity | | P 491,693,245 | P 631,650,347 |
| Outstanding shares | 11 | 530,271,974 | 698,529,522 |
| NAVPS | | P 0.9272 | P 0.9043 |

NAVPS is based on issued, outstanding and fully paid shares minus treasury shares. The expected cash outflow on redemption of these shares is equivalent to computed NAVPS as at reporting period.

14. INTEREST INCOME

This account consists of interest income on the following:

| | Notes | 2024 | 2023 | 2022 |
|-------------------------|-------|--------------------|-------------|-------------|
| Fixed-income securities | 7 | P14,191,431 | P25,487,996 | P11,780,442 |
| Cash in banks | 6 | 32,682 | 43,047 | 198,005 |
| Cash equivalents | 6 | 125,915 | 2,190,149 | 2,127,259 |
| | | P14,350,028 | P27,721,192 | P14,105,706 |

Interest income is recorded gross of final withholding tax which is shown as "Income tax expense" account in the statements of comprehensive income.

Average interest rates of investments, cash and cash equivalents in 2024, 2023 and 2022 are as follows:

| | 2024 | 2023 | 2022 |
|-------------------------|--------------|--------|-------|
| Fixed-income securities | 7.04% | 7.13% | 6.79% |
| Cash in banks | 0.48% | 0.00% | 0.07% |
| Cash equivalents | 1.68% | 36.49% | 9.45% |

Interest income earned on financial assets, analyzed by category, is as follows:

| | Notes | 2024 | 2023 | 2022 |
|---------------------------|-------|--------------------|-------------|-------------|
| Financial assets at FVTPL | 7 | P14,191,431 | P25,487,996 | P11,780,442 |
| Cash and cash equivalents | 6 | 158,597 | 2,233,196 | 2,325,264 |
| | | P14,350,028 | P27,721,192 | P14,105,706 |

15. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

| | 2024 | 2023 | 2022 |
|--|---------------------|---------------|----------------|
| Total comprehensive income (loss) for the year | P 17,665,029 | P 10,907,419 | (P 82,238,740) |
| Weighted average number of issued and outstanding shares | 603,813,616 | 1,175,632,707 | 1,351,713,503 |
| Basic earnings (loss) per share | P 0.029 | P 0.009 | (P 0.061) |

As at December 31, 2024, 2023 and 2022, the Company has no dilutive potential ordinary shares.

16. FAIR VALUE OF FINANCIAL INSTRUMENTS

Assets measured at fair value on a recurring basis

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value classified under level 1 based on the degree to which the inputs to fair value are observable.

| | Note | Level 1 |
|--|------|---------------------|
| December 31, 2024 | | |
| Investments in listed equity shares | 7 | P284,922,272 |
| Investments in fixed-income securities | 7 | 198,918,670 |
| | | P483,840,942 |
| December 31, 2023 | | |
| Investments in listed equity shares | 7 | P 372,673,498 |
| Investments in fixed-income securities | 7 | 237,668,340 |
| | | P 610,341,838 |

The fair values of fixed-income securities are based on quoted prices of done deal rates and bid rates of identical instruments.

Listed equity securities are valued at quoted prices as at reporting date.

No transfers in fair value hierarchy were made as at December 31, 2024 and 2023. Total unrealized gain or loss on investments relating to financial assets that are measured at fair value at the end of the reporting period are presented separately in the statements of comprehensive income and disclosed in Note 7.

Financial asset and liabilities not measured at fair value

Cash and cash equivalents, accrued interest receivable, dividends receivable, accrued expenses and other payables excluding withholding and documentary stamp taxes, due to brokers, and payable to fund manager have short-term maturities, hence, their carrying amounts are considered their fair values.

17. INCOME TAXES

Details of current tax expense are as follows:

| | 2024 | 2023 | 2022 |
|-----------|--------------------|-------------|-------------|
| Final tax | P 4,721,910 | P10,772,972 | P13,469,368 |
| MCIT | 11 | - | 17 |
| | P 4,721,921 | P10,772,972 | P13,469,385 |

The reconciliation between tax expense and the product of accounting profit (loss) multiplied by 25% in 2024, 2023 and 2022 is as follows:

| | 2024 | 2023 | 2022 |
|--|---------------------|-------------|---------------|
| Accounting profit (loss) | P 22,386,950 | P21,680,391 | (P68,769,355) |
| Tax expense (benefit) at 25% in 2024 2023 and 2022 | P 5,596,738 | P 5,420,098 | (P17,192,339) |
| Adjustment for income subject to lower tax rate | 1,134,403 | 3,842,674 | 9,942,942 |
| Tax effects of: | | | |
| Net unrealized fair value loss (gains) on investments | (412,454) | (317,579) | 12,632,269 |
| Unrecognized MCIT | 11 | - | 17 |
| Unrecognized Net Operating Loss Carry-Over (NOLCO) | 3,778,713 | 7,168,276 | 9,307,508 |
| Dividend income exempt from tax | (2,473,804) | (3,965,539) | (5,631,039) |
| Net realized loss (gain) on investments | (2,901,686) | (1,374,958) | 4,410,027 |
| | P 4,721,921 | P10,772,972 | P13,469,385 |

On March 26, 2021, the Republic Act (RA) 11534 also known as "Corporate Recovery and Tax Incentives for Enterprises Act" or "CREATE" Act was passed into law which reduced the corporate income tax rates and rationalized the current fiscal incentives by making it time-bound, targeted and performance-based.

Among others, the Act includes the following significant revisions:

1. Effective July 1, 2020, domestic corporations with total assets not exceeding P100 million and net taxable income of P5 million and below shall be subject to 20% income tax rate while the other domestic corporations and resident foreign corporations will be subject to 25% tax income tax rate.

Details of the Company's NOLCO from 2019 to 2024 are as follows:

| Year Incurred | Year of Expiry | Beginning Balance | Additions | Expired | 2024 Balance |
|---------------|----------------|-------------------|-------------|---------------|--------------------|
| 2019 | 2022 | P46,370,274 | P - | (P46,370,274) | P - |
| 2022 | 2025 | 37,230,031 | - | - | 37,230,031 |
| 2023 | 2026 | 28,673,104 | - | - | 28,673,104 |
| 2024 | 2027 | - | 15,114,852 | - | 15,114,852 |
| | | P112,273,408 | P15,114,852 | (P46,370,274) | P81,017,986 |

Details of the Company's NOLCO from 2020 to 2021 covered by Revenue Regulations (RR) No. 25-2020 are as follows:

| Year of Incurrence | Year of Expiry | Beginning Balance | Addition | Expired | 2024 Balance |
|--------------------|----------------|-------------------|----------|---------|--------------------|
| 2020 | 2025 | P35,365,475 | P - | P - | P35,365,475 |
| 2021 | 2026 | 39,380,016 | - | - | 39,380,016 |
| | | P74,745,491 | P - | P - | P74,745,491 |

Pursuant to Section 4 COVID-19 Response and Recovery Interventions paragraph (bbbb) of Republic Act No. 11494 also known as "Bayanihan to Recover As One Act" and to RR No. 25-2020 of Bureau of Internal Revenue, the NOLCO incurred by the Company for taxable years 2020 and 2021 shall be carried over as a deduction from gross income for the next five consecutive taxable years immediately following the year of such loss.

Details of MCIT are as follows:

| Year Incurred | Year of Expiry | Amount | Applied Previous Year | Applied Current Year | Expired | Effects of changes in tax rate | Unapplied |
|---------------|----------------|--------|-----------------------|----------------------|---------|--------------------------------|-------------|
| 2019 | 2022 | P 57 | P - | P - | (P57) | P - | P - |
| 2021 | 2024 | 461 | - | - | (461) | - | - |
| 2022 | 2025 | 17 | - | - | - | - | 17 |
| 2024 | 2027 | 11 | - | - | - | - | 11 |
| | | P 545 | P - | P - | (P518) | P - | P 28 |

Deferred tax asset on NOLCO and MCIT were not recognized since Management believes that future taxable income will not be available against which the deferred tax asset can be utilized.

The Company's interest income arising from cash in banks, cash equivalents, and fixed-income securities and realized gains on sale of listed equity securities are already subjected to final tax and are therefore excluded from the computation of taxable income subject to RCIT.

Realized gains on redemption of investments in mutual funds are exempted from tax and are therefore excluded from the computation of taxable income subject to RCIT and MCIT.

18. CONTINGENCIES

The Company has no pending legal cases as at December 31, 2024 and 2023 that may have a material effect on the Company's financial position and results of operations.

19. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk, which includes interest rate, and equity price risks, credit risk and liquidity risk. The Fund Manager exerts best efforts to anticipate events that would negatively affect the value of the Company's assets and take appropriate actions to counter these risks. However, there is no guarantee that the strategies will work as intended. The policies for managing specific risks are summarized below.

Market risk

The Company's activities expose it primarily to the financial risks of changes in interest rates and prices of equity securities in the stock market. There has been no change in the manner in which the Company manages and measures the risk.

Interest rate risk

Interest rate risk refers to the possibility that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest.

The primary source of the Company's interest rate risk relates to cash in banks, cash equivalents, and fixed-income securities. Interest rates of the financial assets are disclosed in Note 6, 7, and 14.

The risk is managed by the Fund Manager by actively monitoring the prevailing interest rate environment. The duration of the portfolio is reduced during periods of rising rates and widening credit spreads to maximize interest income potential. Conversely, the same is increased during periods of falling rates and narrowing credit spreads.

A 50 basis points increase or decrease in the interest rates had been determined for sensitivity analysis based on the exposure to interest rates for financial assets at FVTPL and loans and receivables at the end of each reporting period. The same is used for reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonable effect of the maximum possible movement in interest rates.

The following table details the increase or decrease in net profit if interest rates had been 50 basis points higher or lower and all other variables are held constant for the years ended 2024, 2023, and 2022:

| Change in Interest rates | Increase (Decrease) in Net Profit/Equity | | |
|--------------------------|--|---------------|----------------|
| | 2024 | 2023 | 2022 |
| +50 basis | (P 6,934,696) | (P 6,934,701) | (P 11,450,716) |
| -50 basis | 7,261,576 | 7,261,580 | 11,999,752 |

In Management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Equity price risk

The Company is exposed to equity price risks arising from investments in listed equity securities. Investments in equity securities could either be held for strategic or trading purposes.

The risk is managed by the Fund Manager by actively monitoring the domestic equity market. Portfolios are traded based on a combination of regularly-carried out fundamental and technical analyses of stock prices.

Based on the exposure to equity price risks at the end of each reporting period, if equity prices had been 2% higher or lower, profit or loss for the years ended December 31, 2024, 2023 and 2022 would have increased or decreased by P5,454,888, P7,273,990 and P13,396,239, respectively.

In Management’s opinion, the sensitivity analysis is unrepresentative of the inherent equity price risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing only with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults, and transacts only with entities that are rated with equivalent of investment grade of “High” down to “Satisfactory”. This information is supplied by independent rating agencies, when available. If the information is not available, the Company uses other publicly available financial information and its own trading records to rate its major counterparties. The Company’s exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The table below summarizes the current internal credit rating equivalence system of the Company.

| Summary rating | S&P rating | Internal credit rating |
|-----------------------|-----------------------|-------------------------------|
| High | AAA | AAA |
| High | AA | AA- to AA+ |
| High | A | A- to A+ |
| High | BBB | BBB- to BBB+ |
| Satisfactory | BB | BB- to B+ |
| Acceptable | B | B- to B+ |
| Low | CCC/C | CCC- to CCC+ |

The carrying amount of cash and cash equivalents, accrued interest receivable, and dividends receivable are recorded in the financial statements represents the Company’s maximum exposure to credit risk. The Company determined that the credit quality of cash and cash equivalents, accrued interest receivable, and dividends receivable as high grade and low credit risk investments. Therefore, no ECL is recognized for these financial assets.

Liquidity risk

Liquidity risk arises when the Company encounters difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company aims to maintain an appropriate level of liquidity which means having sufficient liquidity to be able to meet all obligations promptly under foreseeable adverse circumstances, while not having excessive liquidity.

The Company maintains at least ten percent of the fund in liquid/semi-liquid assets in the form of cash in banks, special savings deposits, accrued interest receivable, dividend receivable and other collective schemes wholly invested in liquid/semi-liquid assets to assure necessary liquidity. This is also in compliance to Section 6.10 of the Implementing Rules and Regulations of the Investment Company Act series of 2018.

The Fund Manager manages liquidity risks by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities. The table had been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

| | Less than One Month | One Month to One Year | Total |
|-------------------------------------|---------------------|-----------------------|-------------------|
| 2024 | | | |
| Accrued expenses and other payables | P 843,101 | P 99,949 | P 943,050 |
| Payable to fund manager | 968,306 | - | 968,307 |
| | P1,811,407 | P 99,949 | P1,911,357 |
| 2023 | | | |
| Accrued expenses and other payables | P 945,489 | P179,065 | P1,124,554 |
| Payable to fund manager | 1,182,726 | - | 1,182,726 |
| | P2,128,215 | P179,065 | P2,307,280 |

The difference between the carrying amount of accrued expenses and other payables disclosed in the statements of financial position and the amount disclosed in this note pertains to withholding and documentary stamp taxes that are not considered financial liabilities.

The following table details the Company's expected maturity for its financial assets. The table had been drawn up based on contractual maturities of the financial assets including interest that will be earned on those assets, except when the Company anticipates that the cash flows will occur in a different period.

| | Average Effective Interest Rate | Less than One Year | One Year to Five Years | Five Years to Ten Years | More than Ten Years | Total |
|---|---------------------------------|---------------------|------------------------|-------------------------|---------------------|---------------------|
| 2024 | | | | | | |
| Cash in banks | 0.48% | P 7,153,138 | P - | P - | P - | P 7,153,138 |
| Financial assets at fair value through profit or loss | 7.04% | 133,213 | 18,824,301 | 62,387,737 | 105,626,353 | 186,971,604 |
| Accrued interest receivable | | 102,865 | - | - | - | 102,865 |
| Dividends receivable | | 2,587,445 | - | - | - | 2,587,445 |
| | | P 9,976,661 | P 18,824,301 | P 62,387,737 | P105,626,353 | P196,815,052 |
| 2023 | | | | | | |
| Cash in banks | 0.00% | P 6,332,304 | P - | P - | P - | P 6,332,304 |
| Cash equivalents | 36.49% | 15,012,836 | - | - | - | 15,012,836 |
| Financial assets at fair value through profit or loss | 7.13% | 156,007 | 69,609,092 | 28,070,687 | 120,362,074 | 218,197,860 |
| Accrued interest receivable | | 2,157,595 | - | - | - | 2,157,595 |
| Dividends receivable | | 211,521 | - | - | - | 211,521 |
| | | P 23,870,263 | P 69,609,092 | P 28,070,687 | P120,362,074 | P241,912,116 |

The Company expects to meet its obligations from operating cash flows and proceeds of maturing financial assets and sale of financial assets at FVTPL.

20. CAPITAL RISK MANAGEMENT

The Fund Manager manages the Company's capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the mix of high-quality debt and equity securities from domestic issuers.

The Company is guided by its Investment Policies and Legal Limitations. All the proceeds from the sale of shares, including the original subscription payments at the time of incorporation constituting the paid-in capital, is held by the pertinent custodian banks.

The capital structure of the Company consists of issued capital as disclosed in Note 11.

The Fund Manager manages the Company's capital and NAVPS, as disclosed in Notes 11, 12 and 13, to ensure that the Company's net asset value remains competitive and appealing to prospective investors.

The Company is also governed by the following fundamental investment policies:

- a. It does not issue senior securities;
- b. It does not intend to incur any debt or borrowing. In the event that borrowing is necessary, it can do so only if, at the time of its incurrence or immediately thereafter, there is asset coverage of at least 300% for all its borrowings;
- c. It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital;
- d. It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager's view on the prospects;
- e. It does not invest more than twenty percent (20%) of its net assets in real estate properties and developments, subject to investment restrictions and/or limitations under applicable law, if any;
- f. It does not purchase or sell commodity futures contracts;
- g. The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions;
- h. Subscribers are required to settle their subscriptions in full upon submission of their application for subscriptions;
- i. It may use various techniques to hedge investment risks; and
- j. It does not change its investment objectives without the prior approval of a majority of its shareholders and prior notice to the SEC.

The Investment Policies refer to the following:

- a. Investment Objective - to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Peso.
- b. Benchmark - the Company's performance is measured against 50% PSE Index and 50% Bloomberg Sovereign Bond Index, net of tax.
- c. Asset Allocation Range - the Company allocates its funds available for investments among cash and other deposit substitutes, fixed-income securities and equity securities based on certain proportion as approved by Management.

Other matters covered in the investment policy include the fees due to be paid to the Fund Manager with management and distribution fees each set at an annual rate of 2.00% of the net assets attributable to shareholders on each valuation day.

In compliance with SEC Memorandum Circular No. 21, Series of 2019 signed on September 24, 2019 in relation to independent Net Asset Value (NAV) calculation, SLAMCI (Fund Manager) engaged Citibank, N.A. Philippines to service its fund accounting functions including calculation of its NAV every dealing day. In December 2020, SLAMCI implemented the outsourced fund accounting to all Sun Life Prosperity Funds.

As at December 31, 2024 and 2023, the Company is in compliance with the above requirements and minimum capital requirement of P50,000,000.

The equity ratio at year-end is as follows:

| | 2024 | 2023 |
|--------------|----------------------|---------------|
| Equity | P 491,693,245 | P 631,650,347 |
| Asset | 493,695,358 | 634,067,070 |
| Equity ratio | 0.9959:1 | 0.9962:1 |

The Management believes that the above ratios are within the acceptable range.

21. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE (BIR) UNDER REVENUE REGULATIONS NO. 15-2010

The following information on taxes and license fees paid or accrued during the 2024 taxable year is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

Documentary stamp tax

Documentary stamp taxes incurred by the Company during 2024 amounted to P9 representing taxes paid in connection with the issuance of share certificates by the Company to its shareholders. The documentary stamp tax paid by the Company to the BIR includes those charged against the shareholder's investment for share certificate issuances in excess of ten (10) inter-fund transfers per calendar year.

Other taxes and licenses

Details of other taxes and licenses and permit fees paid or accrued in 2024 are as follows:

| Charged to Operating Expenses | |
|--------------------------------------|------------------|
| Business permits | P 140,007 |
| Annual registration | 25,000 |
| Residence or community tax | 10,500 |
| Filing and registration fees | 7,575 |
| | P 183,082 |

Withholding taxes

Withholding taxes paid and accrued and/or withheld consist of:

| | Paid | Accrued | Total |
|----------------------------|--------------------|-----------------|--------------------|
| Expanded withholding taxes | P 1,011,197 | P 90,757 | P 1,101,954 |

Deficiency tax assessments

The Company has no tax assessments and tax cases in 2024.

22. APPROVAL OF FINANCIAL STATEMENTS

The financial statements of the Company have been approved and authorized for issuance by the Board of Director on March 25, 2025.

* * *

INDEPENDENT AUDITOR'S REPORT ON RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

To the Board of Directors and Shareholders
SUN LIFE PROSPERITY DYNAMIC FUND, INC.
(An Open-end Investment Company)
Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Sun Life Prosperity Dynamic Fund, Inc. (the Company) as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022, and have issued our report thereon dated March 31, 2025. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information shown in the Reconciliation of the Company's Retained Earnings Available for Dividend Declaration is the responsibility of the Management. The schedule is presented for purposes of complying with the Revised Securities Regulation Code (SRC) Rule 68, and are not part of the basic financial statements. The schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

Navarro Amper & Co.

BOA/PRC ACR. No. 0004, valid until September 22, 2027



Lloyd Ryan C. Moraño

Partner

CPA Certificate No. 0108235

TIN 226-565-008

BIR ACR. No. 08-002552-090-2023, March 10, 2023; effective until March 9, 2026

BOA/PRC ACR. No. 0004/P-014, valid until September 22, 2027

PTR No. A-6396519, January 4, 2025, Taguig City

Taguig City, Philippines

March 31, 2025

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SUN LIFE PROSPERITY DYNAMIC FUND, INC.
RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
As at December 31, 2024

2024

| | | |
|--|---|-----------------|
| Unappropriated Retained Earnings, beginning of reporting period (see Footnote 2) | - | (2,786,185,953) |
| Add: Category A: Items that are directly credited to Unappropriated Retained Earnings | | |
| Reversal of Retained Earnings Appropriations | - | - |
| Effect of restatements or prior-period adjustments | - | - |
| Others (describe nature) | - | - |
| | - | - |
| Less: Category B: Items that are directly deducted to Unappropriated Retained Earnings | | |
| Dividend declaration during the reporting period | - | - |
| Retained Earnings appropriated during the reporting period | - | - |
| Effect of restatements or prior-period adjustments | - | - |
| Others (describe nature) | - | - |
| | - | - |
| Unappropriated Retained Earnings, as adjusted | - | (2,786,185,953) |
| Add/Less: Net income (loss) for the current year | | 17,665,029 |
| Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax) | | |
| • Equity in net income of associate/joint venture, net of dividends declared | - | - |
| • Unrealized foreign exchange gain (except those attributable to Cash and Cash Equivalents) | - | - |
| • Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | 1,649,813 |
| • Unrealized fair value gain of Investment Property | - | - |
| • Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature) | - | - |
| Sub-total | - | 1,649,813 |
| Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax) | | |
| • Realized foreign exchange gain (except those attributable to Cash and Cash Equivalents) | - | - |
| • Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | - |
| • Realized fair value gain of Investment Property | - | - |
| • Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS | - | - |
| Sub-total | - | - |
| Add: Category C.3: Unrealized income recognized in the profit or loss in prior periods but reversed in the current reporting period (net of tax) | | |
| • Reversal of previously recorded foreign exchange gain (except those attributable to Cash and Cash Equivalents) | - | - |
| • Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | 5,419,666 |
| • Reversal of previously recorded fair value gain of Investment Property | - | - |
| • Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS | - | - |
| Sub-total | - | 5,419,666 |
| Adjusted Net Income/Loss | - | 21,434,882 |
| Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax) | | |
| • Depreciation on revaluation increment (after tax) | - | - |
| Sub-total | - | - |
| Add/Less Category E: Adjustments related to relief granted by the SEC and BSP (see Footnote 3) | | |
| • Amortization of the effect of reporting relief | - | - |
| • Total amount of reporting relief granted during the year | - | - |
| • Others (describe nature) | - | - |
| Sub-total | - | - |
| Add/Less Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution | | |
| • Net movement of treasury shares (except for reacquisition of redeemable shares) | - | (157,612,491) |
| • Net movement of deferred tax asset not considered in reconciling items under the previous categories | - | - |
| • Net movement in deferred tax assets and liabilities related to same transactions, e.g., set up of ROU and lease liability, set up of asset and asset retirement obligation, and set-up of service concession asset and concession payable. | - | - |
| • Adjustments due to deviation from PFRS/GAAP - gain (loss) | - | - |
| • Others (describe nature) | - | - |
| Sub-total | - | (157,612,491) |
| Total Retained Earnings, end of the reporting period available for dividend | - | (2,922,363,562) |

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

To the Board of Directors and Shareholders
SUN LIFE PROSPERITY DYNAMIC FUND, INC.
(An Open-end Investment Company)
Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

We have audited the financial statements of Sun Life Prosperity Dynamic Fund, Inc. (the Company) as at December 31, 2024 and 2023, and for the years ended December 31, 2024, 2023, and 2022, in accordance with Philippine Standards on Auditing on which we have rendered an unqualified opinion dated March 31, 2025.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on the attached schedules A-H, as required by the Securities and Exchange Commission under the revised Securities Regulation Code (SRC) Rule 68, are presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of Management and has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Navarro Amper & Co.

BOA/PRC ACR. No. 0004, valid until September 22, 2027



Lloyd Ryan C. Moraño

Partner

CPA Certificate No. 0108235

TIN 226-565-008

BIR ACR. No. 08-002552-090-2023, March 10, 2023; effective until March 9, 2026

BOA/PRC ACR. No. 0004/P-014, valid until September 22, 2027

PTR No. A-6396519, January 4, 2025, Taguig City

Taguig City, Philippines
March 31, 2025

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SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Schedule of Financial Soundness Indicators and Financial Ratios
December 31, 2024 and December 31, 2023

| | Formula | 2024 | 2023 |
|--|--|-----------|------------|
| <i>Current/ Liquidity Ratios</i> | | | |
| a. Current ratio | Current Assets/Current Liabilities | 262.37:1 | 286.89:1 |
| b. Quick ratio | Quick Assets/Current Liabilities | 262.36:1 | 286.89:1 |
| c. Cash ratio | Cash/Current Liabilities | 8.83:1 | 12.55:1 |
| d. Days in receivable | Receivable/Revenue * No. of days | N/A | N/A |
| e. Working capital ratio | (Current Assets-Current Liabilities)/Current Liabilities | 261.37:1 | 285.89:1 |
| f. Net working capital to sales ratio | Working Capital / Total Revenue | 12.87:1 | 60.82:1 |
| g. Defensive Interval Ratio | 360* (Quick Assets / Proj. Daily Operating Expense) | 8934.04:1 | 14016.95:1 |
| <i>Solvency Ratios</i> | | | |
| a. Long-term debt to equity ratio | Noncurrent Liabilities/Total Equity | N/A | N/A |
| b. Debt to equity ratio | Total Liabilities/Total Equity | 0.00 | 0.00 |
| c. Long term debt to total asset ratio | Noncurrent Liabilities/Total Assets | N/A | N/A |
| d. Total debt to asset ratio | Total Liabilities/Total Assets | 0.00 | 0.00 |
| Asset to equity ratio | Total Assets/Total Equity | 1.00 | 1:01 |
| Interest rate coverage ratio | Earning Before Income Tax/Interest Expense | 0.00 | 0.00 |
| <i>Profitability Ratio</i> | | | |
| a. Earnings before interest and taxes (EBIT) margin | EBIT/Revenue | 62.44% | -362.09% |
| b. Earnings before interest, taxes and depreciation and amortization (EBITDA) margin | EBITDA/Revenue | 62.44% | -362.09% |
| c. Pre-tax margin | EBT/Revenue | 62.44% | -362.09% |
| d. Effective tax rate | Income Tax/EBIT | 21.09% | -19.59% |
| e. Post-tax margin | Net Income After Tax/Revenue | 49.27% | -433.01% |
| f. Return on equity | Net Income After Tax/Average Common Equity | 3.15% | -6.66% |
| g. Return on asset | NIAT/Average Total Assets | 3.13% | -6.55% |
| Capital intensity ratio | Total Assets/Revenue | 12.92:1 | 61.04:1 |
| Fixed assets to total assets | Fixed assets/Total assets | N/A | N/A |
| Dividend payout ratio | Dividends paid/Net Income | N/A | N/A |

Sun Life Prosperity Dynamic Fund Inc.
Schedule Required under SRC Rule 68

i. Percentage of Investment in a Single Enterprise to Net Asset Value
As of December 31, 2024 and December 31, 2023

| | 2024 | | | 2023 | | |
|--|---------------------------|-----------------|------------|---------------------------|-----------------|------------|
| | Investment (Market Value) | Net Asset Value | % over NAV | Investment (Market Value) | Net Asset Value | % over NAV |
| Equities | | | | | | |
| Aboitiz Equity Ventures Inc | - | 491,693,242 | 0.00% | 4,586,218 | 631,650,347 | 0.73% |
| Aboitiz Power Corporation | 5,285,540 | ** | - | - | ** | - |
| Alliance Global Group Inc. | - | 491,693,242 | 0.00% | 3,078,312 | 631,650,347 | 0.49% |
| Ayala Corporation | 14,717,430 | 491,693,242 | 2.99% | 22,670,490 | 631,650,347 | 3.59% |
| Ayala Land Inc. | 20,916,769 | 491,693,242 | 4.25% | 33,776,502 | 631,650,347 | 5.35% |
| Bank of the Philippine Islands | 24,422,082 | 491,693,242 | 4.97% | 26,677,742 | 631,650,347 | 4.22% |
| BDO Unibank Inc. | 27,313,776 | 491,693,242 | 5.56% | 30,491,195 | 631,650,347 | 4.83% |
| DMCI Holdings Inc. | - | ** | - | - | ** | - |
| Globe Telecom Inc. | 10,657,920 | 491,693,242 | 2.17% | 8,109,800 | 631,650,347 | 1.28% |
| AC Energy Corporation | - | ** | - | - | ** | - |
| Century Pacific Food Inc. | 2,982,645 | 491,693,242 | 0.61% | 5,865,025 | 631,650,347 | 0.93% |
| GT Capital Holdings Inc. | 9,133,040 | 491,693,242 | 1.86% | 13,457,900 | 631,650,347 | 2.13% |
| International Container Terminal Services Inc. | 35,029,500 | 491,693,242 | 7.12% | 33,651,180 | 631,650,347 | 5.33% |
| JG Summit Holdings Inc. | 329 | 491,693,242 | 0.00% | 9,570,271 | 631,650,347 | 1.52% |
| Manila Electric Company | 8,852,320 | 491,693,242 | 1.80% | 10,138,590 | 631,650,347 | 1.61% |
| Metropolitan Bank & Trust Company | 11,450,160 | 491,693,242 | 2.33% | 12,397,671 | 631,650,347 | 1.96% |
| PLDT, INC. | 5,046,615 | 491,693,242 | 1.03% | 8,443,958 | 631,650,347 | 1.34% |
| SM Investments Corporation | 37,403,794 | 491,693,242 | 7.61% | 45,488,752 | 631,650,347 | 7.20% |
| SM Prime Holdings Inc. | 17,272,266 | 491,693,242 | 3.51% | 39,942,903 | 631,650,347 | 6.32% |
| Universal Robina Corporation | - | 491,693,242 | 0.00% | 14,342,388 | 631,650,347 | 2.27% |
| Bloomberry Resorts Corporation | - | 491,693,242 | 0.00% | 4,517,544 | 631,650,347 | 0.72% |
| Jollibee Foods Corporation | 22,639,040 | 491,693,242 | 4.60% | 15,254,952 | 631,650,347 | 2.42% |
| Monde Nissin Corporation | 1,907,764 | 491,693,242 | 0.39% | 3,064,566 | 631,650,347 | 0.49% |
| Wilcon Depot, Inc. | - | ** | - | - | ** | - |
| Converge Information and Communications Technology Solutions | 2,960,076 | ** | - | - | ** | - |
| EEl Corporation - PHY2249U1290 | 5,707,350 | 491,693,242 | 1.16% | 5,001,723 | 631,650,347 | 0.79% |
| EEl Corporation - PHY2249U1373 | 15,267,626 | 491,693,242 | 3.11% | 15,744,312 | 631,650,347 | 2.49% |
| ROBINSONS LAND CO PHP1 | - | 491,693,242 | 0.00% | 6,401,504 | 631,650,347 | 1.01% |
| SECURITY BANK CORP PHP10 | 508,080 | 491,693,242 | 0.10% | - | ** | - |
| AREIT INC | 2,049,300 | 491,693,242 | 0.42% | - | ** | - |
| RL COMMERCIAL REIT INC | 3,398,850 | 491,693,242 | 0.69% | - | ** | - |
| Treasury Notes | | | | | | |
| PHID0527C159 | - | ** | - | - | ** | - |
| PHID0528I160 | - | ** | - | - | ** | - |
| PIBD0729J687 | 2,775,114 | 491,693,242 | 0.56% | 2,810,673 | 631,650,347 | 0.44% |
| PIBD2042K253 | 24,707,099 | 491,693,242 | 5.02% | 57,139,650 | 631,650,347 | 9.05% |
| PIBD2535L086 | 28,142,478 | 491,693,242 | 5.72% | 28,693,515 | 631,650,347 | 4.54% |
| PIBD1029A644 | - | ** | - | - | ** | - |
| PHID0528B176 | - | 491,693,242 | 0.00% | 69,634,800 | 631,650,347 | 11.02% |
| PH0000057218 | 10,742,867 | 491,693,242 | 2.18% | 17,889,943 | 631,650,347 | 2.83% |
| PH0000057200 | 3,840,804 | 491,693,242 | 0.78% | 3,866,760 | 631,650,347 | 0.61% |
| PIBD2535I071 | 40,017,125 | 491,693,242 | 8.14% | 44,630,103 | 631,650,347 | 7.07% |
| PH0000057374 | 7,479,945 | 491,693,242 | 1.52% | 7,591,124 | 631,650,347 | 1.20% |
| PIBD2039A232 | 8,106,074 | 491,693,242 | 1.65% | 5,411,772 | 631,650,347 | 0.86% |
| PH0000058133 | 36,926,744 | ** | - | - | ** | - |
| PH0000058281 | 15,667,860 | ** | - | - | ** | - |
| PH0000058125 | 4,537,412 | ** | - | - | ** | - |
| PH0000058786 | 13,152,803 | ** | - | - | ** | - |
| PHY6972FPV67 | 2,822,345 | ** | - | - | ** | - |
| Cash equivalents | | | | | | |
| RIZAL COMMERCIAL BANKING CORPORATION | - | 491,693,242 | 0.00% | 15,012,836 | 631,650,347 | 2.38% |

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company

As of December 31, 2024 and December 31, 2023

| | Investment (Shares) | 2024 Outstanding Securities | % over Investee | Investment (Shares) | 2023 Outstanding Securities | % over Investee |
|--|---------------------|-----------------------------------|--------------------|------------------------|--------------------------------|--------------------|
| Equities | | | | | | |
| Aboitiz Equity Ventures Inc | - | 5,553,805,057 | 0.00% | 102,830 | 5,619,785,757 | 0.00% |
| Aboitiz Power Corporation | 140,200 | 7,205,854,307 | - | - | ** | - |
| Alliance Global Group Inc. | - | 8,904,461,679 | 0.00% | 272,900 | 9,002,953,579 | 0.00% |
| Ayala Corporation | 24,570 | 623,596,775 | 0.00% | 33,290 | 619,807,425 | 0.01% |
| Ayala Land Inc. | 798,350 | 14,699,975,490 | 0.01% | 980,450 | 14,942,175,713 | 0.01% |
| Bank of the Philippine Islands | 200,181 | 5,272,095,143 | 0.00% | 257,011 | 5,259,201,283 | 0.00% |
| BDO Unibank Inc. | 189,679 | 5,272,257,961 | 0.00% | 233,649 | 5,268,357,304 | 0.00% |
| DMCI Holdings Inc. | - | 13,277,470,000 | 0.00% | - | 13,277,470,000 | 0.00% |
| Globe Telecom Inc. | 4,880 | 144,380,334 | 0.00% | 4,715 | 144,228,604 | 0.00% |
| AC Energy Corporation | - | 39,677,394,773 | 0.00% | - | 39,677,394,773 | 0.00% |
| Century Pacific Food Inc. | 71,100 | 3,542,258,595 | 0.00% | 189,500 | 3,542,258,595 | 0.01% |
| GT Capital Holdings Inc. | 13,880 | 215,284,587 | 0.01% | 22,810 | 215,284,587 | 0.01% |
| International Container Terminal Services Inc. | 90,750 | 2,027,215,203 | 0.00% | 136,350 | 2,031,988,603 | 0.01% |
| JG Summit Holdings Inc. | 16 | 7,520,983,658 | 0.00% | 250,859 | 7,520,983,658 | 0.00% |
| Manila Electric Company | 18,140 | 1,127,092,509 | 0.00% | 25,410 | 1,127,098,705 | 0.00% |
| Metropolitan Bank & Trust Company | 159,030 | 4,497,415,555 | 0.00% | 241,670 | 4,497,415,555 | 0.01% |
| PLDT, INC. | 3,897 | 216,055,775 | 0.00% | 6,602 | 216,055,775 | 0.00% |
| SM Investments Corporation | 41,606 | 1,222,023,358 | 0.00% | 52,166 | 1,222,023,358 | 0.00% |
| SM Prime Holdings Inc. | 686,770 | 28,879,231,694 | 0.00% | 1,214,070 | 28,879,231,694 | 0.00% |
| Universal Robina Corporation | - | 2,149,196,818 | 0.00% | 121,340 | 2,177,422,968 | 0.01% |
| Bloomberry Resorts Corporation | - | 11,458,691,084 | 0.00% | 459,100 | 11,430,368,194 | 0.00% |
| Jollibee Foods Corporation | 84,160 | 1,119,090,609 | 0.01% | 60,680 | 1,119,911,278 | 0.01% |
| Monde Nissin Corporation | 221,833 | 17,968,611,496 | 0.00% | 365,700 | 17,968,611,496 | 0.00% |
| Wilcon Depot, Inc. | - | 4,099,724,116 | 0.00% | - | 4,099,724,116 | 0.00% |
| Converge Information and Communications Technology Solutions | 183,400 | 7,266,573,061 | 0.00% | - | 7,266,573,061 | 0.00% |
| EEL Corporation - PHY2249U1290 | 57,650 | 15,000,000 | 0.38% | 57,690 | 15,000,000 | 0.38% |
| EEL Corporation - PHY2249U1373 | 155,080 | 45,000,000 | 0.34% | 162,480 | 45,000,000 | 0.36% |
| ROBINSONS LAND CO PHP1 | - | - | #DIV/0! | 401,600 | 4,839,141,486 | 0.01% |
| SECURITY BANK CORP PHP10 | 5,840 | 753,538,887 | 0.00% | - | ** | 0.00% |
| AREIT INC | 54,000 | 3,209,865,985 | 0.00% | - | ** | 0.00% |
| RL COMMERCIAL REIT INC | 581,000 | 15,714,445,508 | 0.00% | - | ** | 0.00% |
| Treasury Notes | | | | | | |
| PIID0527C159 | - | 457,798,870,000 | 0.00% | - | 457,798,870,000 | 0.00% |
| PIID0528I160 | - | 420,448,620,000 | 0.00% | - | 420,448,620,000 | 0.00% |
| PIBD0729J687 | 2,700,000 | 24,125,000,000 | 0.01% | 2,700,000 | 24,125,000,000 | 0.01% |
| PIBD2042K253 | 20,915,000 | 27,597,000,000 | 0.08% | 47,500,000 | 27,597,000,000 | 0.17% |
| PIBD2535L086 | 24,900,000 | 208,216,530,000 | 0.01% | 24,900,000 | 208,216,530,000 | 0.01% |
| PIBD1029A644 | - | 270,000,000,000 | 0.00% | - | 270,000,000,000 | 0.00% |
| PIID0528B176 | - | 283,763,660,000 | 0.00% | 69,000,000 | 283,763,660,000 | 0.02% |
| PH0000057218 | 10,650,000 | 24,793,000,000 | 0.04% | 17,550,000 | 24,793,000,000 | 0.07% |
| PH0000057200 | 3,600,000 | 30,000,000,000 | 0.01% | 3,600,000 | 30,000,000,000 | 0.01% |
| PIBD2535I071 | 35,650,000 | 62,220,400,000 | 0.06% | 38,850,000 | 62,220,400,000 | 0.06% |
| PH0000057374 | 7,300,000 | 30,000,000,000 | 0.02% | 7,300,000 | 30,000,000,000 | 0.02% |
| PIBD2039A232 | 7,825,000 | 31,504,000,000 | 0.02% | 5,045,000 | 31,504,000,000 | 0.02% |
| PH0000058133 | 36,754,000 | 35,000,000,000 | 0.11% | - | ** | - |
| PH0000058281 | 15,600,000 | 584,861,260,000 | 0.00% | - | ** | - |
| PH0000058125 | 4,540,000 | 35,000,000,000 | 0.01% | - | ** | - |
| PH0000058786 | 12,450,000 | 22,717,000,000 | 0.05% | - | ** | - |
| PIBD2031G171 | 2,612,000 | 255,837,150,000 | 0.00% | - | ** | - |
| Cash equivalents | | | | | | |
| RIZAL COMMERCIAL BANKING CORPORATION | - | ** | - | 15,012,836 | ** | - |

iii Total Investment in Liquid or Semi-Liquid Assets to Total Assets

As of December 31, 2024 and December 31, 2023

| | 2024 | 2023 |
|---|-------------|---------------|
| Total Liquid and Semi-Liquid Assets | 493,684,390 | 1,159,181,675 |
| TOTAL ASSETS | 493,695,355 | 1,159,192,651 |
| Total Investment in Liquid or Semi-Liquid Assets to Total Assets | 100% | 100% |

iv. Total Operating Expenses to Total Net Worth

As of December 31, 2024 and December 31, 2023

| | 2024 | 2023 |
|---|-------------|---------------|
| Total Operating Expenses | 14,222,990 | 29,771,477 |
| Average Daily Net Worth | 557,878,473 | 1,201,900,578 |
| Total Operating Expenses to Total Net Worth | 2.55% | 2.48% |

v. Total Assets to Total Borrowings

As of December 31, 2024 and December 31, 2023

| | 2024 | 2023 |
|----------------------------------|-------------|---------------|
| Total Assets | 493,695,355 | 1,159,192,651 |
| Total Borrowings | 2,002,113 | 4,040,525 |
| Total Assets to Total Borrowings | 24659% | 28689% |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

**Additional Requirements for Issuers of Securities to the Public
Required by the Securities and Exchange Commission
As at December 31, 2024**

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| A. Financial Assets | <u>2</u> |
| B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related parties) | <u>N.A.</u> |
| C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements | <u>N.A.</u> |
| D. Intangible Assets - Other Assets | <u>N.A.</u> |
| E. Long-Term Debt | <u>N.A.</u> |
| F. Indebtedness to Related Parties | <u>3</u> |
| G. Guarantees of Securities of Other Issuers | <u>N.A.</u> |
| H. Capital Stock | <u>4</u> |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE A - FINANCIAL ASSETS

As at December 31, 2024

| Name of Issuing Entity and Association of Each Issue | Number of Shares or Principal Amount of Bonds and Notes | Amount shown in the Balance Sheet | Income Received and Accrued |
|---|---|-----------------------------------|-----------------------------|
| Treasury Notes Issued by the Nat'l. Government | 185,496,000 | P 198,918,670 | 14,191,431 |
| Cash equivalents | | | |
| RIZAL COMMERCIAL BANKING CORPORATION | - | - | 125,915 |
| Equity shares: | | | |
| Aboitiz Power Corp | 140,200 | 5,285,540 | |
| Ayala Corporation | 24,570 | 14,717,430 | |
| Ayala Land Inc | 798,350 | 20,916,770 | |
| Bank Of Philippine Islands | 200,181 | 24,422,082 | |
| Bdo Unibank Inc | 189,679 | 27,313,776 | |
| Century Pacific Food Inc Century Pacific Food Inc | 71,100 | 2,982,645 | |
| Converge ICT Solutions Inc | 183,400 | 2,960,076 | |
| Globe Telecom Inc | 4,880 | 10,657,920 | |
| GT Capital Holding | 13,880 | 9,133,040 | |
| Intl Container Term Svcs Inc | 90,750 | 35,029,500 | |
| JG Summit Holdings Inc | 16 | 328 | |
| Jollibee Foods Corporation | 84,160 | 22,639,040 | |
| Manila Electric Co | 18,140 | 8,852,320 | |
| Metropolitan Bank & Trust | 159,030 | 11,450,160 | |
| Monde Nissin Corp | 221,833 | 1,907,764 | |
| PLDT Inc | 3,897 | 5,046,615 | |
| Security Bank Corp | 5,840 | 508,080 | |
| SM Investments Corp | 41,606 | 37,403,794 | |
| SM Prime Holdings Inc | 686,770 | 17,272,266 | |
| EEI Corporation | 57,650 | 5,707,350 | |
| EEI Corporation | 155,080 | 15,267,626 | |
| AREIT Inc | 54,000 | 2,049,300 | |
| RL Commercial REIT Inc | 581,000 | 3,398,850 | |
| | 3,786,012 | 284,922,272 | 9,895,217 |
| TOTAL | 189,282,012 | P 483,840,942 | P 24,212,563 |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE F - INDEBTEDNESS TO RELATED PARTIES

As at December 31, 2024

| Name of Related Party | Relationship | Balance at beginning of period | Balance at end of period |
|---|--------------|--------------------------------|--------------------------|
| Sun Life Asset Management Company, Inc. | Fund Manager | P1,182,726 | P968,306 |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE H - CAPITAL STOCK

As at December 31, 2024

| Title of Issue | Number of Shares Authorized | Number of Shares Issued and Outstanding | Number of Shares reserved for options, warrants, conversion and other rights | Number of Shares Held By | | |
|-----------------|-----------------------------|---|--|--------------------------|-----------------------------------|--------------------|
| | | | | Related Parties | Directors, Officers and Employees | Others |
| Share Capital | | | | | | |
| Ordinary Shares | 5,200,000,000 | 3,506,967,024 | - | - | 5 | 3,506,967,019 |
| Treasury Shares | - | (2,976,695,050) | - | - | - | (2,976,695,050) |
| TOTAL | 5,200,000,000 | 530,271,974 | - | - | 5 | 530,271,969 |

SUN LIFE OF CANADA PROSPERITY DYNAMIC FUND, INC.
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR
FEE-RELATED INFORMATION
As at December 31, 2024

| | 2024 | | 2023 | |
|---------------------------------------|----------|----------------|------|---------|
| Total Audit Fees | P | 165,260 | P | 139,755 |
| Non-Audit Service Fees: | | - | | - |
| Other assurance service fees | | - | | - |
| Tax services | | - | | - |
| All other services | | - | | - |
| Total Non-audit Fees | | - | | - |
| Total Audit and Non-audit Fees | P | 165,260 | P | 139,755 |

Audit and Non-audit Fees of Other Related Entities

| | 2024 | | 2023 | |
|---|----------|----------|------|---|
| Audit Fees | P | 0 | P | 0 |
| Non-Audit Service Fees: | | | | |
| Other assurance service fees | | - | | - |
| Tax services | | - | | - |
| All other services | | - | | - |
| Total Audit and Non-audit Fees of Other Related Entities | P | 0 | P | 0 |

Fee Dependency

For the years ended December 31, 2024 and 2023, the total fees received by Navarro Amper & Co., the audit firm, from Sun Life Prosperity Dynamic Fund, Inc., the Company, represent not more than 15% of the total fees received by the audit firm.

Delete Archive Reply Reply all Forward Zoom Read / Unread Categorize Flag / Unflag Print

Re: CGFD_Sun Life Prosperity Dynamic Fund, Inc._SEC Form 17-C_26March2024

IS ICTD Submission<ictdsubmission+canned.response@sec.gov.ph> To: sunlife_sec_communications Tue 3/26/2024 7:58 AM

Start reply with: Thank you! Will do, thank you. Will do.

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----- NOTICE TO COMPANIES -----

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Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

S U N L I F E P R O S P E R I T Y D Y N A M I C
F U N D , I N C.

(Company's Full Name)

S U N L I F E C E N T R E 5TH A V E .
C O R . R I Z A L D R I V E , B O N I F A C I O
G L O B A L C I T Y , T A G U I G C I T Y

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

Anna Katrina C. Kabigting-Ibero

(Contact Person)

8555-8888 loc. 5699

(Company Telephone Number)

SEC 17 - C

1 2 **3 1**
 Month Day
 (Fiscal Year)

(Form Type)

4th Wed. of June
 Month Day
 (Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
 Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 17-C
 CURRENT REPORT UNDER SECTION 17
 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2 (c) THEREUNDER

1. 25 March 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Sun Life Prosperity Dynamic Fund, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 8555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 29 February 2024) |
|------------------------------|---|
| <u>Common (Unclassified)</u> | <u>641,888,388</u> |

10. Indicate the item numbers reported herein: Item 9 (b).

During the regular meeting of the Board of Directors of the Issuer held on 25 March 2024 at 11 a.m. at the Board Room, 11th Floor Sun Life Centre, 5th Avenue cor. Rizal Drive, Bonifacio Global City, Taguig City, where a quorum was present and acting throughout, the following matters were unanimously approved:

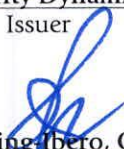
Item 9 (b) - Other Events.

1. 2023 Audited Financial Statements, as endorsed by its Audit and Compliance Committee
2. Holding of the Annual Stockholders' Meeting on 16 July 2024 via Zoom Video Communications ("Zoom")
3. Closing of the Issuer's Stock & Transfer Book on 30 April 2024 for the purpose of determining the stockholders entitled to notice of, to attend and vote at the Annual Stockholders' Meeting
4. Corporate Governance Committee Charter, without changes
5. Audit and Compliance Committee Charter, without changes
6. Manual on Corporate Governance, as revised, and as endorsed by its Corporate Governance Committee
7. Amendments to the Fund Prospectus
8. Nominations to the Board of Directors for the term 2024-2025.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.
Issuer


Anna Katrina C. Kabigting Ibero, Corporate Secretary
Signature and Title

Date: 25 March 2024

CERTIFICATION

I, **ANNA KATRINA C. KABIGTING-IBERO**, Corporate Secretary of **Sun Life Prosperity Dynamic Fund, Inc.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number **CS201215846** and with principal office at Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, on oath state:

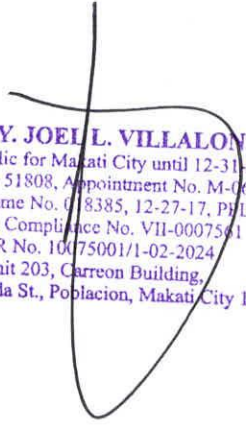
- 1) That I have caused this **SEC Form 17-C** to be prepared on behalf of **Sun Life Prosperity Dynamic Fund, Inc.**;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That **Sun Life Prosperity Dynamic Fund, Inc.** will comply with the requirements set forth in SEC Notice dated 12 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this MAR 25 2024


ANNA KATRINA C. KABIGTING-IBERO
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of MAR 25 2024 in the City of Makati affiant exhibiting to me her Driver's License with ID No. N02-96-324358 valid until 01 September 2032.

Doc. No. 188 ;
Page No. 39 ;
Book No. 40 ;
Series of 2024.


ATTY. JOEL L. VILLALON
Notary Public for Makati City until 12-31-2024
Roll No. 51808, Appointment No. M-069
IBP Lifetime No. 018385, 12-27-17, P/LM
MCLE Compliance No. VII-0007561
PTR No. 10075001/1-02-2024
Unit 203, Carreon Building,
2746 Zenaida St., Poblacion, Makati City 1210

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Re: CGFD_Sun Life Prosperity Dynamic Fund, Inc._SEC Form 17-C_19July2024

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COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

S U N L I F E P R O S P E R I T Y D Y N A M I C F U N D , I N C.

(Company's Full Name)

S U N L I F E C E N T R E 5 T H A V E . C O R . R I Z A L D R I V E , B O N I F A C I O G L O B A L C I T Y , T A G U I G C I T Y

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

Anna Katrina C. Kabigting-Ibero (Contact Person)

8555-8888 loc. 5699 (Company Telephone Number)

SEC 17 - C

1 2 3 1 Month Day (Fiscal Year)

(Form Type)

0 7 1 6 Month Day (Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2 (c) THEREUNDER

1. **19 July 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS201215846** 3. BIR Tax Identification No. **008-357-526-000**
4. **Sun Life Prosperity Dynamic Fund, Inc.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634**
Address of principal office Postal Code
8. **(632) 8555-8888**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 30 June 2024) |
|---------------------|--|
|---------------------|--|

| | |
|-------------------------------------|---------------------------|
| <u>Common (Unclassified)</u> | <u>597,196,333</u> |
|-------------------------------------|---------------------------|

10. Indicate the item numbers reported herein: **Items 4(b), 4(b)(i) and 9(b).**

A. During the Annual Stockholders' Meeting of the Issuer held on 11 July 2023 at 2:00 p.m. via Zoom Video Conference, during which 62,392,005 shares or 10.20% of the outstanding capital stock ("OCS") as of 30 April 2024 were present in person or by proxy, the following events transpired:

Item 4(b). Election of Directors. Due to the failure to meet the requirement that 50%+1 share of the OCS should be present in person or by proxy, no election of members of the Board of Directors could be held. The following shall continue to serve as directors until the continuation of the Annual Stockholders' Meeting on 09 September 2024, 9:00 a.m. via Zoom, and until their successors have been duly elected and qualified:

- Benedicto C. Sison
- Valerie N. Pama
- Cesar Luis F. Bate (independent)
- Aleli Angela G. Quirino (independent)
- Oscar S. Reyes (independent)

The Independent Directors will submit the required Certification within 30 days from date of the Annual Stockholders' Meeting.

Item 9(b). Other Events. The stockholders present or represented unanimously approved the following:

1. The minutes of the Annual Stockholders' Meeting held on 11 July 2023;
2. The minutes of the Continuation Meeting of the Stockholders held on 08 September 2023;
3. All acts and proceedings of the Board and Corporate Officers (confirmation and ratification thereof);
and
4. Appointment of Navarro, Amper & Co. (Deloitte Touche Tohmatsu) as External Auditor for 2024.

Due to the failure to meet the requirement that 50%+1 share of the OCS should be present in person or by proxy, the following items were not approved by the stockholders:

1. Amendment of Article I, Sections 1 (Annual Meetings) and 2 (Special Meetings) of the By-Laws to allow for the holding of the stockholders meeting via remote communication; Section 2 (Special Meetings) to align with Section 49 of the Revised Corporation Code

2. Amendment of Article I, Section 3 (Notices) of the By-Laws to align the notice period for stockholders' meetings with the issuances of the Securities and Exchange Commission and to allow for the sending of the notices electronically.
3. Amendment of Article I, Section 6 (Voting) of the By-Laws to provide for the use of remote communication or in absentia in the conduct of regular and special stockholders' meetings and on the manner of voting in accordance with the Revised Corporation Code
4. Amendment of Article II, Section 1 (Board of Directors) of the By-Laws to include the requirement that at least twenty percent (20%) of the Board of Directors must be composed of independent directors.
5. Amendment of Article IV, Section 1 (Committees) of the By-Laws to ensure compliance with applicable rules on the composition of committees, changing or discharging of its members, and filling in vacancies.
6. Amendment of Article IV, Section 2 (Advisory Board) of the By-Laws on the deletion of the Advisory Board
7. Amendment of Article VI, Section 1 (b) (Management Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
8. Amendment of Article VI, Section 2 (Distribution Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations, and to clean up the provisions.
9. Amendment of Article VII, Section 3 (Lost or Destroyed Certificates) of the By-Laws to refer to the applicable section of the Revised Corporation Code
10. Amendment of Article VII, Section 6 (Closing of Transfer Books) of the By-Laws to align with the period specified in the Revised Corporation Code
11. Amendment of Article VIII, Section 1 (Investment Policy) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
12. Amendment of Article VIII, Sections 2 (a) (b) and (c) (Restrictions) of the By-Laws to align with the Investment Company Act and its Implement Rules and Regulations
13. Amendment of Article IX, Section 1 (Net Asset Value) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
14. Amendment of Article X, Section 1 (Procedure for Redemption) of the By-Laws to align with the grounds for suspension under the Investment Company Act and its Implementing Rules and Regulations
15. Amendment of Article X, Section 2 (Payment on Redemption) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
16. Amendment of Article XI, Section 1 (Custodian) of the By-Laws to align the definition of a Custodian with the definition and qualifications provided by the Investment Company Act and other applicable issuances of the Securities and Exchange Commission
17. Amendment of Article XI, Section 2 (Auxiliary Custodian) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations on outsourcing or delegation of functions of the Custodian.
18. Amendment of Article XI, Section 3 (Auditors) of the By Laws to align it with the Investment Company Act and its Implementing Rules and Regulations and the Securities Regulation Code on the qualifications and appointment of an auditor.
19. Amendment of Article XIV, Section 1 (Amendments) of the By-Laws to align with the applicable provision of the Revised Corporation Code.
20. Amendment of Article II, Section 5 (Vacancy) of the By-Laws to align with the Revised Corporation Code on the vacancies in the Board of Directors.
21. Amendment of Article III, Sections 1 and 6 of the By-Laws in relation to the election of a Compliance Officer as one of the corporate officers.
22. Amendment /rewording of Article II, Section 2 (Meetings) for clarity. (new)
23. Amendment of Article II, Section 4 (Compensation) of the By-Laws to ensure that director compensation is granted by the stockholders.

Due to the failure to meet the requirement that 2/3 of the OCS should be present in person or by proxy the following were not approved by the stockholders:

1. Amendment of Article VI of the Articles of Incorporation to increase the number of directors to six (6)
2. Amendment of Article II (Primary Purpose) and Article II, paragraph 1 (ii), and paragraph 6 (Secondary Purpose) of the Articles of Incorporation to align with the Investment Company Act and its Implementing Rules and Regulations
3. Amendment of Article II, paragraph 9 (Secondary Purpose) of the Articles of Incorporation to revise "Corporation Law" to "Revised Corporation Code."
4. Amendment of Article VII of the Articles of Incorporation to align the conditions for the redemption of shares by a shareholder with the Investment Company Act, its Implementing Rules and Regulations, and other applicable issuances of the Securities and Exchange Commission
5. Amendment of Article VIII of the Articles of Incorporation to add a description of the features of the Company's shares

The foregoing shall be resubmitted for approval in the continuation of the Annual Stockholders' Meeting on 09 September 2024, details of which have been stated above.

B. During the continuation of the Joint Regular Meeting and the Organizational Meeting of the Board of Directors immediately after the Annual Stockholders' Meeting, the following events transpired:

Item 9(b). Other Events. The following were unanimously approved by the Board:

1. Continuation of the (1) Fund Management Agreement; (2) Distribution Agreement; and (3) Transfer Agency Agreement between Sun Life Asset Management Company, Inc; and
2. Related Party Transactions Operating Guidelines, as revised and endorsed by the Audit and Compliance Committees.

Item 4(b)(i). The following were unanimously elected/appointed by the Board:

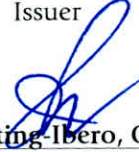
| | |
|---|---|
| Chairman: | Benedicto C. Sison |
| President: | Valerie N. Pama |
| Treasurer: | Jeanemar S. Talamán |
| Corporate Secretary: | Anna Katrina C. Kabigting-Ibero |
| Asst. Corp. Secretary: | Frances Ianna S. Canto |
| Chief Compliance Officer: | Maria Teresa A. Co |
| Data Protection Officer: | Maria Teresa A. Co |
| Money Laundering Reporting Officer: | Maria Teresa A. Co |
| Chief Risk Officer: | Ria V. Mercado |
| Internal Auditor: | Joel O. Bungabong |
| Corporate Governance Committee: | Aleli Angela G. Quirino (Chairman), Benedicto C. Sison and Oscar S. Reyes |
| Audit and Compliance Committee: | Oscar S. Reyes (Chairman), Cesar Luis F. Bate and Aleli Angela G. Quirino |
| Representatives to the Philippine Investment Funds Association, Inc.: | |
| Primary: | President/Valerie N. Pama |
| Alternate: | Any one (1) of the following: Treasurer President (Sun Life Asset Management Company, Inc.) General Counsel (Sun Life Financial Philippines) Treasurer/Chief Financial Officer (SLAMCI) Head (Bank and Alternative Distribution, SLAMCI) Head (MF Agency Sales, SLAMCI) |

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.

Issuer



Anna Katrina C. Kabigting-Ibero, Corporate Secretary

Signature and Title

Date: 19 July 2024

CERTIFICATION

I, **ANNA KATRINA C. KABIGTING-IBERO**, Corporate Secretary of **Sun Life Prosperity Dynamic Fund, Inc.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number **CS201215846** and with principal office at Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused this **SEC Form 17-C** to be prepared on behalf of **Sun Life Prosperity Dynamic Fund, Inc.**;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That **Sun Life Prosperity Dynamic Fund, Inc.** will comply with the requirements set forth in SEC Notice dated 12 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 19 2024


ANNA KATRINA C. KABIGTING-IBERO
Affiant

SUBSCRIBED AND SWORN to before me this 19 July 2024 in the City of Makati affiant exhibiting to me her Driver's License with ID No. N02-96-324358 valid until 01 September 2032.

Doc. No. 487
Page No. 99
Book No. 57
Series of 2024.


ATTY. JOEL L. VILLALON
Notary Public for Makati City until 12-31-2024
Roll No. 51808 / Appointment No. M-069
IBP Lifetime No. 018385, 12-27-17, PPLM
MCLE Compliance No. VII-0007561
PTR No. 10075001/1-02-2024
Unit 203, Carreon Building,
2746 Zenaida St., Poblacion, Makati City 1210

Delete Archive Reply Reply all Forward Zoom Read / Unread Categorize Flag / Unflag Print

Re: CGFD_Sun Life Prosperity Dynamic Fund, Inc._SEC Form 17-C_12September2024

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
To: sunlife_sec_communications
Thu 9/12/2024 4:14 PM

CAUTION This email originated from outside the organization. Please proceed only if you trust the sender.

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

- 1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
- 2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
- 3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
- 4. 17-D 9. 23-C 14. NIDAM 19. MFG 24. OBC (Alternate Nominee)

COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

S U N L I F E P R O S P E R I T Y D Y N A M I C F U N D , I N C.

(Company's Full Name)

S U N L I F E C E N T R E 5 T H A V E . C O R . R I Z A L D R I V E , B O N I F A C I O G L O B A L C I T Y , T A G U I G C I T Y

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

Anna Katrina C. Kabigting-Ibero (Contact Person)

8555-8888 loc. 5699 (Company Telephone Number)

SEC 17 - C

1 2 3 1 Month Day (Fiscal Year)

(Form Type)

0 7 1 6 Month Day (Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2 (c) THEREUNDER

1. 12 September 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Sun Life Prosperity Dynamic Fund, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 8555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 31 August 2024) |
|------------------------------|--|
| <u>Common (Unclassified)</u> | <u>577,230,255</u> |

10. Indicate the item numbers reported herein: **Items 4(b) and 9(b).**

During the continuation of the Annual Stockholders' Meeting of the Issuer held on 09 September 2024 at 9:00 a.m. via Zoom Video Conference, during which 89,521,670 shares or 14.63% of the outstanding capital stock ("OCS") as of 30 April 2024 were present in person or by proxy, the following events transpired:

Item 4(b). Election of Directors. Due to the failure to meet the requirement that 50%+1 share of the OCS should be present in person or by proxy, no election of members of the Board of Directors could be held. The following shall continue to serve as Directors in a holdover capacity:

- Benedicto C. Sison
- Valerie N. Pama
- Cesar Luis F. Bate (independent)
- Aleli Angela G. Quirino (independent)
- Oscar S. Reyes (independent)

Item 9(b). Other Events. Due to the failure to meet the requirement that 50%+1 share of the OCS should be present in person or by proxy, the following items were not approved by the stockholders:

1. Amendment of Article I, Sections 1 (Annual Meetings) and 2 (Special Meetings) of the By-Laws to allow for the holding of the stockholders meeting via remote communication; Section 2 (Special Meetings) to align with Section 49 of the Revised Corporation Code
2. Amendment of Article I, Section 3 (Notices) of the By-Laws to align the notice period for stockholders' meetings with the issuances of the Securities and Exchange Commission and to allow for the sending of the notices electronically.

3. Amendment of Article I, Section 6 (Voting) of the By-Laws to provide for the use of remote communication or in absentia in the conduct of regular and special stockholders' meetings and on the manner of voting in accordance with the Revised Corporation Code
4. Amendment of Article II, Section 1 (Board of Directors) of the By-Laws to include the requirement that at least twenty percent (20%) of the Board of Directors must be composed of independent directors.
5. Amendment of Article IV, Section 1 (Committees) of the By-Laws to ensure compliance with applicable rules on the composition of committees, changing or discharging of its members, and filling in vacancies.
6. Amendment of Article IV, Section 2 (Advisory Board) of the By-Laws on the deletion of the Advisory Board
7. Amendment of Article VI, Section 1 (b) (Management Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
8. Amendment of Article VI, Section 2 (Distribution Contracts) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations, and to clean up the provisions.
9. Amendment of Article VII, Section 3 (Lost or Destroyed Certificates) of the By-Laws to refer to the applicable section of the Revised Corporation Code
10. Amendment of Article VII, Section 6 (Closing of Transfer Books) of the By-Laws to align with the period specified in the Revised Corporation Code
11. Amendment of Article VIII, Section 1 (Investment Policy) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
12. Amendment of Article VIII, Sections 2 (a) (b) and (c) (Restrictions) of the By-Laws to align with the Investment Company Act and its Implement Rules and Regulations
13. Amendment of Article IX, Section 1 (Net Asset Value) of the By-Laws to clarify that the Prospectus is as filed with and approved by the Securities and Exchange Commission
14. Amendment of Article X, Section 1 (Procedure for Redemption) of the By-Laws to align with the grounds for suspension under the Investment Company Act and its Implementing Rules and Regulations
15. Amendment of Article X, Section 2 (Payment on Redemption) of the By-Laws to align with the Investment Company Act and its Implementing Rules and Regulations
16. Amendment of Article XI, Section 1 (Custodian) of the By-Laws to align the definition of a Custodian with the definition and qualifications provided by the Investment Company Act and other applicable issuances of the Securities and Exchange Commission
17. Amendment of Article XI, Section 2 (Auxiliary Custodian) of the By-Laws to align it with the Investment Company Act and its Implementing Rules and Regulations on outsourcing or delegation of functions of the Custodian.
18. Amendment of Article XI, Section 3 (Auditors) of the By Laws to align it with the Investment Company Act and its Implementing Rules and Regulations and the Securities Regulation Code on the qualifications and appointment of an auditor.
19. Amendment of Article XIV, Section 1 (Amendments) of the By-Laws to align with the applicable provision of the Revised Corporation Code.
20. Amendment of Article II, Section 5 (Vacancy) of the By-Laws to align with the Revised Corporation Code on the vacancies in the Board of Directors.
21. Amendment of Article III, Sections 1 and 6 of the By-Laws in relation to the election of a Compliance Officer as one of the corporate officers.
22. Amendment /rewording of Article II, Section 2 (Meetings) for clarity. (new)
23. Amendment of Article II, Section 4 (Compensation) of the By-Laws to ensure that director compensation is granted by the stockholders.

Due to the failure to meet the requirement that 2/3 of the OCS should be present in person or by proxy the following were not approved by the stockholders:

1. Amendment of Article VI of the Articles of Incorporation to increase the number of directors to six (6)
2. Amendment of Article II (Primary Purpose) and Article II, paragraph 1 (ii), and paragraph 6 (Secondary Purpose) of the Articles of Incorporation to align with the Investment Company Act and its Implementing Rules and Regulations
3. Amendment of Article II, paragraph 9 (Secondary Purpose) of the Articles of Incorporation to revise "Corporation Law" to "Revised Corporation Code."
4. Amendment of Article VII of the Articles of Incorporation to align the conditions for the redemption of shares by a shareholder with the Investment Company Act, its Implementing Rules and Regulations, and other applicable issuances of the Securities and Exchange Commission
5. Amendment of Article VIII of the Articles of Incorporation to add a description of the features of the Company's shares

The foregoing shall be carried over to the agenda of the next Annual Stockholders' Meeting for approval.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.

Issuer



Anna Katrina C. Kabigting-Lhero, Corporate Secretary

Signature and Title

Date: 12 September 2024

COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

S U N L I F E P R O S P E R I T Y D Y N A M I C
F U N D , I N C .

(Company's Full Name)

S U N L I F E C E N T R E 5 T H A V E .
C O R . R I Z A L D R I V E , B O N I F A C I O
G L O B A L C I T Y , T A G U I G C I T Y

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

Dino S. Macasaet

(Contact Person)

8-555-8888

(Company Telephone Number)

SEC FORM 17-C

1 2 3 1
Month Day
(Fiscal Year)

(Form Type)

Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 17-C
 CURRENT REPORT UNDER SECTION 17
 OF THE SECURITIES REGULATION CODE
 AND SRC RULE 17.2 (c) THEREUNDER

1. 22 January 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Sun Life Prosperity Dynamic Fund, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. 8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 8-555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 31 December 2023) |
|------------------------------|--|
| <u>Common (Unclassified)</u> | <u>698,529,522</u> |

10. Indicate the item numbers reported herein: **Item 9 (b). Other Events.**

The Fund notarized its amended Fund Management, and Marketing and Distribution Agreements on January 22, 2024 to reflect amendments approved by the Boards of Sun Life Asset Management Company, Inc. and the Sun Life Prosperity Dynamic Fund, Inc., with details below.

Attached as well are the newly executed Fund Management, and Marketing Distribution Agreements.

Fund Management Agreement

| Existing Provision/s | Approved Amended Provision/s | Reason for Change: SEC Comments Dated November 23, 2022 (Arising from World Income Fund) |
|--|--|--|
| SLAMCI may disburse funds of the Fund to cover payment for investments made by SLAMCI for Fund's account pursuant to Section 4(B) above according to such signatory requirements as the Fund's Board of Directors may from time to time require. | SLAMCI may disburse funds of the Fund to cover payment for investments made by SLAMCI for Fund's account pursuant to Section 3(A) above according to such signatory requirements as the Fund's Board of Directors may from time to time require. [Note: Section 3(A)] | Duties, Responsibilities and Extent of Services of Fund Manager Paragraph 3(C)(4) of "I. Duties, Responsibilities and Extent of Services of Fund Manager" - Please double check reference made to Section 4(B) and consider changing it to Section 3(A). |

| | | |
|--|---|---|
| | <p>SLAMCI and the Fund agree to the following investment procedures:</p> <p>SLAMCI may, without need of prior approval of or prior notification to the Fund, purchase and sell securities and otherwise make or dispose of investments for the Fund's account, within the limits of the investment objective, policies or guidelines which the Fund's Board of Directors may from time to time prescribe and subject to the provisions of the Investment Company Act and registration statements of the Fund.)</p> | |
| <p>The following expenses shall be deemed covered by the compensation paid under this section and shall therefore be for the account of SLAMCI, to wit:</p> <p>Salaries, bonuses, allowances and other compensation of the personnel hired by SLAMCI to perform the services referred to in Section 1(A) above, including the cost of bonding SLAMCI's salesmen, personnel and officers, as may be required by law or by rules and regulations of the Securities and Exchange Commission ("SEC"); Expenses of providing...</p> | <p>The following expenses shall be deemed covered by the compensation paid under this section and shall therefore be for the account of SLAMCI, to wit:</p> <p>Salaries, bonuses, allowances and other compensation of the personnel hired by SLAMCI to perform the services referred to in Section 2(B) above, including the cost of bonding SLAMCI's salesmen, personnel and officers, as may be required by law or by rules and regulations of the Securities and Exchange Commission ("SEC"); Expenses of providing...</p> <p>[Note: Section 2(B)] In addition to the foregoing, SLAMCI shall provide and maintain the following:</p> <ul style="list-style-type: none"> a. Office space and other administrative facilities as the Fund shall reasonably require in the ordinary conduct of its business. c. A staff of executive officers and other trained personnel for the performance of its functions under the preceding Section. | <p><u>Fees, Remuneration and Other Expenses</u></p> <p>Paragraph 1(A) of "II. Fees, Remuneration and Other Expenses" – Please double check reference made to Section 1(A) and consider changing to Section 2(B) of "I. Duties, Responsibilities and Extent of Services of Fund Manager"</p> |

| | | |
|---|--|--|
| <p>The following expenses shall be deemed covered by the compensation paid under this section and shall therefore be for the account of SLAMCI, to wit:</p> <p>Salaries, bonuses ... Expenses of providing the office space and other administrative facilities referred to in Section 1(B) above, including office rentals, cost of office equipment and supplies, cost of utilities, such as telephone, light and water facilities; and</p> | <p>The following expenses shall be deemed covered by the compensation paid under this section and shall therefore be for the account of SLAMCI, to wit: Salaries, bonuses ...</p> <p>Expenses of providing the office space and other administrative facilities referred to in Section 2(A) above, including office rentals, cost of office equipment and supplies, cost of utilities, such as telephone, light and water facilities; and</p> <p>[Note: Section 2(A)] In addition to the foregoing, SLAMCI shall provide and maintain the following:</p> <ol style="list-style-type: none"> a. Office space and other administrative facilities as the Fund shall reasonably require in the ordinary conduct of its business. b. A staff of executive officers and other trained personnel for the performance of its functions under the preceding Section. | <p><u>Fees, Remuneration and Other Expenses</u></p> <p>Paragraph 1(B) of "II. Fees, Remuneration and Other Expenses" - Please double check reference made to Section 1(B) and consider changing to Section 2(A) of "I. Duties, Responsibilities and Extent of Services of Fund Manager"</p> |
| <p>The Fund Manager shall be responsible for the preparation and submission of the following reports: ...</p> <p>General Information Sheet - Within 30 days after the annual/actual shareholder's meetings</p> | <p>The Fund Manager shall be responsible for the preparation and submission of the following reports: ...</p> <p>General Information Sheet - Within 30 days after the annual/actual shareholder's meetings Amended GIS containing new information - Within seven (7) days after such change in GIS information occurred or became effective.</p> <p>...</p> | <p><u>Reporting Obligations of the Fund Manager</u></p> <p>V. Reporting Obligations of the Fund Manager - Please include under the due date for submission of General Information Sheet (GIS) the submission of Amended GIS containing new information within seven (7) days after such change in GIS information occurred or became effective.</p> |

| Existing Provision | Approved Amended Provision | Reason for Change |
|--|--|---|
| <p><u>Duties, Responsibilities and Extent of Services of Fund Manager</u></p> <p>There is no explicit provision on compensation for any valuation error and administrative penalties.</p> | <p>new paragraph:</p> <p><u>5. Pay for its own account the administrative penalties imposed upon the Fund to which it is managing especially in connection with the reporting requirements of the Investment Company to the Commission;</u></p> <p><u>6. Pay for its own account the compensation for any valuation error or incorrect pricing of the</u></p> | <p>To align with the provisions of ICA-IRR on Responsibilities of a Fund Manager.</p> |

| | | |
|--|--|--|
| | <p>net asset value ("NAV") when it is at fault.</p> | |
| <p>Duties, Responsibilities and Extent of Services of Fund Manager</p> <p>Paragraph 3 "SLAMCI and the Fund agree to the following investment procedures:"</p> <p>a. SLAMCI may, without need of prior approval of or prior notification to the Fund, purchase and sell securities and otherwise make or dispose. of investments for the Fund's account, within the limits of the investment objective, policies or guidelines which the Fund's Board of Directors may from time to time prescribe and subject to the provisions of the Investment Company Act and registration statements of the Fund.</p> <p>b. SLAMCI shall exercise due diligence and prudence in connection with the investment. or re-investment of the Fund's assets; but except for willful misfeasance, bad faith, gross negligence or reckless disregard of its duties, SLAMCI shall not be liable for any loss or depreciation .in the value of any assets of the Fund arising from any of such investments or re-investments, provided that</p> | <p>New section:</p> <p>SLAMCI may, without need of prior approval of or prior notification to the Fund, purchase and sell securities and otherwise make or dispose. of investments for the Fund's account, within the limits of the investment objective, policies or guidelines which the Fund's Board of Directors may from time to time prescribe and subject to the provisions of the Investment Company Act and registration statements of the Fund.</p> <p><u>Negotiate, enter into, purchase, sell and/or execute Derivatives transactions; open, maintain and close accounts, complete on-boarding forms, provide financial and other information (including disclosures), receive investment and other disclosures, negotiate, approve, issue, amend, enter into, exchange, execute and/or deliver trade tickets and confirmations (electronic or otherwise) (collectively, "Confirmations") and carry out related activity to, with or from such counterparties, futures commission merchants, brokers or other Parties ("Counterparties") as Investment Manager reasonably considers necessary or appropriate to facilitate Derivatives transactions.</u></p> <p><u>Negotiate, approve, amend, enter into, terminate, execute and/or deliver such agreements with Counterparties as Investment Manager reasonably considers necessary or appropriate to facilitate Derivatives transactions and, if permitted by the Investment Guidelines, repurchase, reverse repurchase and securities lending transactions, including without limitation ISDA Master Agreements, Credit Support Annexes, Global Master Repurchase Agreements, Global Master Securities Lending Agreements, agreements with</u></p> | <p>To explicitly include in the contract to authorize SLAMCI to negotiate agreements on derivatives instruments.</p> |

SLAMCI acted in good faith and in accordance with the investment objective, policies or guidelines prescribed by the Fund's Board of Directors and other applicable laws.

- c. The securities, as well as the appurtenant certificates and other evidences of title to assets within the investment portfolio of the Fund, shall be under the custody of a custodian, subject to the authority of SLAMCI to dispose of such securities pursuant to subparagraph (A) above, and, for this purpose, SLAMCI shall cause such securities, certificates and other evidences of title to assets to be delivered directly to the custodian. SLAMCI shall, either directly or through said custodians, take charge of the collection of interests, dividends or other payments on all securities owned by the Fund, and shall on behalf and for the benefit of the Fund, exercise any and all rights of the Fund appertaining to such securities such as the exercise of any preemptive rights, redemption rights, options, and others. SLAMCI may use voting rights for quorum purposes only. In the event of unusual circumstances,

futures commission merchants, and agreements in respect of the custody, control and the management of collateral. The FUND acknowledge that it will be bound by the terms of the agreements and the related Confirmations, and that it may, upon request, obtain a copy of such documents from Investment Manager. Investment Manager will, from time to time, provide to the FUND a list of the representations and warranties, ongoing consents, disclosures and notifications that the FUND is required to make to Counterparties under such agreements, and the FUND agrees to confirm the accuracy of the same and to promptly provide Investment Manager with the information necessary to respond to any such notification or disclosure or consent request on a timely basis.

SLAMCI shall exercise due diligence and prudence in connection with the investment or re-investment of the Fund's assets; but except for willful misfeasance, bad faith, gross negligence or reckless disregard of its duties, SLAMCI shall not be liable for any loss or depreciation in the value of any assets of the Fund arising from any of such investments or re-investments, provided that SLAMCI acted in good faith and in accordance with the investment objective, policies or guidelines prescribed by the Fund's Board of Directors and other applicable laws.

The securities, as well as the appurtenant certificates and other evidences of title to assets within the investment portfolio of the Fund, shall be under the custody of a custodian, subject to the authority of SLAMCI to dispose of such securities pursuant to subparagraph (A) above, and, for this purpose, SLAMCI shall cause such securities, certificates and other evidences of title to assets to

| | | |
|---|---|--|
| <p>SLAMCI may request the Fund in writing for permission to exercise voting rights for any other specified purposes.</p> <p>d. SLAMCI shall furnish the Fund, through its duly designated representatives, such periodic reports and accounting relating to the Fund's investments as the Board of Directors may from time to time reasonably direct.</p> | <p>be delivered directly to the custodian. SLAMCI shall, either directly or through said custodians, take charge of the collection of interests, dividends or other payments on all securities owned by the Fund, and shall on behalf and for the benefit of the Fund, exercise any and all rights of the Fund appertaining to such securities such as the exercise of any pre-emptive rights, redemption rights, options, and others. SLAMCI may use voting rights for quorum purposes only. In the event of unusual circumstances, SLAMCI may request the Fund in writing for permission to exercise voting rights for any other specified purposes. SLAMCI shall furnish the Fund, through its duly designated representatives, such periodic reports and accounting relating to the Fund's investments as the Board of Directors may from time to time reasonably direct.</p> | |
|---|---|--|

Marketing and Distribution Agreement

| Existing Provision/s | Approved Amended Provision/s | Reason for Change: SEC Comments Dated November 23, 2022 (arising from World Income Fund) |
|--|---|--|
| <p>Duties, Responsibilities and Extent of Services of Fund Manager</p> <p>1. Subject to the supervision of the Fund's Board of Directors, SLAMCI shall be the exclusive principal distributor of the shares and/or units of the Fund, except that the Fund may sell its shares and/or units at their net asset value to its share-holders and/or unitholders purchasing such shares and/or units with dividends from the Fund, or may issue shares and/ or units to its shareholders and/ or unitholders by way of</p> | <p>Duties, Responsibilities and Extent of Services of Principal Distributor</p> <p>1. Subject to the supervision of the Fund's Board of Directors, SLAMCI shall be the exclusive principal distributor of the shares and/or units of the Fund, without prejudice to the right of the Fund to distribute its shares and/or units as may be allowed by law.</p> | <p>Reference to "Fund Manager" in the heading of Part I should be changed to "Principal Distributor"</p> <p>Clarify separately the instances contemplated by the phrase "except that the Fund may sell its shares and/or units at their net asset value to its shareholders and/or unitholders purchasing such shares and/or units with dividends from the Fund..." as an exception to the general rule that SLAMCI shall be the exclusive principal distributor</p> |

| | | |
|---|--|--|
| <p>stock/ unit dividends, stock/unit splits or other similar transactions.</p> | | |
| <p>SLAMCI shall distribute and sell shares and/or units of the Fund at a public offering price equal to the sum of (i) the net asset value per share ("NAVPS") or the net asset value per unit ("NAVPU") computed in the manner set forth in and in accordance with the provision of the By-Laws and the most recent prospectus of the Fund, ...</p> | <p>SLAMCI shall distribute and sell shares and/or units of the Fund at a public offering price equal to the sum of (i) the net asset value per share ("NAVPS") or the net asset value per unit ("NAVPU") computed in the manner set forth in Rule 8 of the Implementing Rules and Regulations of the Investment Company Act, ...</p> | <p>Revise Paragraph 2(C)(i) of "I. Duties, Responsibilities and Extent of Services of Fund Manager" as follows:</p> <p>"(i) the net asset value per share ("NAVPS") or the net asset value per unit ("NAVPU") computed in the manner set forth in Rule 8 of the Implementing Rules and Regulations of the Investment Company Act and in accordance with the provision of the By-Laws and the most recent prospectus of the Fund..."</p> |

| Existing Provision | Approved Amended Provision | Reason for Change |
|--|--|--|
| <p>Duties, Responsibilities and Extent of Services of Fund Manager</p> <p>Paragraph 2(C) of "I. Duties, Responsibilities and Extent of Services of Fund Manager"</p> <p>SLAMCI shall distribute and sell shares and/or units of the Funds at a public offering price equal to the sum of (i) the net asset value per share ("NAVPS") or net asset value per unit ("NAVPU") computed in the manner set forth in and in accordance with the provision of the By-Laws and the most recent prospectus of the Fund, and (ii) the sales commission payable to SLAMCI, computed in accordance with the provisions set forth in subparagraph (II) below or the most recent prospectus of the Fund, unless otherwise lowered by SLAMCI. SLAMCI may fix the portion of its sales</p> | <p>SLAMCI shall distribute and sell shares and/or units of the Funds at a public offering price equal to the sum of (i) the net asset value per share ("NAVPS") or net asset value per unit ("NAVPU") computed in the manner set forth in and in accordance with the provision of the By-Laws and the most recent prospectus of the Fund, (ii) the sales commission payable to SLAMCI, computed in accordance with the provisions set forth in subparagraph (II) below or the most recent prospectus of the Fund, unless otherwise lowered by SLAMCI. SLAMCI may fix the portion of its sales commission or sales charge to be allowed to third parties such as dealers and other brokers and (iii) collections shall be deposited to SLAMCI bank accounts that are listed in the account opening forms. Once these collections are matched and reconciled with the transaction summary order submitted by the client, it will then be processed and be allocated with the corresponding shares or units for the specified funds to which the clients will invest and will be</p> | <p>Funds from clients' subscriptions are deposited to SLAMCI's accounts to cater to investors' general preference. SLAMCI wants its clients to have a better, secured, and convenient experience in investing to the funds by nominating only one depository account for all funds. It provides seamless transactions to the investors without the need to deposit their subscriptions separately to each prosperity fund they prefer to invest in. This reduces typographical errors which otherwise would have a negative impact on the client's investment timing.</p> <p>Proposed amendment will also answer SEC's audit queries on why funds from clients' subscriptions are deposited to SLAMCI's bank accounts.</p> |

commission or sales charge to be allowed to third parties such as dealers and other brokers.

transferred to the respective collection accounts of the Fund.

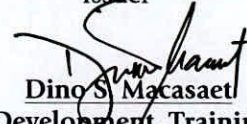
SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 22 January 2024

Sun Life Prosperity Dynamic Fund, Inc.

Issuer



Dino S. Macasaet

Head, Strategic Development, Training and Marketing

Signature and Title

COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

S U N L I F E P R O S P E R I T Y D Y N A M I C
F U N D , I N C .

(Company's Full Name)

S U N L I F E C E N T R E 5 T H A V E .
C O R . R I Z A L D R I V E , B O N I F A C I O
G L O B A L C I T Y , T A G U I G C I T Y

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

Dino S. Macasaet

(Contact Person)

8-555-8888

(Company Telephone Number)

SEC FORM 17-C

0 5 1 0

Month Day
(Fiscal Year)

(Form Type)

Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

LCU

Cashier

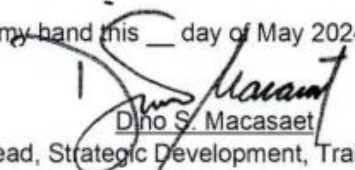
STAMPS

CERTIFICATION

I, Dino S. Macasaet, Head, Strategic Development, Training and Marketing of Sun Life Asset Management Company, Inc. (SLAMCI), a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at 8/F Sun Life Centre, Rizal Drive cor. 5th Ave., Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused the preparation of **17Cs Re: Disclosure of the latest information affecting the Fund's Prospectus** on behalf of SLAMCI / Various Sun Life Prosperity Funds;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the companies Sun Life Asset Management Company, Inc. and Sun Life Prosperity Funds will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of May 2024.



Dino S. Macasaet

Head, Strategic Development, Training and Marketing

MAY 10 2024

MAKATI CITY

SUBSCRIBED AND SWORN to me before this ___ day of May 2024, in Taguig City, Philippines.

| Name | Government ID No. | Date of Issue | Place of Issue |
|------------------|------------------------|---------------|----------------|
| Dino S. Macasaet | Passport No. P9443448A | 11/07/2018 | DFA Manila |

Doc. No. 209
Page No. 63
Book No. 38
Series of 2024.

ATTY ROMEO R. MONTE
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10073908 Jan 2, 2024 Makati City
IBP No. 391130- Jan 3, 2014 Pasig / Roll No. 27932
MCEB NO. VD-2027570 Issued April 3, 2023
161 Urban Ave. Campor Rueda Bldg.
Bgy. Pio Del Pilar, Makati City

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2 (c) THEREUNDER

1. 10 May 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Sun Life Prosperity Dynamic Fund, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 8-555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 30 April 2024) |
|------------------------------|---|
| <u>Common (Unclassified)</u> | <u>611,765,201.00 shares</u> |

10. Indicate the item numbers reported herein: **Item 9 (b). Other Events.**

To apprise the public of the most recent updates regarding the Fund, the Corporation hereby presents the latest information impacting the Fund's Prospectus:

| Sun Life Prosperity Dynamic Fund, Inc. | |
|--|--|
| Law Firm | Nisce Mamuric Guinto Rivera & Alcantara Law Offices |
| Fund Manager | Sun Life Asset Management Company, Inc., (SLAMCI) outsourced to Sun Life Investment Management and Trust Corporation (SLIMTC) via an Investment Management Agreement (IMA) |
| External Audit Fee | [Year 2023] Php 153,731.00 (excluding VAT) Professional Fee (PF) + 4% of PF for Out-of Pocket Expenses. |
| Custodian | <p>Citibank Philippines 34th Street, Bonifacio Global City, Taguig, 1634</p> <p>Philippine Depository & Trust Corp. 29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City 1226</p> <p>All other assets which by their nature cannot be held in custody by the Custodian will be reported to the Independent Oversight Entity in compliance with the requirements of SEC Memorandum Circular Number 33 Series of 2020.</p> |
| Director's Fee | For year 2023, the total Independent Director's per diem is Php 255,285.72. |

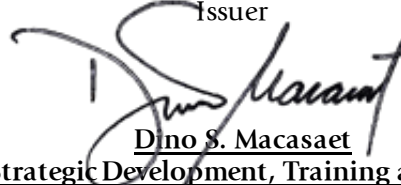
SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 10 May 2024

Sun Life Prosperity Dynamic Fund, Inc.

Issuer

A handwritten signature in black ink, appearing to read "Dino S. Macasaet", written over a horizontal line.

Dino S. Macasaet

Head, Strategic Development, Training and Marketing

Signature and Title

COVER SHEET

C S 2 0 1 2 1 5 8 4 6

SEC Identification Number

SUN LIFE PROSPERITY DYNAMIC
FUND, INC.

(Company's Full Name)

SUN LIFE CENTRE 5TH AVE.
COR. RIZAL DRIVE, BONIFACIO
GLOBAL CITY, TAGUIG CITY

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

Dino S. Macasaet

(Contact Person)

8-555-8888

(Company Telephone Number)

SEC FORM 17-C

0 5 1 4

Month Day
(Fiscal Year)

(Form Type)

Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

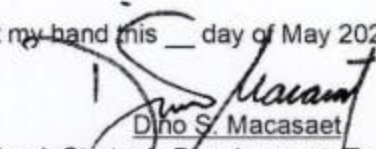
STAMPS

CERTIFICATION

I, Dino S. Macasaet, Head, Strategic Development, Training and Marketing of Sun Life Asset Management Company, Inc. (SLAMCI), a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at 8/F Sun Life Centre, Rizal Drive cor. 5th Ave., Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused the preparation of **17Cs Re: (1) Amendments on the Product Highlight Sheet (2) Announcement made to the public on the updated Product Highlight Sheet** on behalf of SLAMCI / Various Sun Life Prosperity Funds;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the companies Sun Life Asset Management Company, Inc. and Sun Life Prosperity Funds will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of May 2024.


Dino S. Macasaet
Head, Strategic Development, Training and Marketing
MAY 14 2024 **MAKATI CITY**

SUBSCRIBED AND SWORN to me before this ___ day of May 2024, in Taguig City, Philippines.

| Name | Government ID No. | Date of Issue | Place of Issue |
|------------------|------------------------|---------------|----------------|
| Dino S. Macasaet | Passport No. P9443448A | 11/07/2018 | DFA Manila |

Doc. No. 446
Page No. 82
Book No. 28
Series of 2024.


ATTY ROMEO M. MONFORT
Notary Public City of Makati
Until December 31 2025
Appointment No. M-032 (2024-2025)
PTR No. 10073908 Jan 2, 2024 Makati City
IBP No. 391330- Jan 3, 2014 Pasig / Roll No. 27932
MCLE NO VII-0027570 Issued April 3, 2023
101 Urban Ave. Campos Rueda Bldg.
Brgy Pio Dei Pilar, Makati City

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 17-C
 CURRENT REPORT UNDER SECTION 17
 OF THE SECURITIES REGULATION CODE
 AND SRC RULE 17.2 (c) THEREUNDER

1. 14 May 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846 3. BIR Tax Identification No. 008-357-526-000
4. Sun Life Prosperity Dynamic Fund, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 8-555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 30 April 2024) |
|------------------------------|---|
| <u>Common (Unclassified)</u> | <u>611,765,201.00 shares</u> |

10. Indicate the item numbers reported herein: **Item 9 (b). Other Events.**

In compliance with **Section 3.1. (Transparency, Disclosure, and Responsible Pricing)** of the Financial Products and Services Consumer Protection Act (FCPA) requirement (as stated below) we are updating the Product Highlight Sheet to apprise the public of the most recent updates regarding the Fund, a copy of which is attached as Annex A.

"Section 3.1. Transparency, Disclosure, and Responsible Pricing. – Financial service providers shall ensure that financial consumers have a reasonable and holistic understanding of the products and services which they may be acquiring or availing of. In this context, full disclosure, and utmost transparency, to the extent allowed under applicable laws and regulations, are the critical elements that empower the consumer to make comparisons and informed financial decisions. This is made possible by providing the consumer with ready access to information that accurately represents the nature and structure of the product or service, its terms and conditions, fundamental benefits and risks, detailed breakdown of the pricing or any cost associated with the product and service. Such information shall be readily available in any platform owned, operated, or utilized by the financial service provider.

Sufficient product disclosure must be provided before the contracting of the financial product or service to give the financial consumer enough basis and time for review. Any change in terms or conditions of a financial product or service shall be provided to the financial consumer."

Enclosed is a copy of the new Product Highlight Sheet, attached as Annex B. The Product Highlight Sheet has also been posted on the Sun Life website. Please see the link for reference.

<https://www.sunlife.com.ph/en/investments/the-growth-investor/dynamic-fund/>

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 14 May 2024

Sun Life Prosperity Dynamic Fund, Inc.

Issuer

A handwritten signature in black ink, appearing to read "Dino S. Macasaet", is written over the printed name and title.

Dino S. Macasaet

Head, Strategic Development, Training and Marketing

Signature and Title

Annex A

| Fund | Title | Changes | |
|---|---|---|---|
| | | FROM | TO |
| Sun Life Prosperity Dynamic Fund, Inc. | Product Highlight Sheet Date | November 2023 | March 2024 |
| | Benchmark | 50% Philippine Stock Exchange Index (PSEi) + 50% Bloomberg Philippine Sovereign Bond Index (BPHILR) | 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) |
| | Independent Auditor | Navarro Amper & Associates / Deloitte Touche Tohmatsu | Navarro Amper & Company / Deloitte Touche Tohmatsu |
| | Period to Receive Payments | T+4 | T+3 |
| | Fund Manager | Sun Life Asset Management Company, Inc. (SLAMCI) | Sun Life Asset Management Company, Inc., (SLAMCI) outsourced to Sun Life Investment Management and Trust Corporation (SLIMTC) via an Investment Management Agreement (IMA) |
| | External Audit Fee | P125,840 (excluding VAT) Professional Fee (PF) + 4% of PF for Out-of Pocket Expenses. | [Year 2023] Php 153,731.00 (excluding VAT) Professional Fee (PF) + 4% of PF for Out-of Pocket Expenses. |
| | Custodian | <i>Citibank N.A.</i> 8741 Paseo de Roxas, Makati City 1200 <i>Deutsche Bank, A.G</i> 23rd Floor, Tower One, Ayala Triangle Ayala Avenue, Makati City | Citibank Philippines 34th Street, Bonifacio Global City, Taguig, 1634 Philippine Depository & Trust Corp. 29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City 1226 All other assets which by their nature cannot be held in custody by the Custodian will be reported to the Independent Oversight Entity in compliance with the requirements of SEC Memorandum Circular Number 33 Series of 2020. |
| | Minimum Additional Investment | 10,000.00 | 1,000.00 |
| | Initial Value | None | 0.9352 |
| | Fund Performance | As of November 2023 | As of March 2024 |
| | Law Firm | Pasillio Soriano & Partners Law Offices | NMGRA Law |
| | Date Rendered Effective | To be determined once final Prospectus has been approved. | 25 October 2019 |
| | Net Asset Value | The Fund Manager (SLAMCI) shall compute and post the net asset value per unit of the Fund on a daily basis and shall: - Publish such daily prices in at least two (2) newspapers of general circulation in the Philippines; - Upload in its industry association website; and | The Fund Manager (SLAMCI) shall compute and post the net asset value per unit of the Fund on a daily basis and shall: - Publish such daily prices in at least two (2) newspapers of general circulation in the Philippines, which may be done through industry organization/s; or - Upload daily in its website or industry association, through digital portals such as its website or social media accounts; or post them daily in a conspicuous place at the principal office of the investment company as well as in all its branches or correspondent offices which are designated redemption centers. |
| Director's Fee | The Fund forecasts a total Independent Directors' per diem of PHP 274,606 for 2018. | For year 2023, the Fund forecasts a total Independent Directors' per diem of Php 255,285.72. | |

From: [ICTD Submission](#)
To: [sunlife_sec_communications](#)
Subject: Re: Sun Life Prosperity Dynamic Fund, Inc._SEC Form 17-C_08March2024
Date: Friday, March 8, 2024 12:25:50 PM

CAUTION This email originated from outside the organization. Please proceed only if you trust the sender.

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF

2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.

From: [sunlife_sec_communications](#)
To: [ICTD Submission](#); [CGFD Account](#)
Cc: [Jeanemar Talaman](#); [PHIL-FIN FAR2](#)
Subject: Sun Life Prosperity Dynamic Fund, Inc._SEC Form 17-C_08March2024
Date: Friday, March 8, 2024 12:25:00 PM
Attachments: [Sun Life Prosperity Dynamic Fund, Inc. SEC Form 17-C_08March2024.pdf](#)

To: CORPORATE GOVERNANCE AND FINANCE DEPARTMENT (CGFD)

Good day.

In compliance with 2018 ICA Rule Section 6.12.b, please see attached SEC Form 17-C of Sun Life Prosperity Dynamic Fund, Inc. reporting the breach of single business group limit and rectification thereof.

Please let me know once you receive this e-mail and its attachment.

For any queries / additional comments, kindly contact us at the following e-mail addresses below.

Official email address: sunlife_sec_communications@sunlife.com

Alternative email address: sunlife_sec_communications2@sunlife.com

Official email address of authorized filer: almer.doring@sunlife.com

Thank you.

Almer M. Doring | Financial Accounting & Reporting | Finance

T: 632 8555 8888 | **E:** almer.doring@sunlife.com

5F Sun Life Centre, Fifth Ave. cor. Rizal Drive, Bonifacio Global City, Taguig 1634



Life's brighter under the sun

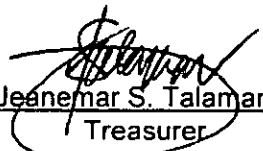


Certification

I, Jeanemar S. Talaman, the Treasurer of Sun Life Asset Management Company, Inc., a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused this SEC Form 17-C to be prepared on behalf of Sun Life Prosperity Dynamic Fund, Inc.;
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the company Sun Life Prosperity Dynamic Fund, Inc. will comply with the requirements set forth in SEC Notice dated 14 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this 07th day of March, 2024.


Jeanemar S. Talaman
Treasurer

MAR 07 2024

MAKATI CITY

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2024, in _____ City, affiant exhibiting his/her government issued identification card:

| Name | Government ID No. | Valid Until | Place of Issue |
|---------------------|--------------------------------|--------------|----------------|
| Jeanemar S. Talaman | Driver's License F03-13-001744 | 05 June 2033 | DLRC - Ayala |

Doc. No. 462
Page No. 04
Book No. 22
Series of 2024.

ATTY ROMELO M. DONFORI
Notary Public of Makati
Until December 31, 2025
Appointment No. M-537 (2024-2025)
PTR No. 2070350 Jan 7, 2024 Makati City
IBP No. 391050- Jan 3, 2014 Pasig / Roll No. 27932
MCLE NO. VII-0027570 issued April 3, 2023
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

COVER SHEET

CS201215846

S.E.C. Registration Number

| | | | | | | | | | | | | | | | | | | | | | | | | | |
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(Business Address : No. Street City / Town / Province)

| |
|--|
| Jeanemar S. Talaman Contact Person |
|--|

| |
|--|
| 8555-8888 Company Telephone Number |
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| <table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px;">1</td><td style="width: 20px; height: 20px;">2</td></tr> </table> Month | 1 | 2 | <table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td style="width: 20px; height: 20px;">3</td><td style="width: 20px; height: 20px;">1</td></tr> </table> Day | 3 | 1 |
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| Fiscal Year | | | | | |

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| SEC FORM 17-C |
| FORM TYPE |

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| Annual Meeting | | | | | |

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| Mutual Fund Company |
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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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| Total Amount of Borrowings | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 100px; height: 20px;"></td> </tr> </table> <p>Domestic</p> | | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 100px; height: 20px;"></td> </tr> </table> <p>Foreign</p> | |
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To be accomplished by SEC Personnel concerned

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Document I.D.

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Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **08 March 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201215846
3. BIR Tax Identification No. 008-357-526-000
4. **Sun Life Prosperity Dynamic Fund, Inc.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634**
Address of principal office Postal Code
8. **(632) 8555-8888**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 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 (as of 29 February 2024) |
|---------------------|---|

| | |
|-------------------------------------|---------------------------|
| <u>Common (Unclassified)</u> | <u>641,888,388</u> |
|-------------------------------------|---------------------------|

10. Indicate the item numbers reported herein: **Item 9, Other Events**

As of period ended 05 March 2024, percentage of the investments in aggregate issued by a single business group over the total net assets of the Fund exceeded the limit with respect to the investments in SM Investment Corporation due to price movement of stock prices of SM group and has been classified as passive breach.

As of March 06, 2024, below is the aggregate percentage of investments with SM Investment Corporation that was reduced to 19.32% from 20.01%.


| Issuer's Name | Total Book Value as of March 05, 2024 | Net Asset Value as of March 05, 2024 | % Over Net Asset Value | Total Book Value as of March 06, 2024 | Net Asset Value as of March 06, 2024 | % Over Net Asset Value |
|------------------------------------|---------------------------------------|--------------------------------------|------------------------|---------------------------------------|--------------------------------------|------------------------|
| BDO UNIBANK INC | 35,293,288.50 | 599,332,806.63 | 5.89% | 34,123,247.50 | 597,328,937.80 | 5.71% |
| SM INVESTMENTS CORP | 50,197,338.00 | 599,332,806.63 | 8.38% | 48,008,328.00 | 597,328,937.80 | 8.04% |
| SM PRIME HOLDINGS INC | 34,448,485.50 | 599,332,806.63 | 5.75% | 33,275,364.00 | 597,328,937.80 | 5.57% |
| TOTAL-SINGLE BUSINESS GROUP | 119,939,112.00 | 599,332,806.63 | 20.01% | 115,406,939.50 | 597,328,937.80 | 19.32% |

Pursuant to Section 6.12.b of the ICA 2018 IRR, breach by reason other than the investment decision should be reported to the Commission within five (5) business days and rectify the breach no later than three (3) months from the date of the breach.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.
Issuer


Jeanemar S. Talaman, Treasurer
Signature and Title

Date: 08 March 2024

sunlife_sec_communications

From: noreply-cifssost@sec.gov.ph
Sent: Tuesday, April 8, 2025 7:12 PM
Subject: SEC eFast Initial Acceptance

CAUTION This email originated from outside the organization. Please proceed only if you trust the sender.

Greetings!

SEC Registration No: CS201215846
Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.
Document Code: SEC_Form_17-L

This serves as temporary receipt of your submission.
Subject to verification of form and quality of files of the submitted report.
Another email will be sent as proof of review and acceptance.

Thank you.

REMINDER:
TO ALL FILERS OF REPORTS IN THE e-FAST

Please strictly follow the instruction stated in the form.

Filings not in accordance with the prescribed template for the following reports will be automatically reverted by the system to the filer.

1. General Information Sheet (GIS-Stock)
2. General Information Sheet (GIS-Non-stock)
3. General Information Sheet (GIS- Foreign stock & non-stock)
4. Broker Dealer Financial Statements (BDFS)
5. Financing Company Financial Statements (FCFS)
6. Investment Houses Financial Statements (IHFS)
7. Publicly – Held Company Financial Statement
8. General Form for Financial Statements
9. Financing Companies Interim Financial Statements (FCIF)
10. Lending Companies Interim Financial Statements (LCIF)

Per Section 18 of SEC Memorandum Circular No. 3 series of 2021, the reckoning date of receipt of reports is the date the report was initially submitted to the eFast, if the filed report is compliant with the existing requirements.

A report, which was reverted or rejected, is considered not filed or not received. A notification will be sent to the filer, stating the reason for the reports rejection in the remarks box.

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Barangay Bel-Air, Makati City,
1209, Metro Manila, Philippines

THIS IS AN AUTOMATED MESSAGE - PLEASE DO NOT REPLY DIRECTLY TO THIS EMAIL



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: April 08, 2025 07:12:12 PM

Company Information

SEC Registration No.: CS201215846

Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Industry Classification: J67020

Company Type: Stock Corporation

Document Information

Document ID: OST10408202583154949

Document Type: Notice of Inability to File AR or QR

Document Code: SEC_Form_17-L

Period Covered: December 31, 2024

Submission Type: As needed

Remarks: None

Acceptance of this document is subject to review of forms and contents

Certification

I, Jeanemar S. Talaman, the Treasurer of Sun Life Asset Management Company, Inc., a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused this SEC Form 17-L to be prepared on behalf of Sun Life Prosperity Funds (17 Mutual Fund Companies);
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the 17 Mutual Fund companies or the Sun Life Prosperity Funds will comply with the requirements set forth in SEC Notice dated 14 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of April 2025.


Jeanemar S. Talaman
 Affiant

APR 07 2025

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ___ day of _____, 2025, in _____ City, Philippines. Affiant exhibiting his/her government issued identification card:

| Name | Government ID No. | Valid Until | Place of Issue |
|---------------------|--------------------------------|--------------|----------------|
| Jeanemar S. Talaman | Driver's License F03-13-001744 | 05 June 2033 | DLRC - Ayala |

Doc. No. 275
 Page No. 56
 Book No. 57
 Series of 2025.

ATTY. ROMEO M. MONFORT
 Notary Public City of Makati
 Until December 31, 2025
 Appointment No. M-032 (2024-2025)
 PTR No. 10466008 Jan. 2 2025/Makati City
 IBP No. 488534 Dec. 27, 2024
 MCLE NO. VII-0027570 Roll No. 27932
 101 Urban Ave. Campos Rueda Bldg.
 Brgy. Pio Del Pilar, Makati City

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-L

**NOTIFICATION OF INABILITY TO FILE ALL OR
ANY PORTION OF SEC FORM 17-A OR 17-Q**

GENERAL INSTRUCTIONS

1. This Form may be signed by an executive officer of the issuer or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the issuer by an authorized representative other than an executive officer, evidence of the representative's authority to sign on behalf of the issuer shall be filed with the Form.
2. One signed original and four conformed copies of this Form and attachments thereto must be completed and filed with the Commission and, where any class of the issuer's securities are listed on a Stock Exchange, one with that Stock Exchange, in accordance with SRC Rule 17-1. The information contained in or filed with the Form will be made a matter of the public record in the Commission's and the Exchange's files.
3. A manually signed copy of the Form and amendments thereto shall be filed with the Stock Exchange if any class of securities of the issuer is listed thereon.
4. One signed original and four conformed copies of amendments to the notifications must also be filed on SEC Form 17-L but need not restate information that has been correctly furnished. The Form shall be clearly identified as an amended notification.
5. If the deadline for filing SEC Form 17-A or 17-Q specified in paragraph 2(b)(ii) of SRC Rule 17-1 is not complied with, a fine will be imposed for each day thereafter that the Form is not filed.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-L

NOTIFICATION OF INABILITY TO FILE ALL OR ANY PORTION OF SEC FORM 17-A OR 17-Q

Check One:

Form 17-A [] Form 17-Q []

Period-Ended Date of required filing **December 31, 2024**

Date of this report **April 07, 2025**

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

If this notification relates to a portion or portions of the filing checked above, identify the item(s) to which the notification relates: **SEC FORM 17-A**

1. SEC Identification Number **CS201215846** 2. BIR Tax Identification No. : **008-357-526-000**

3. **Sun Life Prosperity Dynamic Fund, Inc.**
Exact name of issuer as specified in its charter

4. **Bonifacio Global City, Taguig City**
Province, country or other jurisdiction of incorporation

5. Industry Classification Code: (SEC Use Only)

6. **8F Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634**

.....
Address of principal office

.....
Postal Code

7. **(02) – 8555-8888**
Issuer's telephone number, including area code

8. **N. A.**
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes [] No []

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

.....
Part I - Representations

If the subject report could not be filed without unreasonable effort or expense and the issuer seeks relief pursuant to SRC Rule 17-1, the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part II of this Form could not be estimated without unreasonable effort or expense. []

(b) The subject annual report on SEC Form 17-A, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report on SEC Form 17-Q, or portion thereof, will be filed on or before the fifth day following the prescribed due date. [✓]

(c) The accountant's statement or other exhibit required by paragraph 3 of SRC Rule 17-1 has been attached if applicable. []

Part II - Narrative

State below in reasonable detail the reasons why SEC Form 17-A or SEC Form 17-Q, or portion thereof, could not be filed within the prescribed period. (Attach additional sheets if needed.)

The Company's SEC Form 17-A for the year ended December 31, 2024 could not be completed and filed within the prescribed period. The Company has yet to complete the review of its audited financial statements and required notes disclosures. The Company undertakes to submit the report within fifteen (15) calendar days after the prescribed deadline to the Securities and Exchange Commission.

Part III - Other Information

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification

**Jeanemar S. Talaman
Treasurer, Sun Life Asset Management Company, Inc.
Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
8555-8888**

(b) Have all other periodic reports required under Section 17 of the Code and under Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).

Yes [✓] No [] Reports:

(c) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes [] No [✓]

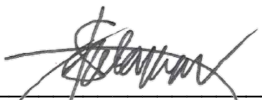
If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

SIGNATURE

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.

Registrant's full name as contained in charter



JEANEMAR S. TALAMAN

Treasurer, Sun Life Asset Management Company, Inc

Date: **April 07, 2025**

From: noreply-cifssost@sec.gov.ph
Subject: SEC eFast Initial Acceptance
Date: Tuesday, May 20, 2025 7:01:29 PM

CAUTION This email originated from outside the organization. Please proceed only if you trust the sender.

Greetings!

SEC Registration No: CS201215846
Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.
Document Code: SEC_Form_17-Q

This serves as temporary receipt of your submission.
Subject to verification of form and quality of files of the submitted report.
Another email will be sent as proof of review and acceptance.

Thank you.

REMINDER:
TO ALL FILERS OF REPORTS IN THE e-FAST

Please strictly follow the instruction stated in the form.

Filings not in accordance with the prescribed template for the following reports will be automatically reverted by the system to the filer.

1. General Information Sheet (GIS-Stock)
2. General Information Sheet (GIS-Non-stock)
3. General Information Sheet (GIS- Foreign stock & non-stock)
4. Broker Dealer Financial Statements (BDFS)
5. Financing Company Financial Statements (FCFS)
6. Investment Houses Financial Statements (IHFS)
7. Publicly – Held Company Financial Statement
8. General Form for Financial Statements
9. Financing Companies Interim Financial Statements (FCIF)
10. Lending Companies Interim Financial Statements (LCIF)

Per Section 18 of SEC Memorandum Circular No. 3 series of 2021, the reckoning date of receipt of reports is the date the report was initially submitted to the eFast, if the filed report is compliant with the existing requirements.

A report, which was reverted or rejected, is considered not filed or not received. A notification will be sent to the filer, stating the reason for the reports rejection in the remarks box.

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Barangay Bel-Air, Makati City,
1209, Metro Manila, Philippines

THIS IS AN AUTOMATED MESSAGE - PLEASE DO NOT REPLY DIRECTLY TO THIS
EMAIL



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: Ma. Theresa Mabuyo

Receipt Date and Time: May 20, 2025 07:00:59 PM

Company Information

SEC Registration No.: CS201215846

Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Industry Classification: J67020

Company Type: Stock Corporation

Document Information

Document ID: OST10520202583378828

Document Type: Quarterly Report

Document Code: SEC_Form_17-Q

Period Covered: March 31, 2025

Submission Type: Original Filing

Remarks: None

Acceptance of this document is subject to review of forms and contents




Sun Life
Asset Management

Certification

I, Candy S. Esteban, the Treasurer of Sun Life Asset Management Company, Inc., a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused this SEC Form 17-Q to be prepared on behalf of Sun Life Prosperity Funds (17 Mutual Fund Companies);
 - i. Sun Life of Canada Prosperity Bond Fund, Inc.
 - ii. Sun Life of Canada Prosperity Balanced Fund, Inc.
 - iii. Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
 - iv. Sun Life Prosperity Dollar Advantage Fund, Inc.
 - v. Sun Life Prosperity Peso Starter Fund, Inc.
 - vi. Sun Life Prosperity Dollar Abundance Fund, Inc.
 - vii. Sun Life Prosperity GS Fund, Inc.
 - viii. Sun Life Prosperity Dynamic Fund, Inc.
 - ix. Sun Life Prosperity Philippine Stock Index Fund, Inc.
 - x. Sun Life Prosperity Dollar Wellspring Fund, Inc.
 - xi. Sun Life Prosperity World Voyager Fund, Inc.
 - xii. Sun Life Prosperity Dollar Starter Fund, Inc.
 - xiii. Sun Life Prosperity Achiever Fund 2028, Inc.
 - xiv. Sun Life Prosperity Achiever Fund 2038, Inc.
 - xv. Sun Life Prosperity Achiever Fund 2048, Inc.
 - xvi. Sun Life Prosperity World Equity Index Feeder Fund, Inc.
 - xvii. Sun Life Prosperity World Income Fund, Inc.
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the companies Sun Life Asset Management Company, Inc. and Sun Life Prosperity Funds will comply with the requirements set forth in SEC Notice dated 14 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of May, 2025.


Candy S. Esteban
Affiant

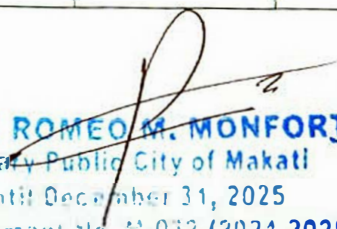
MAY 16 2025

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ____ day of _____, 2025, in _____
City, Philippines. Affiant exhibiting his/her government issued identification card:

| Name | Government ID No. | Valid Until | Place of Issue |
|------------------|--------------------------------|-------------|----------------|
| Candy S. Esteban | Driver's License N02-95-277891 | 03 May 2033 | Quezon City |

Doc. No. 476
Page No. 97
Book No. 60
Series of 2025.


ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-052 (2024-2025)
PTR No. 10486008 Jan. 2 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27032
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

COVER SHEET

CS201215846

S.E.C. Registration Number

**SUNLIFE PROSPERITY DYNAMIC
FUND INC.**

5TH FLR., SUNLIFE CENTRE 5TH

AVE BONIFACIO GLOBAL FORT

BONIFACIO TAGUIG CITY

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

Jeanemar S. Talaman

Contact Person

8555-8888

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

SEC FORM 17-Q

FORM TYPE

Month

Day

Annual Meeting

Mutual Fund Company

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document I.D.

_____ Cashier

[STAMPS]

Remarks = pls. use black ink for scanning purposes

SEC Number: CS201215846

File Number: _____

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

(Company's Full Name)

**8th Floor Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City,
Philippines**

(Company's Address)

8555-8888

(Telephone No.)

December 31

(Fiscal Year Ending)
(Month & Day)

SEC FORM 17-Q

Form Type

Amendment Designation (If applicable)

March 31, 2025

Period Ended Date

OPEN-END INVESTMENT COMPANY

Secondary License Type and File Number

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended: March 31, 2025
2. Commission identification number: CS201215846. BIR Tax Identification No: 008-357-526-000
4. Exact name of issuer as specified in its charter

Sun Life Prosperity Dynamic Fund, Inc.

5. Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code: (SEC Use Only)

Philippines

7. Address of issuer's principal office: Postal Code

8F Sun Life Centre 5th Avenue corner Rizal Drive Bonifacio Global City, Taguig City 1634

8. Issuer's telephone number, including area code

(02) - 8555-8888

9. Former name, former address and former fiscal year, if changed since last report

N.A.

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of March 31, 2025) |
|-------------------------------------|--|
| <u>Common Shares (Unclassified)</u> | <u>503,309,830 shares</u> |

11. Are any or all of the securities listed on a Stock Exchange?

Yes [] No [x]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [x] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [x] No []

PART A - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**SUN LIFE PROSPERITY DYNAMIC FUND, INC.
STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2025 AND DECEMBER 31, 2024**

| | | (Unaudited) | (Audited) |
|---|--------------|------------------------|------------------|
| | Notes | 2025 | 2024 |
| ASSETS | | | |
| Current Assets | | | |
| Cash and cash equivalents | 4 | P 9,566,481 | P 7,153,138 |
| Financial assets at fair value through profit or loss | 5 | 450,109,260 | 483,840,942 |
| Accrued interest receivable | 6 | 2,142,096 | 2,587,445 |
| Dividends receivable | 7 | 574,831 | 102,865 |
| Due from brokers | 8 | 901,165 | - |
| Other current assets | 9 | 144,390 | 10,965 |
| | | 463,438,223 | 493,695,355 |
| LIABILITIES AND EQUITY | | | |
| Current Liabilities | | | |
| Accrued expenses and other payables | 10 | P 1,151,676 | P 1,033,807 |
| Due to brokers | 8 | 706,889 | - |
| Payable to fund manager | 11 | 872,101 | 968,306 |
| Total Current Liabilities | | 2,730,666 | 2,002,113 |
| Equity | | | |
| Share capital | 12 | 35,069,670 | 35,069,670 |
| Additional paid-in capital | 13 | 3,267,784,070 | 3,267,784,061 |
| Retained earnings (deficit) | | (528,869) | 5,954,742 |
| | | 3,302,324,871 | 3,308,808,473 |
| Treasury shares | 12 | (2,841,617,314) | (2,817,115,231) |
| Total Equity | | 460,707,557 | 491,693,242 |
| | | P463,438,223 | P493,695,355 |
| Net Asset Value Per Share | 14 | P 0.9154 | P 0.9272 |
| Total Equity | | P 460,707,557 | P 491,693,242 |
| Capital Stock - Php0.01 per share | | | |
| Authorized - 5,200,000,000 shares | | | |
| Total number of shares outstanding | | 503,309,830 | 530,271,974 |
| Net Asset Value Per Share | 14 | P 0.9154 | P 0.9272 |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED MARCH 31, 2025 AND MARCH 31, 2024

| | | (Unaudited) | (Unaudited) |
|---|-------|----------------------|---------------------|
| | Notes | 2025 | 2024 |
| Investment Income - net | | | |
| Net realized gains (losses) on investments | 5 | (P 760,608) | P 9,847,283 |
| Dividend income | | 3,865,521 | 3,971,656 |
| Interest income | 15 | 3,069,973 | 3,768,764 |
| Other income | | 478 | - |
| | | 6,175,364 | 17,587,703 |
| Investment Expenses | | | |
| Commission | 8 | 155,101 | 306,454 |
| Clearing fees | | 10,931 | 16,932 |
| | | 166,032 | 323,386 |
| Net Investment Income | | 6,009,332 | 17,264,317 |
| Operating Expenses | | | |
| Management and transfer fees | 11 | 1,487,059 | 1,956,643 |
| Distribution fees | 11 | 1,293,095 | 1,701,429 |
| Directors' fees | 11 | 63,904 | 63,821 |
| Custodianship fees | | 23,730 | 21,801 |
| Taxes and licenses | | 40,763 | 34,847 |
| Professional fees | | 67,947 | 53,627 |
| Printing and supplies | | 1,377 | 1,084 |
| Miscellaneous | | 3,159 | 5,572 |
| | | 2,981,034 | 3,838,824 |
| Profit Before Net Unrealized Gains (Losses) on Investments | | 3,028,298 | 13,425,493 |
| Net Unrealized Gains (Losses) on Investments | 5 | (8,477,217) | 13,573,663 |
| Profit (Loss) Before Tax | | (5,448,919) | 26,999,156 |
| Income Tax Expense | | 1,034,692 | 1,396,484 |
| Total Comprehensive Income (Losses) for the Period | | (P 6,483,611) | P 25,602,672 |
| Basic Earnings (Loss) per Share | 16 | (P 0.013) | P 0.040 |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED MARCH 31, 2025 AND MARCH 31, 2024

| | Notes | Share Capital | Additional Paid-in Capital | Retained Earnings (Deficit) | Treasury Shares | Total |
|--|---------------|--------------------|----------------------------|-----------------------------|-------------------------|---------------------|
| Balance, January 1, 2025 | 12, 13 | P 35,069,670 | P3,267,784,061 | P 5,954,742 | (P2,817,115,231) | P491,693,242 |
| Net loss for the period | | - | - | (6,483,611) | - | (6,483,611) |
| Transactions with owners: | 12, 13 | | | | | |
| Acquisition of treasury shares during the period | | - | - | - | (24,502,083) | (24,502,083) |
| Reissuance of treasury shares during the period | | - | 9 | - | - | 9 |
| Total transactions with owners | | - | 9 | - | (24,502,083) | (24,502,074) |
| Balance, March 31, 2025 | 12, 13 | P35,069,670 | P3,267,784,070 | (P 528,869) | (P2,841,617,314) | P460,707,557 |

| | Share Capital | Additional Paid-in Capital | Retained Earnings (Deficit) | Treasury Shares | Total |
|--|--------------------|----------------------------|-----------------------------|-------------------------|---------------------|
| Balance, January 1, 2024 | P 35,069,670 | P3,267,793,704 | (P11,710,287) | (P2,659,502,740) | P631,650,347 |
| Net income for the period | - | - | 25,602,672 | - | 25,602,672 |
| Transactions with owners: | | | | | |
| Acquisition of treasury shares during the period | - | (2,540) | - | (71,361,086) | (71,363,626) |
| Reissuance of treasury shares during the period | - | - | - | 110,341 | 110,341 |
| Total transactions with owners | - | (2,540) | - | (71,250,745) | (71,253,285) |
| Balance, March 31, 2024 | P35,069,670 | P3,267,791,164 | P13,892,385 | (P2,730,753,485) | P585,999,734 |

See Notes to Financial Statements.

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED MARCH 31, 2025 AND MARCH 31, 2024

| | | (Unaudited) | (Unaudited) |
|--|-------|--------------------|---------------------|
| | Notes | 2025 | 2024 |
| Cash Flows from Operating Activities | | | |
| Profit (Loss) before tax | | (P 5,448,919) | P 26,999,156 |
| Adjustments for: | | | |
| Net unrealized losses (gains) on investments | 5 | 8,477,217 | (13,573,663) |
| Net realized gains (losses) on investments | 5 | 760,608 | (9,847,283) |
| Dividend income | | (3,865,521) | (3,971,656) |
| Interest income | 15 | (3,069,973) | (3,768,764) |
| Operating cash flows before working capital changes | | (3,146,588) | (4,162,210) |
| Increase in other current assets | | (133,425) | (139,584) |
| Increase (Decrease) in: | | | |
| Accrued expenses and other payables | | 117,869 | (31,502) |
| Due to brokers | | 706,889 | - |
| Payable to fund manager | | (96,205) | (68,285) |
| Cash used in operations | | (2,551,460) | (4,401,581) |
| Acquisition of financial assets at fair value through profit or loss | | (182,256,097) | (136,735,165) |
| Proceeds from disposals and maturities of financial assets at fair value through profit or loss | | 205,848,789 | 196,695,257 |
| Interest income received | | 3,515,322 | 4,004,975 |
| Dividend income received | | 3,393,555 | 3,254,174 |
| Income taxes paid | | (1,034,692) | (1,396,484) |
| Net cash generated from operating activities | | 26,915,417 | 61,421,176 |
| Cash Flows from Financing Activities | | | |
| Proceeds from reissuance of treasury shares | | 9 | 110,341 |
| Payments on acquisition of treasury shares | | (24,502,083) | (71,363,626) |
| Net cash used in financing activities | | (24,502,074) | (71,253,285) |
| Net Decrease in Cash and cash equivalents | | 2,413,343 | (9,832,109) |
| Cash and cash equivalents, Beginning | | 7,153,138 | 21,345,140 |
| Cash and cash equivalents, End | 4 | P 9,566,481 | P 11,513,031 |

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

1. FINANCIAL REPORTING FRAMEWORK AND BASIS OF PREPARATION AND PRESENTATION

Statement of Compliance

These unaudited condensed consolidated interim financial statements of the Company as at and for the three-month period ended March 31, 2025 have been prepared in accordance with PAS 34, Interim Financial Reporting. These unaudited condensed consolidated interim financial statements do not include all the notes normally included in an annual audited financial report. Accordingly, these unaudited condensed consolidated interim financial statements are to be read in conjunction with the Annual Audited Financial Statements of the Company for the year ended December 31, 2024, which have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS).

Basis of Preparation and Presentation

The financial statements of the Company have been prepared on the historical cost basis, except for certain financial assets measured at fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Functional and Presentation Currency

These financial statements are presented in Philippine peso, the currency of the primary economic environment in which the Company operates. All amounts are recorded to the nearest peso, except when otherwise indicated.

2. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

Adoption of Amended Accounting Standards Effective in 2024

In the current year, the Company has applied all amendments to PFRS Accounting Standards that are mandatorily effective for accounting periods beginning on or after January 1, 2024. Their adoption had no material impact on the disclosures or the amounts reported in these financial statements.

New and Revised Accounting Standards Effective after the Reporting Period Ended December 31, 2024

At the date of authorization of these financial statements, the company has not applied the following PFRS Accounting Standards pronouncements that have been issued but are not yet effective:

Effective for annual period beginning on or after January 1, 2025

- Amendments to PAS 21, The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability

Effective for annual period beginning on or after January 1, 2026

- Amendments to PFRS 9, Financial Instruments and PFRS 7, Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments
- Annual Improvements to PFRS Accounting Standards – Volume 11
- Amendments to PFRS 9, Financial Instruments and PFRS 7 Financial Instruments: Disclosures – Contracts Referencing Nature – dependent Electricity

Effective for annual period beginning on or after January 1, 2027

- PFRS 18, Presentation and Disclosure in Financial Statements
- PFRS 19, Subsidiaries without Public Accountability: Disclosures
- PFRS 17, Insurance Contracts
- Amendments to PFRS 17, Insurance Contracts
- Amendment to PFRS 17, Insurance Contracts - Initial Application and PFRS 9, Financial Instruments – Comparative Information

Deferred effectivity

- Amendments to PFRS 10, Consolidated Financial Instruments and PAS 28, Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Management anticipates that the adoption of the new or revised PFRS Accounting Standards in future periods will not have a material impact on the financial statements in the period of their initial adoption.

3. MATERIAL ACCOUNTING POLICIES

Financial assets

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Classification and Subsequent Measurement

The Company classifies its financial assets in the following measurement categories:

- FVTPL,
- Fair value through other comprehensive income (FVTOCI); and
- Amortized cost

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent solely payment of principal and interest (SPPI).

All other debt and equity instruments must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the group classifies its debt instruments:

- Amortized cost. Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- FVTPL. Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in finance income.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (ECL), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

Equity instruments

The Company subsequently measures all equity investments at FVTPL, except where the Company's Management has elected, at initial recognition, to irrevocably designate an equity instrument at FVTOCI. The Company's policy is to designate equity investments as FVTOCI when those investments are held for the purposes other than to generate investment returns.

Changes in the fair value of financial assets measured at FVTPL are recognized in the statements of profit or loss. These changes are reported as either net realized gains (losses) or unrealized gains (losses) on investments, as appropriate.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the asset's cash flows expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognized in OCI and accumulated in equity is recognized in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognized in OCI is not subsequently reclassified to profit or loss, but is transferred to retained earnings.

Financial Liabilities and Equity Instruments

Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

The Company's financial liabilities classified under this category include accrued expenses and other payables, due to brokers and payable to fund manager.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Equity instruments

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Share capital

Share capital consisting of ordinary shares is classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax. Any excess of proceeds from issuance of shares over its par value is recognized as additional paid-in capital.

Retained earnings (Deficit)

Retained earnings (deficit) represent accumulated profit (loss) attributable to equity holders of the Company after deducting dividends declared. Retained earnings (deficit) may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Repurchase, disposal and reissuance of share capital (treasury shares)

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable cost, net of any tax effects, is recognized as a reduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognized as increase in equity, and the resulting surplus or deficit on the transaction is presented as additional paid-in capital.

Contingent Liabilities and Assets

Contingent liabilities and assets are not recognized because their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent liabilities are disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized but are disclosed only when an inflow of economic benefits is probable. When the realization of income is virtually certain, asset should be recognized.

Revenue Recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a product or service to a customer.

Dividend income

Dividend income from investments is recognized when the shareholders' rights to receive payments have been established, usually at ex-dividend rate, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Realized gains or losses

Gains or losses arising on the disposal of investments are determined as the difference between the sales proceeds and the carrying amount of the investments and is recognized in profit or loss.

Fair value gains or losses

Gains or losses arising from changes in fair values of investments are disclosed under the policy on financial assets.

Expense Recognition

Expenses are recognized in profit or loss when incurred.

Expenses in the statements of comprehensive income are presented using the function of expense method. Investment expenses are transaction costs incurred in the purchase and sale of investments. Operating expenses are costs attributable to the administrative and other business expenses of the Company including management fees and custodianship fees.

Fair Value

In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Levels 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Related Party Transactions

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. An entity that is a post-employment benefit plan for the employees of the Company and the key management personnel of the Company are also considered to be related parties.

Taxation

Income tax expense represents the sum of the current tax, final tax and deferred tax expense.

Current tax

The current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax expense is calculated using 25% regular corporate income tax (RCIT) rate or 2% minimum corporate income tax (MCIT), whichever is higher.

Final tax

Final tax expense represents final taxes withheld on interest income from cash and cash equivalents and fixed-income securities and final taxes withheld on proceeds from sale of listed equity securities.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in OCI or directly in equity, in which case, the current and deferred taxes are also recognized in OCI or directly in equity, respectively.

Earnings (Loss) per Share

The Company computes its basic earnings (loss) per share by dividing profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

For the purpose of calculating diluted earnings (loss) per share, profit or loss for the year attributable to ordinary equity holders of the Company and the weighted average number of shares outstanding are adjusted for the effects of DFFS which are dilutive potential ordinary shares.

Net Asset Value per Share (NAVPS)

The Company computes its NAVPS by dividing the total net asset value as at the end of the reporting period by the number of issued and outstanding shares and shares to be issued on deposits for future share subscriptions.

4. CASH IN BANKS

| | March 2025 | December 2024 |
|---------------|-------------|---------------|
| Cash in banks | P 9,566,481 | P 7,153,138 |

5. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | March 2025 | December 2024 |
|---|---------------|---------------|
| Investments in listed equity securities | P 246,053,794 | P 284,922,272 |
| Investments in fixed-income securities | 204,055,466 | 198,918,670 |
| | P 450,109,260 | P 483,840,942 |

Net gains (losses) on investments recognized in profit or loss arising from financial assets at FVTPL are as follows:

| | March 2025 | December 2024 |
|--|---------------|---------------|
| Net realized gains (losses) on investments in: | | |
| Equity securities | (P 629,610) | P 12,553,053 |
| Fixed- income securities | (130,998) | (946,309) |
| | (760,608) | 11,606,744 |
| Net unrealized gains (losses) on investments in: | | |
| Equity securities | (7,864,634) | 4,812,774 |
| Fixed- income securities | (612,583) | (3,162,960) |
| | (8,477,217) | 1,649,814 |
| | (P 9,237,825) | P 13,256,558 |

The movements in the financial assets at FVTPL are summarized as follows:

| | March 2025 | December 2024 |
|---------------------------|---------------|---------------|
| Beginning balance | P 483,840,942 | P 610,341,838 |
| Additions | 182,256,097 | 437,258,500 |
| Disposal | (207,510,562) | (565,409,210) |
| Unrealized gains (losses) | (8,477,217) | 1,649,814 |
| Ending balance | P 450,109,260 | P 483,840,942 |

6. ACCRUED INTEREST RECEIVABLE

| | March 2025 | December 2024 |
|-------------------------|-------------|---------------|
| Fixed-income securities | P 2,142,096 | P 2,587,445 |

7. DIVIDENDS RECEIVABLE

| | March 2025 | December 2024 |
|---------------------|------------|---------------|
| Dividend receivable | P 574,831 | P 102,865 |

8. **DUE FROM/TO BROKERS**

Due from brokers account refers to amounts receivable from brokers arising from the sale of investments processed on or before the reporting period, which are settled three days after the transaction date.

Due from brokers amounted to P901,165 and nil as at March 31, 2025 and December 31, 2024, respectively.

Due to brokers account pertains to amounts payable to brokers for the purchase of investments processed on or before the reporting period, which are settled three days after the transaction date.

Due to brokers amounted to P706,889 and nil as at March 31, 2025 and December 31, 2024, respectively.

Counterparties to the contract are not allowed to offset payable and receivable arising from the purchase and sale of investments.

Commission expense amounting to P155,101 and P306,454 in March 31, 2025 and 2024, respectively, are paid to brokers when buying and selling shares of stock.

9. **OTHER CURRENT ASSETS**

| | March 2025 | December 2024 |
|------------------|------------------|-----------------|
| Prepaid Expenses | P 133,422 | P - |
| Prepaid Tax | 10,968 | 10,965 |
| | P 144,390 | P 10,965 |

10. **ACCRUED EXPENSES AND OTHER PAYABLES**

| | March 2025 | December 2024 |
|---|--------------------|--------------------|
| Due to investors | P 831,249 | P 814,613 |
| Professional fees | 167,895 | 99,949 |
| Withholding and documentary stamp taxes | 78,510 | 90,757 |
| Directors' fees | 63,904 | - |
| Custodianship fees | 10,118 | 25,799 |
| Others | - | 2,689 |
| | P 1,151,676 | P 1,033,807 |

Due to investors account pertains to amounts payable to investors for the redemption of their investments processed on or before the reporting period, which are usually paid three (3) days after the transaction date. Other payables are non-interest bearing and are normally settled within one year.

11. RELATED PARTY TRANSACTIONS

In the normal course of business, the Company transacts with entities which are considered related parties under PAS 24, *Related Party Disclosures*.

The details of transaction with related parties and the amounts paid or payable are set out below:

| Nature of Transaction | Transactions During the Quarter | Outstanding Balances | | Term | Condition |
|--|---------------------------------|----------------------|-----------|---|-------------------------|
| | Q1 2025 | Q1 2025 | 2024 | | |
| SLAMCI – Fund Manager | | | | | |
| Management, Distribution and Transfer fees | P 2,780,154 | P 872,101 | P 968,306 | 2.15% of average daily net assets; settled in cash on or before the 15 th day of the following month | Unguaranteed Unsecured; |
| Key Management Personnel | | | | | |
| Directors' fees | P 63,904 | P 63,904 | P - | Payable on demand; settled in cash | Unsecured |

12. EQUITY

| | 2025 | |
|--------------------|---------------|-----------------|
| | Shares | Amount |
| Authorized: | | |
| At P0.01 par value | 5,200,000,000 | P 52,000,000 |
| Fully paid: | | |
| At March 31 | 3,506,967,024 | P 35,069,670 |
| Treasury shares: | | |
| At January 1 | 2,976,695,050 | P 2,817,115,231 |
| Acquisition | 26,962,144 | 24,502,083 |
| At March 31 | 3,003,657,194 | P 2,841,617,314 |

Fully paid ordinary shares with a par value of P0.01 carry one vote per share and carry a right to dividends.

Incorporation

The Company was incorporated on August 31, 2012 with 200,000,000 authorized shares at par value of P0.01 per share.

Approved changes

On October 10, 2012, the shareholders approved the blanket increase from 200,000,000 shares to 100,000,000,000 shares both with a par value of P0.01 per share. The Board was authorized to implement the increase in tranches.

On March 22, 2013, the Board of Directors approved the first tranche of share capital increase by 2,000,000,000 shares (from 200,000,000 shares to 2,200,000,000 shares both with par value of P0.01 per share). The SEC subsequently approved the increase on January 22, 2014 and the registration statement on July 3, 2014.

On August 6, 2013, the Board of Directors approved the second tranche of share capital increase by 3,000,000,000 shares (from 2,200,000,000 shares to 5,200,000,000 shares both with par value of P0.01 per share) which was subsequently approved by the SEC on December 23, 2014. On July 13, 2015, the registration statement was approved by the SEC.

Current state

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SEC Form 17-Q – Sun Life Prosperity Dynamic Fund, Inc.

As at March 31, 2025, the Company has 503,309,830 issued and outstanding shares out of the 5,200,000,000 ACS with a par value of P0.01 per share.

The following table shows the number of institutional and retail investors and the percentage of their investments, and the geographic concentration of investments as of March 31, 2025.

| % Ownership of Institutional Investors | % Ownership of Retail Investors |
|--|---------------------------------|
| 23.46% | 76.54% |

| Area | Percentage of Investments |
|----------|---------------------------|
| LUZON | 95% |
| VISAYAS | 4% |
| MINDANAO | 1% |
| TOTAL | 100% |

13. ADDITIONAL PAID-IN CAPITAL

| | March 2025 | December 2024 |
|------|-----------------|-----------------|
| APIC | P 3,267,784,070 | P 3,267,784,061 |

14. NET ASSET VALUE PER SHARE

| | March 2025 | December 2024 |
|--------------------------|---------------|---------------|
| Total equity | P 460,707,557 | P 491,693,245 |
| Total Outstanding Shares | 503,309,830 | 530,271,974 |
| NAVPS | P 0.9154 | P 0.9272 |

NAVPS is based on issued, outstanding and fully paid shares minus treasury shares. The expected cash outflow on redemption of these shares is equivalent to computed NAVPS as at reporting period.

Net Asset Value Calculation

The net asset value shall be calculated by adding:

- The aggregate market value of the portfolio securities and other assets;
- The cash on hand;
- Any dividends on stock trading ex-dividend; and
- Any accrued interest on portfolio securities,

And subtracting:

- Taxes and other charges against the fund not previously deducted;
- Liabilities
- Accrued expenses and fees; and
- Cash held for distribution to investors of the fund on a prior date.

Price Determination Of The Assets Of The Investment Company The value of the assets of the Investment Company shall be determined based on the following:

- a. If quoted in an organized market, based on official closing price or last known transacted price;
- b. If unquoted or quoted investments where the transacted prices are not represented or not available to the market, based on fair value; Provided, further that in determining the fair value of investments, the Fund Manager shall, with due care and good faith:
 - Have reference to the price that the Investment Company would reasonably expect to receive upon the sale of the investment at the time the fair value is determined;
 - Document the basis and approach for determining the fair value.

Below table shows the investment company return information of the Fund in the last five (5) recently completed fiscal years as at March 31, 2025:

| | Yields | NAVPS | NAVPS Date |
|-----------------------------|----------|----------|----------------|
| Year on year yield (1-year) | -2.9165% | P 0.9429 | March 27, 2024 |
| 3 Year - Simple | -3.1323% | P 0.9450 | March 31, 2022 |
| 5Year - Simple | 26.2447% | P 0.7251 | March 31, 2020 |

15. INTEREST INCOME

| | March 2025 | March 2024 |
|-------------------------|--------------------|--------------------|
| Fixed income securities | P 3,066,259 | P 3,631,798 |
| Cash equivalents | - | 125,915 |
| Cash in banks | 3,714 | 11,051 |
| | P 3,069,973 | P 3,768,764 |

16. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

| | March 2025 | March 2024 |
|---|---------------|--------------|
| Total comprehensive income (loss) for the period | (P 6,483,611) | P 25,602,672 |
| Weighted average number of outstanding shares for the purpose of computing earnings per share | 509,054,889 | 644,966,407 |
| Basic earnings (loss) per share | (P 0.013) | P 0.040 |

17. FAIR VALUE OF FINANCIAL INSTRUMENTS

Assets and liabilities measured at fair value on a recurring basis

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value classified under level 1 based on the degree to which the inputs to fair value are observable.

| | Note | Total |
|---------------------------------------|------|----------------------|
| March 31, 2025 | | |
| Investment in listed equity shares | 5 | P 246,053,794 |
| Investment in fixed-income securities | 5 | 204,055,466 |
| | | P 450,109,260 |
| December 31, 2024 | | |
| Investment in listed equity shares | 5 | P 284,922,272 |
| Investment in fixed-income securities | 5 | 198,918,670 |
| | | P 483,840,942 |

The fair values of fixed-income securities are based on quoted prices of done deal rates and bid rates of identical instruments.

Listed equity securities are valued at quoted prices as at reporting date.

No transfers in fair value hierarchy were made as at March 31, 2025 and December 31, 2024.

Financial assets and liabilities not measured at fair value

Cash in banks, accrued interest receivable, dividends receivable, due to brokers, due from brokers, accrued expenses and other payables excluding withholding and documentary stamp taxes, and payable to fund manager have short-term maturities, hence, their carrying amounts are considered their fair values.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The Performance of the Company could be measured by the following indicators:

- 1. Increase/Decrease in Net Assets Value Per Share (NAVPS).** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding plus the total number of shares outstanding due to deposit for future subscriptions (DFFS) and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Fund's shareholders.
- 2. Net Investment Income.** Represents the total earnings of the Fund from its investment securities, less operating expenses and income tax. This gauges how efficiently the Fund has utilized its resources in a given time period.
- 3. Assets Under Management (AUM).** These are the assets under the Fund's disposal. This measures investor confidence (increase/decrease brought about by investor subscriptions/redemptions) as well as the growth of the Fund (increase/decrease brought about by its operational income and market valuation of its assets and liabilities).
- 4. Cash Flow.** Determines whether the Fund was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments, while maintaining at the same time the maximum investments level and minimum cash level.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Material Changes in the 1st Quarter Financial Statements

Statement of Financial Position and Statements of Changes in Equity –31 Mar 2025 vs. 31 Dec 2024

| | 31-Mar-25 | | 31-Dec-24 | | Movement | Percentage (%) | MDAS |
|---|----------------------|--|----------------------|--|-----------------------|----------------|--|
| | Unaudited | | Audited | | | | |
| Cash in Banks | P 9,566,481 | | P 7,153,138 | | P 2,413,343 | 33.74% | Liquidity requirements were met. |
| Financial assets at fair value through profit or loss | 450,109,260 | | 483,840,942 | | (33,731,682) | -6.97% | The decrease was mainly due to net disposals of investments in listed equity securities and in fixed-income securities coupled with net unrealized losses during the period. |
| Accrued interest receivable | 2,142,096 | | 2,587,445 | | (445,349) | -17.21% | Collection of interest depends on the scheduled interest payments of each asset. |
| Dividends receivable | 574,831 | | 102,865 | | 471,966 | 458.82% | The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received. |
| Due from brokers | 901,165 | | - | | 901,165 | 100.00% | This account pertains to amounts receivable from brokers for the sale of investments processed on or before the reporting period, which are settled three days after the transaction date. |
| Other current assets | 144,390 | | 10,965 | | 133,425 | 1216.83% | This account pertains mainly to prepaid expenses to be amortized until the end of the accounting period and prepaid tax to be applied in the future income tax payable of the fund. |
| Total Assets | 463,438,223 | | 493,695,355 | | (30,257,132) | -6.13% | |
| Accrued expenses and other payables | 1,151,676 | | 1,033,807 | | 117,869 | 11.40% | The increase was mainly due to higher audit fees and directors fees payable. |
| Due to brokers | 706,889 | | - | | 706,889 | 100.00% | This account pertains to amounts payable to brokers for the purchase of investments processed on or before the reporting period, which are settled three days after the transaction date. |
| Payable to fund manager | 872,101 | | 968,306 | | (96,205) | -9.94% | Decrease in AUM for the period consequently decrease this account. |
| Total Liabilities | 2,730,666 | | 2,002,113 | | 728,553 | 36.39% | |
| Share capital | 35,069,670 | | 35,069,670 | | - | 0.00% | |
| Additional paid in capital | 3,267,784,070 | | 3,267,784,061 | | 9 | 0.00% | |
| Retained earnings | (528,869) | | 5,954,742 | | (6,483,611) | -108.88% | The movement represents the net loss during the period. |
| Treasury Shares | (2,841,617,314) | | (2,817,115,231) | | (24,502,083) | 0.87% | The change depicts the net acquisition of treasury shares during the period. |
| Net Assets | P 460,707,557 | | P 491,693,242 | | P (30,985,685) | -6.30% | The decrease in net assets was due to net acquisition of treasury shares and net loss during the period. |
| Net Assets Value per Share | P 0.9154 | | P 0.9272 | | P (0.0118) | -1.27% | |

Statement of Financial Position and Statements of Changes in Equity –31 Mar 2024 vs. 31 Dec 2023

| | 31-Mar-24 | 31-Dec-23 | Movement | Percentage (%) | MDAS |
|---|----------------------|----------------------|-----------------------|----------------|--|
| | Unaudited | Audited | | | |
| Cash and cash equivalents | P 11,513,031 | P 21,345,140 | P (9,832,109) | -46.06% | Liquidity requirements were met. |
| Financial assets at fair value through profit or loss | 573,802,692 | 610,341,838 | (36,539,146) | -5.99% | The decrease was mainly due to net disposals of investments in listed equity securities and in fixed-income securities coupled with unrealized losses incurred during the period. |
| Accrued interest receivable | 1,921,384 | 2,157,595 | (236,211) | -10.95% | Collection of interest depends on the scheduled interest payments of each asset. |
| Dividends receivable | 929,003 | 211,521 | 717,482 | 339.20% | The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received. |
| Other current assets | 150,560 | 10,976 | 139,584 | 1271.72% | This account mainly pertains to prepaid expenses to be amortized until the end of the accounting period and prepaid tax to be applied in the future income tax payable of the fund. |
| Total Assets | 588,316,670 | 634,067,070 | (45,750,400) | -7.22% | |
| Accrued expenses and other payables | 1,202,495 | 1,233,997 | (31,502) | -2.55% | The decrease was mainly due to lower outstanding payable to investors for redemption of their investments processed on or before end of the reporting period, which are usually settled three (3) days after the transaction date. |
| Payable to fund manager | 1,114,441 | 1,182,726 | (68,285) | -5.77% | Decrease in AUM for the period consequently decrease this account. |
| Total Liabilities | 2,316,936 | 2,416,723 | (99,787) | -4.13% | |
| Share capital | 35,069,670 | 35,069,670 | - | 0.00% | |
| Additional paid in capital | 3,267,791,164 | 3,267,793,704 | (2,540) | 0.00% | |
| Retained earnings | 13,892,385 | (11,710,287) | 25,602,672 | -218.63% | The movement represents the net income during the period. |
| Treasury Shares | (2,730,753,485) | (2,659,502,740) | (71,250,745) | 2.68% | The change depicts the net acquisition of treasury shares during the period. |
| Net Assets | P 585,999,734 | P 631,650,347 | P (45,650,613) | -7.23% | The decrease was due to net acquisition partly offset with the net income earned during the period. |
| Net Assets Value per Share | P 0.9428 | P 0.9043 | P 0.0385 | 4.26% | |

There were no known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Company's liquidity in any material way.

There was no contingent liability reflected in the accompanying interim unaudited financial statements.

The Company does not anticipate having any cash flow or liquidity problems as it complies with the liquidity requirements per ICA-IRR 6.10. The Company was able to meet all its monetary obligations to its shareholders (for redemption) and creditors for the period covered. It does not foresee any event that could trigger a direct or contingent financial obligation that is material to its operations.

There were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities/other persons created during the reporting period. Likewise, there are no material commitments for capital expenditures, known trends, events, or uncertainties that have had or that are reasonably expected to have a material impact on net income/revenue from the continuing operations of the Company.

There are no other significant events and transactions from the last annual reporting period that is required for disclosure this quarter.

Statement of Comprehensive Income for the Three months ended – 31 Mar 2025 vs. 31 Mar 2024

| | 31-Mar-25 | | 31-Mar-24 | | Movement | Percentage (%) | MDAS |
|--|-----------|-------------|-----------|------------|----------------|----------------|---|
| | Unaudited | | Unaudited | | | | |
| Investment Income | P | 6,175,364 | P | 17,587,703 | P (11,412,339) | -64.89% | The decrease was mainly due to net realized losses, lower interest income earned, and lower dividend income earned during the period. |
| Investment Expenses | | 166,032 | | 323,386 | (157,354) | -48.66% | The decrease was mainly due to lower commission incurred during the period. |
| Operating Expenses | | 2,981,034 | | 3,838,824 | (857,790) | -22.35% | The decrease was mainly driven by the lower management fees brought by lower AUM for the period compared to last year. |
| Net Unrealized Gains (Losses) on Investments | | (8,477,217) | | 13,573,663 | (22,050,880) | -162.45% | The decrease in this account is due to unfavorable market condition during the period as compared to prior year. |
| Provision for Income Tax | | 1,034,692 | | 1,396,484 | (361,792) | -25.91% | Final taxes of interest income earned from fixed income investments and corporate income tax for the period. |
| Net Investment Income (Losses) | P | (6,483,611) | P | 25,602,672 | P (32,086,283) | 125.32% | |

Statement of Comprehensive Income for the Three months ended – 31 Mar 2024 vs. 31 Mar 2023

| | 31-Mar-24 | | 31-Mar-23 | | Movement | Percentage (%) | MDAS |
|--|-----------|------------|-----------|-------------|----------------|----------------|---|
| | Unaudited | | Unaudited | | | | |
| Investment Income | P | 17,587,703 | P | 34,663,240 | P (17,075,537) | -49.26% | The decrease was mainly due to lower realized gains from disposal of investments, interest income earned and lower dividend income earned |
| Investment Expenses | | 323,386 | | 903,936 | (580,550) | -64.22% | The decrease was mainly due to lower commission incurred during the period. |
| Operating Expenses | | 3,838,824 | | 7,200,758 | (3,361,934) | -46.69% | The decrease was mainly driven by the lower management fees brought by lower AUM for the period compared to last year coupled with the decrease in custodian fees incurred during the period. |
| Net Unrealized Gains (Losses) on Investments | | 13,573,663 | | (4,899,942) | 18,473,605 | -377.02% | The increase in this account is due to more favorable market prices of its investment during the period as compared to prior year. |
| Provision for Income Tax | | 1,396,484 | | 2,970,573 | (1,574,089) | -52.99% | The decrease was mainly driven by lower selling taxes from the sale and purchases of stocks during the period. |
| Net Investment Income | P | 25,602,672 | P | 18,688,031 | P 6,914,641 | -37.00% | |

Average daily net asset value from January to March 2025 and January to March 2024 is P468,319,671 and P610,898,490, respectively.

The Company has no unusual nature of transactions or events that affect assets, liabilities, equity, net income or cash flows.

There were no commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Company which are not reflected in the accompanying interim unaudited financial statements.

The management of the Company is of the opinion that there were no income or losses from these items that will have any material effect on its interim unaudited financial statements.

There were no known material events subsequent to the end of the quarterly reporting period that have not been reflected in the Company's interim unaudited financial statements as at the period ended March 31, 2025. There were no significant elements of income or loss that did not arise from the Fund's continuing operations.

There were no changes in estimates of amount reported in the current financial year or changes in estimates of amounts reported in prior financial years.

PART II – RISK MANAGEMENT

Item 1. Financial Risk Exposures of the Company

1. Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks: Market risk, which includes fair value interest rate risk and equity price risk; credit risk; and liquidity risk. The Fund Manager exerts best efforts to anticipate events that would negatively affect the value of the Company's assets and takes appropriate actions to counter these risks. However, there is no guarantee that the strategies will work as intended. The policies for managing specific risks are summarized below:

1.1 Market Risk: Market risk is the risk of possible decline in the value of the Fund due to fluctuations in prices of the fund's assets. Since the Fund may invest in both equity and fixed income securities, it is subject to two types of market risks: (1) Interest Rate Risk applicable to fixed income investments of the Fund; and (2) Equity Price Risk applicable to the equity investments of the Fund.

1.1.a Interest Rate Risk: Interest Rate Risk is a type of Market Risk which is applicable to the Fund's investments in bonds, if any. This refers to the increase/decrease of a bond price due to movement in market factors such as changes in interest rates. A change in interest rates is the period when interest rates rise or fall thus causing the decline or increase in the market price of the bonds held by the Fund, if any. This risk is minimized by closely monitoring the direction of interest rates and aligning it with the appropriate strategy of the Fund.

1.1.b Equity Price Risk: For equity investments, changes in prices of equity refer to the equity investments held by the Fund either for strategic or trading purposes. These equity investments, if any, are subject to the daily price fluctuations, as determined by market forces. Hence, prices may vary as a result of the general economic and political conditions, as well as developments in the company's operations and overall profitability. To manage this risk, the equity investments included in the Fund's portfolio are carefully selected based on their fundamental soundness.

1.2 Credit Risk: Investments in bonds carry the risk that the issuer of the bonds might default on its interest and/or principal payments. In the event of default, the Fund's value will be adversely affected and may result in a write-off of the concerned asset held by the Fund. To mitigate the risk, each Issuer/Borrower/Counterparty passes through a stringent credit evaluation process to determine whether the quality of the bond complies with the prescribed standards of the Fund. Further, the credit quality of the Issuer/Borrower/Counterparty is reviewed periodically to ensure that excellent credit standing is maintained. Moreover, a 10% exposure limit to a single Issuer/Borrower/Counterparty is likewise observed. It is good to note, however, that the Fund's government securities holdings are considered almost credit risk-free assets as they carry an unconditional guarantee of the Republic of the Philippines.

1.3 Liquidity Risk: The Fund is usually able to service redemptions of investors within seven (7) banking days after receipt of the notice of redemption by paying out redemptions from available cash or near cash assets in its portfolio. However, when redemptions exceed the Fund's available cash or near cash assets in its portfolio, the Fund will have to sell its other security holdings; and during periods of extreme market volatility, the Fund may not be able to find a buyer for such assets. Consequently, the Fund may not be able to generate sufficient cash from its sale of assets to meet the redemptions within the normal seven (7) banking day period. To mitigate this, the Fund maintains adequate highly liquid assets in the form of cash, cash equivalents and near cash assets in its portfolio.

The following are additional risks present in managing the Fund, however, non-quantifiable.

1.4 Regulatory Risk: The Fund's investments and operations are subject to various regulations affecting among others, accounting and taxation. These regulations occasionally change, and may result in lower returns or even losses borne by the investors. For example, a higher tax imposed on the sale or purchase of underlying assets of the Fund may result in lower net asset value of the Fund. To mitigate this risk, SLAMCI adopts global best practices. Further, it maintains regular communications with the relevant government agencies to keep itself abreast of the issues giving them concern, and to have the opportunity to help them set standards for good governance. SLAMCI also takes an active participation in the Philippine Investment Funds Association, Inc. ("PIFA"), an association of mutual fund companies in the Philippines.

1.5 Non-guarantee: Unlike deposits made with banks, an investment in the Fund is neither insured nor guaranteed by the Philippine Deposit Insurance Corporation (“PDIC”). Hence, investors carry the risk of losing the value of their investment. Moreover, as with any investment, it is important to note that past performance of the Fund does not guarantee its future success.

1.6 Dilution Risk: Being an open-end mutual fund, various investors may effectively subscribe to any amount of shares of the Fund. As such, investors face the risk of their investments being diluted as more investors subscribe to shares of the Fund. The influence that the investors can exert over the control and management of the Fund decreases proportionately.

1.7 Large Transaction Risk: If an investor in a Fund makes a large transaction, the Fund’s cash flow may be affected. For example, if an investor redeems a large number of shares of a Fund, that Fund may be forced to sell securities at unfavorable prices to pay for the proceeds of redemption. This unexpected sale may have a negative impact on the net asset value of the Fund.

1.8 Fund Manager Risk: The performance of the Fund is also dependent on the Fund Manager’s skills. Hence, the Fund may underperform in the market and/or in comparison with similar funds due to investment decisions made by the Fund Manager, and may also fail to meet the Fund’s investment objectives. The Board of Directors of the Issuer, however, shall ensure that all investment policies and restrictions enumerated in this Prospectus are strictly followed.

The above risk factors are by no means exhaustive. New and/or unidentified risks may arise given the fast changing financial markets and economic environment.

2. Capital Risk Management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the mix of high-quality debt and equity securities from domestic issuers.

The Company is guided by its Investment Policies and Legal Limitations. All the proceeds from the sale of shares, including the original subscription payments at the time of incorporation constituting the paid-in capital, is held by the pertinent custodian banks.

The Company manages capital and NAVPS, to ensure that the Company’s net asset value remains competitive and appealing to prospective investors.

The Company is also governed by the following fundamental investment policies:

- It does not issue senior securities;
- It does not intend to incur any debt or borrowing. In the event that borrowing is necessary, it can do so only if, at the time of its incurrence or immediately thereafter, there is asset coverage of at least 300% for all its borrowings;
- It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital;
- It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager’s view on the prospects;
- It does not invest more than twenty percent (20%) of its net assets in real estate properties and developments, subject to investment restrictions and/or limitations under applicable law, if any;
- It does not purchase or sell commodity futures contracts;
- The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions;
- Subscribers are required to settle their subscriptions in full upon submission of their application for subscriptions;
- It may use various techniques to hedge investment risks; and
- It does not change its investment objectives without the prior approval of a majority of its shareholders and prior notice to the SEC.

The Investment Policies refer to the following:

- a. Investment Objective - to generate long-term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Peso.
- b. Benchmark - the Company's performance is measured against 50% PSE Index and 50% Bloomberg Sovereign Bond Index, net of tax.
- c. Asset Allocation Range - the Company allocates its funds available for investments among cash and other deposit substitutes, fixed-income securities and equity securities based on certain proportion as approved by Management.

Other matters covered in the investment policy include the fees due to be paid to the Fund Manager with management and distribution fees each set at an annual rate of 2.00% of the net assets attributable to shareholders on each valuation day.

In compliance to SEC Memorandum Circular No. 21, Series of 2019 signed on September 24, 2019 in relation to independent Net Asset Value (NAV) calculation, SLAMCI (Fund Manager) engaged Citibank, N.A. Philippines to service its fund accounting functions including calculation of its NAV every dealing day. In December 2020, SLAMCI implemented the outsourced fund accounting to all Sun Life Prosperity Funds.

As at March 31, 2025 and December 31, 2024, the Company is in compliance with the above requirements and minimum capital requirement of P50,000,000.

3. The amount and description of the company's investment in foreign securities:

The Company does not have any investment in foreign securities.

4. Significant accounting judgments made in classifying a particular financial instrument in the fair value hierarchy.

CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments in Applying Accounting Policies

The following are the critical judgments, apart from those involving estimations, that Management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements.

Business model assessment

Classification and measurement of financial assets depend on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business

model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

The Company measures its financial assets at amortized cost if the financial asset qualifies for both SPPI and business model test. The Company's business model is to hold the asset and to collect its cash flows which are SPPI. All other financial assets that do not meet the SPPI and business model test are measured at FVTPL.

Puttable shares designated as equity instruments

The Company's share capital met the specified criteria to be presented as equity. The Company designated its redeemable share capital as equity instruments since the Company's share capital met the criteria specified in PAS 32, Financial Instruments: Presentation, to be presented as equity.

A puttable financial instrument includes a contractual obligation for the issuer to repurchase or redeem that instrument for cash or another financial asset on exercise of the put. As an exception to the definition of a financial liability, an instrument that includes such an obligation is classified as an equity instrument if it has met all the following features:

- a. it entitles the holder to a pro rata share of the entity's net assets in the event of the entity's liquidation. The entity's net assets are those assets that remain after deducting all other claims on its assets;
- b. it is in the class of instruments that is subordinate to all other classes of instruments;
- c. all financial instruments in the class of instruments that is subordinate to all other classes of instruments have identical features;
- d. apart from the contractual obligation for the issuer to repurchase or redeem the instrument for cash or another financial asset, the instrument does not include any contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity, and it is not a contract that will or may be settled in the entity's own equity instruments; and
- e. the total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the entity over the life of the instrument (excluding any effects of the instrument).

As at March 31, 2025 and December 31, 2024, the recognized amount of share capital representing puttable shares in the statements of financial position amounted to P35,069,670.

Key Sources of Estimation Uncertainty

The following are the Company's key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Deferred tax assets

The Company reviews the carrying amount at the end of each reporting period and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Company will generate sufficient taxable profit that will allow all or part of its deferred tax assets to be utilized.

Based on Management's expectation of the Company's future taxable income, the Company did not recognize the deferred tax assets as at March 31, 2025 and December 31, 2024.

Determining the fair value of investments in debt securities classified as financial assets at FVTPL

The Company carries its investments in traded debt securities at fair value, which requires the use of accounting estimates and judgment. Since market interest rate is a significant component of fair value measurement, fair value would differ if the Company applied a different set of reference rates in the valuation methodology. Any change in the fair value of these financial assets would affect profit or loss and equity.

Compliance with Foreign Account Tax Compliance Act (FATCA)

In accordance with the requirements of the US Internal Revenue Service ("IRS") and the Intergovernmental Agreement ("IGA") between the Government of the United States of America and the Government of the Republic of the Philippines to Improve International Tax Compliance and to Implement FATCA which was signed last July 13, 2015, the Fund has registered with the Internal Revenue Service (IRS) and has obtained its own Global Intermediary Identification Number ("GIIN") as a sponsored entity. Sun Life Asset Management Company, Inc. ("SLAMCI") continues to assume responsibilities for the Fund's FATCA compliance as the Sponsoring Entity and has implemented FATCA onboarding processes and procedures as well as system enhancements to monitor its new and pre-existing account holders who are U.S. Persons and have U.S. Indicia.

The Company, together with its Sponsoring Entity, SLAMCI, is preparing to comply for FATCA reporting on the date which will be set by the Bureau of Internal Revenue as soon as the IGA has been ratified by the Senate.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer : Sun Life Prosperity Dynamic Fund, Inc.

Principal Financial/Accounting Officer/Comptroller:

Signature :  : Candy S. Esteban

Title : Treasurer

Date : May 16, 2025

SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Schedule of Financial Soundness Indicators and Financial Ratios

March 31, 2025 and December 31, 2024

| | Formula | 2025 | 2024 |
|--|--|-------------------|-----------|
| <i>Current/ Liquidity Ratios</i> | | | |
| a. Current ratio | Current Assets/Current Liabilities | 169.72:1 | 262.37:1 |
| b. Quick ratio | Quick Assets/Current Liabilities | 169.66:1 | 262.36:1 |
| c. Cash ratio | Cash/Current Liabilities | 3.5:1 | 8.83:1 |
| d. Days in receivable | Receivable/Revenue * No. of days | N/A | N/A |
| e. Working capital ratio | (Current Assets-Current Liabilities)/Current Liabilities | 168.72:1 | 261.37:1 |
| f. Net working capital to sales ratio | Working Capital / Total Revenue | 74.6:1 | 12.87:1 |
| g. Defensive Interval Ratio | 360* (Quick Assets / Proj. Daily Operating Expense) | 55948.97:1 | 8934.04:1 |
| <i>Solvency Ratios</i> | | | |
| a. Long-term debt to equity ratio | Noncurrent Liabilities/Total Equity | N/A | N/A |
| b. Debt to equity ratio | Total Liabilities/Total Equity | 0.01:1 | 0.00 |
| c. Long term debt to total asset ratio | Noncurrent Liabilities/Total Assets | N/A | N/A |
| d. Total debt to asset ratio | Total Liabilities/Total Assets | 0.01:1 | 0.00 |
| Asset to equity ratio | Total Assets/Total Equity | 1.01:1 | 0:05 |
| Interest rate coverage ratio | Earning Before Income Tax/Interest Expense | 0:1 | 0.00 |
| <i>Profitability Ratio</i> | | | |
| a. Earnings before interest and taxes (EBIT) margin | EBIT/Revenue | -88.24% | 62.44% |
| b. Earnings before interest, taxes and depreciation and amortization (EBITDA) margin | EBITDA/Revenue | -88.24% | 62.44% |
| c. Pre-tax margin | EBT/Revenue | -88.24% | 62.44% |
| d. Effective tax rate | Income Tax/EBIT | -18.99% | 21.09% |
| e. Post-tax margin | Net Income After Tax/Revenue | -104.99% | 49.27% |
| f. Return on equity | Net Income After Tax/Average Common Equity | -1.36% | 3.15% |
| g. Return on asset | NIAT/Average Total Assets | -1.35% | 3.13% |
| Capital intensity ratio | Total Assets/Revenue | 75.05:1 | 12.92:1 |
| Fixed assets to total assets | Fixed assets/Total assets | N/A | N/A |
| Dividend payout ratio | Dividends paid/Net Income | N/A | N/A |

Sun Life Prosperity Dynamic Fund Inc.
Schedule Required under SRC Rule 68

i. Percentage of Investment in a Single Enterprise to Net Asset Value
March 31, 2025 and December 31, 2024

| | 2025 | | | 2024 | | |
|--|------------------------------|-----------------|------------|------------------------------|-----------------|---------------|
| | Investment (Market Value) | Net Asset Value | % over NAV | Investment (Market Value) | Net Asset Value | % over NAV |
| Equities | | | | | | |
| Aboitiz Power Corporation | 6,955,720 | 460,707,557 | 1.51% | 5,285,540 | 491,693,242 | 0.00% |
| AREIT INC | - | 460,707,557 | 0.00% | 2,049,300 | 491,693,242 | 0.42% |
| Ayala Corporation | 7,109,730 | 460,707,557 | 1.54% | 14,717,430 | 491,693,242 | 2.99% |
| Ayala Land Inc. | 10,919,250 | 460,707,557 | 2.37% | 20,916,769 | 491,693,242 | 4.25% |
| Bank of the Philippine Islands | 26,664,132 | 460,707,557 | 5.79% | 24,422,082 | 491,693,242 | 4.97% |
| BDO Unibank Inc. | 29,936,271 | 460,707,557 | 6.50% | 27,313,776 | 491,693,242 | 5.56% |
| Globe Telecom Inc. | 11,646,360 | 460,707,557 | 2.53% | 10,657,920 | 491,693,242 | 2.17% |
| Century Pacific Food Inc. | 6,070,955 | 460,707,557 | 1.32% | 2,982,645 | 491,693,242 | 0.61% |
| GT Capital Holdings Inc. | 2,687,520 | 460,707,557 | 0.58% | 9,133,040 | 491,693,242 | 1.86% |
| International Container Terminal Services Inc. | 26,621,450 | 460,707,557 | 5.78% | 35,029,500 | 491,693,242 | 7.12% |
| JG Summit Holdings Inc. | 264 | 460,707,557 | 0.00% | 329 | 491,693,242 | 0.00% |
| Manila Electric Company | 5,720,000 | 460,707,557 | 1.24% | 8,852,320 | 491,693,242 | 1.80% |
| Manila Water Company | 5,035,380 | 460,707,557 | 1.09% | - | *** | - |
| Metropolitan Bank & Trust Company | 19,146,440 | 460,707,557 | 4.16% | 11,450,160 | 491,693,242 | 2.33% |
| PLDT, INC. | 5,861,852 | 460,707,557 | 1.27% | 5,046,615 | 491,693,242 | 1.03% |
| SM Investments Corporation | 27,970,848 | 460,707,557 | 6.07% | 37,403,794 | 491,693,242 | 7.61% |
| SM Prime Holdings Inc. | 12,596,880 | 460,707,557 | 2.73% | 17,272,266 | 491,693,242 | 3.51% |
| Jollibee Foods Corporation | 15,861,600 | 460,707,557 | 3.44% | 22,639,040 | 491,693,242 | 4.60% |
| Monde Nissin Corporation | - | 460,707,557 | 0.00% | 1,907,764 | 491,693,242 | 0.39% |
| Converge Information and Communications Technology Solutions | 7,242,112 | 460,707,557 | 1.57% | - | *** | 0.00% |
| EEL Corporation - PHY2249U1290 | 5,592,050 | 460,707,557 | 1.21% | 2,960,076 | 491,693,242 | 0.00% |
| EEL Corporation - PHY2249U1373 | 10,367,480 | 460,707,557 | 2.25% | 5,707,350 | 491,693,242 | 1.16% |
| Robinsons Land Co | - | 460,707,557 | 0.00% | 15,267,626 | 491,693,242 | 3.11% |
| SECURITY BANK CORP PHP10 | - | 460,707,557 | 0.00% | 508,080 | 491,693,242 | 0.10% |
| RL COMMERCIAL REIT INC | 2,047,500 | 460,707,557 | 0.44% | 3,398,850 | 491,693,242 | 0.69% |
| Treasury Notes | | | | | | |
| PH0000058281 | 20,936,345 | 460,707,557 | 4.54% | 15,667,860 | 491,693,242 | 0.00% |
| PH0000058125 | 4,576,592 | 460,707,557 | 0.99% | 4,537,412 | 491,693,242 | 0.00% |
| PIID0528B176 | 11,600,510 | 460,707,557 | 2.52% | - | ** | 0.00% |
| PH0000057218 | 22,269,683 | 460,707,557 | 4.83% | 10,742,867 | 491,693,242 | 2.18% |
| PH0000057200 | 3,764,772 | 460,707,557 | 0.82% | 3,840,804 | 491,693,242 | 0.78% |
| PIBD0729J687 | 7,049,167 | 460,707,557 | 1.53% | 2,775,114 | 491,693,242 | 0.56% |
| PIBD2535I071 | 10,545,641 | 460,707,557 | 2.29% | 40,017,125 | 491,693,242 | 8.14% |
| PIBD2042K253 | 7,808,222 | 460,707,557 | 1.69% | 24,707,099 | 491,693,242 | 5.02% |
| PIBD2535L086 | 11,380,659 | 460,707,557 | 2.47% | 28,142,478 | 491,693,242 | 5.72% |
| PH0000057374 | 7,505,641 | 460,707,557 | 1.63% | 7,479,945 | 491,693,242 | 1.52% |
| PIBD2039A232 | 4,567,504 | 460,707,557 | 0.99% | 8,106,074 | 491,693,242 | 1.65% |
| PH0000058133 | 32,358,821 | 460,707,557 | 7.02% | 36,926,744 | 491,693,242 | 0.00% |
| PH0000058786 | 12,993,816 | 460,707,557 | 2.82% | 13,152,803 | 491,693,242 | 0.00% |
| PIBD2031G171 | 29,301,703 | 460,707,557 | 6.36% | 2,822,345 | 491,693,242 | 0.00% |
| PIBD1032A675 | 2,530,644 | 460,707,557 | 0.55% | - | ** | 0.00% |
| PIBD1029A644 | 14,865,747 | 460,707,557 | 3.23% | - | ** | 0.00% |

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company

March 31, 2025 and December 31, 2024

| | Investment (Shares) | 2025 Outstanding Securities | % over Investee | Investment (Shares) | 2024 Outstanding Securities | % over Investee |
|--|------------------------|-----------------------------------|--------------------|------------------------|--------------------------------|--------------------|
| Equities | | | | | | |
| Aboitiz Power Corporation | 180,200 | 7,205,854,307 | 0.00% | 140,200 | 7,205,854,307 | 0.00% |
| AREIT INC | - | - | 0.00% | 54,000 | 3,209,865,985 | 0.00% |
| Ayala Corporation | 12,030 | 623,596,775 | 0.00% | 24,570 | 623,596,775 | 0.00% |
| Ayala Land Inc. | 474,750 | 14,577,989,267 | 0.00% | 798,350 | 14,699,975,490 | 0.01% |
| Bank of the Philippine Islands | 202,001 | 5,272,095,143 | 0.00% | 200,181 | 5,272,095,143 | 0.00% |
| BDO Unibank Inc. | 195,279 | 5,272,738,089 | 0.00% | 189,679 | 5,272,257,961 | 0.00% |
| Globe Telecom Inc. | 5,190 | 144,380,334 | 0.00% | 4,880 | 144,380,334 | 0.00% |
| Century Pacific Food Inc. | 166,100 | 3,542,258,595 | 0.00% | 71,100 | 3,542,258,595 | 0.00% |
| GT Capital Holdings Inc. | 5,280 | 215,284,587 | 0.00% | 13,880 | 215,284,587 | 0.01% |
| International Container Terminal Services Inc. | 74,990 | 2,025,583,712 | 0.00% | 90,750 | 2,027,215,203 | 0.00% |
| JG Summit Holdings Inc. | 16 | 7,520,983,658 | 0.00% | 16 | 7,520,983,658 | 0.00% |
| Manila Electric Company | 10,400 | 1,127,092,509 | 0.00% | 18,140 | 1,127,092,509 | 0.00% |
| Manila Water Company | 159,600 | 2,597,094,010 | 0.01% | - | - | 0.00% |
| Metropolitan Bank & Trust Company | 262,280 | 4,497,415,555 | 0.01% | 159,030 | 4,497,415,555 | 0.00 |
| PLDT, INC. | 4,612 | 216,055,775 | 0.00% | 3,897 | 216,055,775 | 0.00% |
| SM Investments Corporation | 35,496 | 1,228,797,920 | 0.00% | 41,606 | 1,222,023,358 | 0.00% |
| SM Prime Holdings Inc. | 524,870 | 28,877,381,394 | 0.00% | 686,770 | 28,879,231,694 | 0.00% |
| Jollibee Foods Corporation | 66,090 | 1,119,238,992 | 0.01% | 84,160 | 1,119,090,609 | 0.01% |
| Monde Nissin Corporation | - | - | 0.00% | 221,833 | 17,968,611,496 | 0.00% |
| Converge Information and Communications Technology Solutions | 390,200 | 7,266,573,061 | 0.01% | 183,400 | 7,266,573,061 | 0.00% |
| EEl Corporation - PHY2249U1290 | 57,650 | 15,000,000 | 0.38% | 57,650 | 15,000,000 | 0.38% |
| EEl Corporation - PHY2249U1373 | 108,560 | 45,000,000 | 0.24% | 155,080 | 45,000,000 | 0.34% |
| SECURITY BANK CORP PHP10 | - | - | 0.00% | 5,840 | 753,538,887 | 0.00% |
| RL COMMERCIAL REIT INC | 325,000 | 15,714,445,508 | 0.00% | 581,000 | 15,714,445,508 | 0.00% |
| Treasury Notes | | | | | | |
| PH0000058281 | 20,684,000 | 584,861,260,000 | 0.00% | 15,600,000 | 584,861,260,000 | 0.00% |
| PH0000058125 | 4,540,000 | 35,000,000,000 | 0.01% | 4,540,000 | 35,000,000,000 | 0.01% |
| PIID0528B176 | 11,500,000 | 283,763,660,000 | 0.00% | - | 283,763,660,000 | 0.00% |
| PH0000057218 | 21,880,000 | 24,793,000,000 | 0.09% | 10,650,000 | 24,793,000,000 | 0.04% |
| PH0000057200 | 3,600,000 | 30,000,000,000 | 0.01% | 3,600,000 | 30,000,000,000 | 0.01% |
| PIBD0729J687 | 6,810,000 | 24,125,000,000 | 0.03% | 2,700,000 | 24,125,000,000 | 0.01% |
| PIBD2535I071 | 9,464,000 | 62,220,400,000 | 0.02% | 35,650,000 | 62,220,400,000 | 0.06% |
| PIBD2042K253 | 6,735,000 | 27,597,000,000 | 0.02% | 20,915,000 | 27,597,000,000 | 0.08% |
| PIBD2535L086 | 10,131,000 | 163,216,530,000 | 0.01% | 24,900,000 | 208,216,530,000 | 0.01% |
| PH0000057374 | 7,300,000 | 30,000,000,000 | 0.02% | 7,300,000 | 30,000,000,000 | 0.02% |
| PIBD2039A232 | 4,395,000 | 31,504,000,000 | 0.01% | 7,825,000 | 31,504,000,000 | 0.02% |
| PH0000058133 | 32,154,000 | 31,504,000,000 | 0.10% | 36,754,000 | 35,000,000,000 | 0.11% |
| PH0000058786 | 12,450,000 | 31,504,000,000 | 0.04% | 12,450,000 | 22,717,000,000 | 0.05% |
| PIBD2031G171 | 26,868,000 | 31,504,000,000 | 0.09% | 2,612,000 | 255,837,150,000 | 0.00% |
| PIBD1032A675 | 2,680,000 | 31,504,000,000 | 0.01% | - | - | 0.00% |
| PIBD1029A644 | 14,443,000 | 31,504,000,000 | 0.05% | - | 270,000,000,000 | 0.00% |

iii Total Investment in Liquid or Semi-Liquid Assets to Total Assets

March 31, 2025 and December 31, 2024

| | 2025 | 2024 |
|---|-------------|-------------|
| Total Liquid and Semi-Liquid Assets | 463,293,833 | 493,684,390 |
| TOTAL ASSETS | 463,438,223 | 493,695,355 |
| Total Investment in Liquid or Semi-Liquid Assets to Total Assets | 100% | 100% |

iv. Total Operating Expenses to Total Net Worth

March 31, 2025 and December 31, 2024

| | 2025 | 2024 |
|---|-------------|-------------|
| Total Operating Expenses | 2,981,034 | 14,222,990 |
| Average Daily Net Worth | 468,319,671 | 557,878,473 |
| Total Operating Expenses to Total Net Worth | 0.64% | 2.55% |

v. Total Assets to Total Borrowings

March 31, 2025 and December 31, 2024

| | 2025 | 2024 |
|----------------------------------|-------------|-------------|
| Total Assets | 463,438,223 | 493,695,355 |
| Total Borrowings | 2,730,666 | 2,002,113 |
| Total Assets to Total Borrowings | 16972% | 24659% |

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
Schedule of Investments
Financial assets

| Name of Issuing Entity and Association of Each Issue | March 31, 2025 | | | December 31, 2024 | |
|--|--|----------------------|----------------------|--|----------------------|
| | Number of Shares / Principal Amount of Bonds and Notes | Market Value | Aggregate Cost | Number of Shares / Principal Amount of Bonds and Notes | Market Value |
| Treasury Bonds and Notes Issued by the Nat'l Government | 178,511,000 | P 204,055,466 | P 203,687,358 | 185,496,000 | P 198,918,670 |
| Equity Shares | | | | | |
| Aboitiz Power Corporation | 180,200 | 6,955,720 | 6,709,237 | 140,200 | 5,285,540 |
| Ayala Corporation | 12,030 | 7,109,730 | 8,101,727 | 24,570 | 14,717,430 |
| Ayala Land Inc. | 474,750 | 10,919,250 | 14,507,456 | 798,350 | 20,916,769 |
| Bank of the Philippine Islands | 202,001 | 26,664,132 | 21,812,220 | 200,181 | 24,422,082 |
| BDO Unibank Inc. | 195,279 | 29,936,271 | 24,201,388 | 189,679 | 27,313,776 |
| Globe Telecom Inc. | 5,190 | 11,646,360 | 11,309,370 | 4,880 | 10,657,920 |
| Century Pacific Food Inc. | 166,100 | 6,070,955 | 6,002,832 | 71,100 | 2,982,645 |
| GT Capital Holdings Inc. | 5,280 | 2,687,520 | 3,342,107 | 13,880 | 9,133,040 |
| International Container Terminal Services Inc. | 74,990 | 26,621,450 | 17,824,472 | 90,750 | 35,029,500 |
| JG Summit Holdings Inc. | 16 | 264 | 776 | 16 | 329 |
| Manila Electric Company | 10,400 | 5,720,000 | 3,569,643 | 18,140 | 8,852,320 |
| Manila Water Company | 159,600 | 5,035,380 | 4,734,011 | - | - |
| Metropolitan Bank & Trust Company | 262,280 | 19,146,440 | 17,179,788 | 159,030 | 11,450,160 |
| PLDT, INC. | 4,612 | 5,861,852 | 6,259,109 | 3,897 | 5,046,615 |
| SM Investments Corporation | 35,496 | 27,970,848 | 30,738,659 | 41,606 | 37,403,794 |
| SM Prime Holdings Inc. | 524,870 | 12,596,880 | 17,537,302 | 686,770 | 17,272,266 |
| Jollibee Foods Corporation | 66,090 | 15,861,600 | 16,288,331 | 84,160 | 22,639,040 |
| Monde Nissin Corporation | - | - | - | 221,833 | 1,907,764 |
| Converge Information and Communications Technology | 390,200 | 7,242,112 | 6,458,225 | 183,400 | - |
| EEI Corporation - PHY2249U1290 | 57,650 | 5,592,050 | 5,835,595 | 57,650 | 2,960,076 |
| EEI Corporation - PHY2249U1373 | 108,560 | 10,367,480 | 11,195,781 | 155,080 | 5,707,350 |
| Robinsons Land Co | - | - | - | - | 15,267,626 |
| SECURITY BANK CORP PHP10 | - | - | - | 5,840 | 508,080 |
| RL COMMERCIAL REIT INC | 325,000 | 2,047,500 | 1,904,500 | 581,000 | 3,398,850 |
| | 3,260,594 | 246,053,794 | 235,512,528 | 3,786,012 | 284,922,272 |
| GRAND TOTAL | 181,771,594 | P 450,109,260 | P 439,199,887 | 189,282,012 | P 483,840,942 |

This document contains key information clients of Sun Life Prosperity Dynamic Fund should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 8-849-9888 or PHIL-MF-Products@sunlife.com or visit www.sunlifefunds.com.

| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 460,711,824.22 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.9154 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

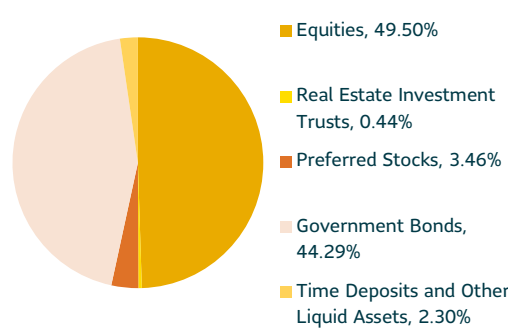
The **Sun Life Prosperity Dynamic Fund** is an adaptive and agile mutual fund that allows you to maximize gains through the opportunistic re-balancing of its portfolio between equities and fixed income assets. It is a one-decision mutual fund that quickly shifts between fixed income and equities, depending on prevailing market conditions in order to yield better returns.

The Fund is suitable for investors with a **growth risk profile** and long-term investment horizon. The Fund's investment objective is to generate long term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed.

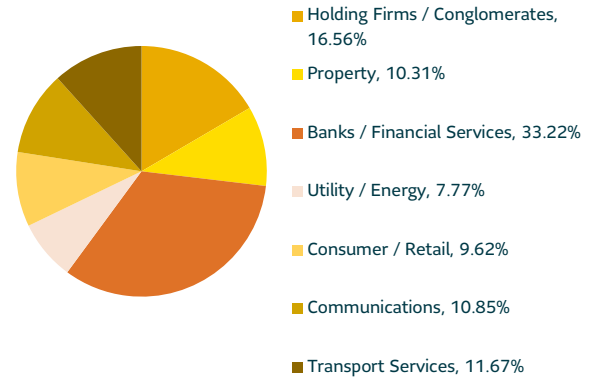
Top Equity Holdings

1. BDO Unibank Inc., 6.50%
2. SM Investments Corporation, 6.07%
3. Bank of the Philippine Islands, 5.79%
4. International Container Terminal Services Inc., 5.78%
5. Metropolitan Bank & Trust Co., 4.16%
6. Jollibee Foods Corporation, 3.44%
7. SM Prime Holdings Inc., 2.73%
8. Globe Telecom Inc., 2.53%
9. Ayala Land Inc., 2.37%
10. EEI Corporation (Series B), 2.25%

Investment Mix

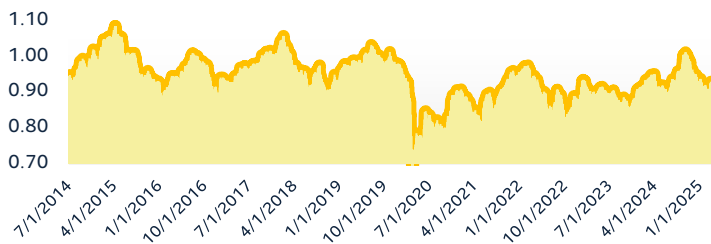


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|-------|--------|--------|--------|--------|
| Fund | 1.63% | -1.28% | -2.92% | -3.13% | 26.24% |
| Benchmark* | 1.73% | -1.90% | -2.43% | -0.89% | 17.28% |

Notes:

- Year-to-date (YTD) returns are computed as the return from the last business day of the previous year to the last business day of the reporting month.
- Benchmark data were based on available information as of extraction date.

*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- The Philippine Stock Exchange Index (PSEi) gained 3% in March to close at 6,180.72, its second consecutive month of positive return. Daily trading volume was slightly lower at \$113 million, while foreign investors were net buyers during the month at \$50 million. Peso bond prices likewise gained during the month on better-than-expected inflation data.
- Despite the headwinds on Trump's trade tariffs, the local bourse managed to stay afloat as the impact on the Philippine economy will be much less compared to other export-driven countries.
- Food inflation continued to trend lower with March inflation print at 1.8%, lower than the previous month's 2.1%. The Philippine Peso was also stronger against the U.S. Dollar, currently trading at P57.2:\$1.
- The Bangko Sentral ng Pilipinas (BSP) cut policy rates by 25 basis points (bps) to 5.5% and hinted more cuts for the year. The full year 2025 inflation forecast was cut to 2.3%, coming from 3.5% during the previous meeting.
- The PSEi will remain volatile as trade tension between the U.S. and the rest of the world continues to unfold. Market sentiment will remain fragile as tariff negotiations happen in the next few months. Trading range will be 5,800 to 6,400.
- On a gross-of-fees basis, the Fund is ahead of the benchmark year-to-date.

DISCLAIMER: Sun Life Asset Management Company, Inc. (SLAMCI) makes no representation as to the accuracy or completeness of the information contained herein. The information contained in this presentation is for information purposes only. It is not intended to provide professional, investment, or any other type of advice or recommendation in relation to purchases or sales of securities whether or not they are related to SLAMCI; it does not constitute any guarantee of performance, and neither does it take into account the particular investment objectives, financial situation or needs of individual recipients. Any opinions or estimates herein reflect our judgment as at the date of this presentation and are subject to change at any time without notice. This material is a copyrighted work. You may not share, distribute, revise, transform, or build upon this material without prior written consent of, and proper attribution to Sun Life. All trademarks are the properties of their respective owners.

Sun Life Asset Management Company, Inc. is regulated by the Securities and Exchange Commission (SEC).

For client assistance, know about our process at sunlife.co/Sun-Life-CAMS or contact. 02-8849-9888 | sunlink@sunlife.com | Sun Life Centre, 5th Ave. cor Rizal Drive, BGC Taguig.
 For consumer concerns, contact SEC at +63 2 8818-5952; 5322-7696 loc. 114; or email CGFD@sec.gov.ph.

This document contains key information clients of Sun Life Prosperity Dynamic Fund should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 8-849-9888 or PHIL-MF-Products@sunlife.com or visit www.sunlifefunds.com.

| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 456,743,134.17 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.9007 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEI + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

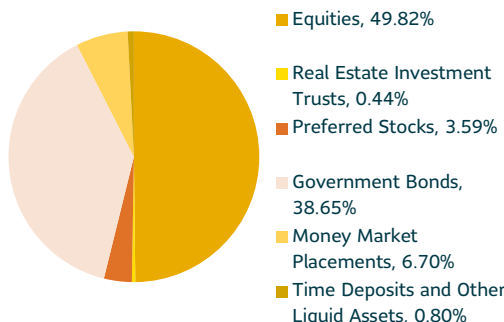
The **Sun Life Prosperity Dynamic Fund** is an adaptive and agile mutual fund that allows you to maximize gains through the opportunistic re-balancing of its portfolio between equities and fixed income assets. It is a one-decision mutual fund that quickly shifts between fixed income and equities, depending on prevailing market conditions in order to yield better returns.

The Fund is suitable for investors with a **growth risk profile** and long-term investment horizon. The Fund's investment objective is to generate long term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed.

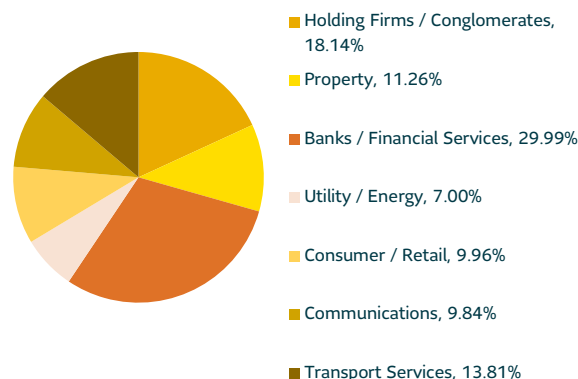
Top Equity Holdings

1. International Container Terminal Services Inc., 6.88%
2. BDO Unibank Inc., 6.41%
3. SM Investments Corporation, 6.24%
4. Bank of the Philippine Islands, 5.01%
5. Metropolitan Bank & Trust Co., 3.52%
6. Jollibee Foods Corporation, 3.49%
7. Ayala Land Inc., 2.80%
8. SM Prime Holdings Inc., 2.80%
9. Globe Telecom Inc., 2.43%
10. EEI Corporation (Series B), 2.34%

Investment Mix

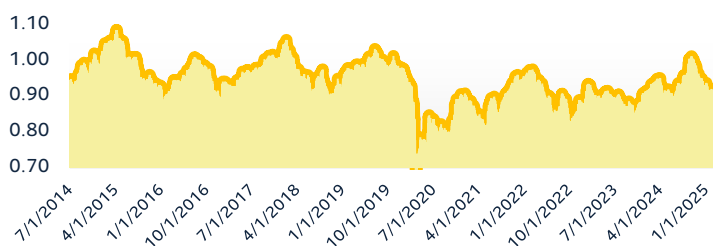


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|-------|--------|--------|--------|--------|
| Fund | 1.95% | -2.87% | -3.51% | -6.16% | 3.17% |
| Benchmark* | 1.46% | -3.49% | -3.47% | -3.36% | 2.04% |

Notes:

- Year-to-date (YTD) returns are computed as the return from the last business day of the previous year to the last business day of the reporting month.
- Benchmark data were based on available information as of extraction date.

*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- The Philippine Stock Exchange Index (PSEI) saw a modest 2.3% gain in February, closing at 5,997.97. It remained range-bound between 5,980 and 6,150 for most of the month. Daily trading volume increased to \$116 million, above the year-to-date average of \$105 million.
- Short- and long-term bond yields move in opposite directions with the short-term yields rising by 25 basis points (bps) while longer term yields falling by 12 bps. Despite the uptick in the short end, the overall declines across the curve resulted in positive returns for all investors.
- Contrary to expectations, the Bangko Sentral ng Pilipinas (BSP), maintained its key interest rate at 5.75% in its recent policy meeting. The BSP cited global trade uncertainties as a reason for its cautious stance. However, the central bank did announce a decrease in the reserve requirement ratio (RRR) to 5%, set to take effect on March 28. This marks the second RRR reduction in recent months.
- February inflation printed at 2.1%, lower than estimates of 2.6%, driven by lower food prices. The Philippine Peso strengthened against the US Dollar, reaching P57.82:\$1.
- Fourth quarter 2024 earnings season is in full swing with Banks remaining strong announcing record high profits. Other sectors released results that are mostly in-line with expectations. Full year 2024 earnings growth trended closer to 12% so far with a few corporations yet to report.
- The PSEI is likely to trade between 6,000 to 6,400 given positive surprise on inflation and recent peso strength. Market valuation remains reasonable and may attract foreign investors if macro indicators continue to improve coupled with decent corporate earnings growth.
- On a gross-of-fees basis, the Fund is ahead of the benchmark year-to-date.

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| | | | | | |
|----------------------------------|--|--|------------------|-------------------------------|-------------------|
| Launch Date | July 1, 2014 | Fund Classification | Multi-Asset Fund | Minimum Holding Period | 30 days |
| Fund Size | PHP 456,578,134.02 | Minimum Subscription | PHP 1,000 | Early Redemption Fee | 1.00% |
| Net Asset Value Per Share | 0.8835 | Minimum Subsequent | PHP 1,000 | Redemption Settlement | T+3 business days |
| Benchmark | 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Management and Distribution Fee | 2.00% | Bloomberg Ticker | SLPDYNA PM Equity |
| Fund Structure | Mutual Fund (Shares) | Transfer Agency Fee | 0.15% | | |

What does the Fund invest in?

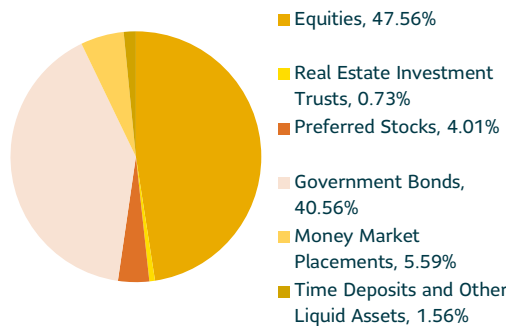
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The Fund is suitable for investors with a **growth risk profile** and long-term investment horizon. The Fund's investment objective is to generate long term capital appreciation through investment in equity securities and/or in government and corporate debt securities denominated in Philippine Pesos. The Fund will adopt a tactical asset allocation approach by having the ability to switch between equities, bonds, and cash with a wider range in the permitted shift in allocation between equities and fixed-income assets when needed.

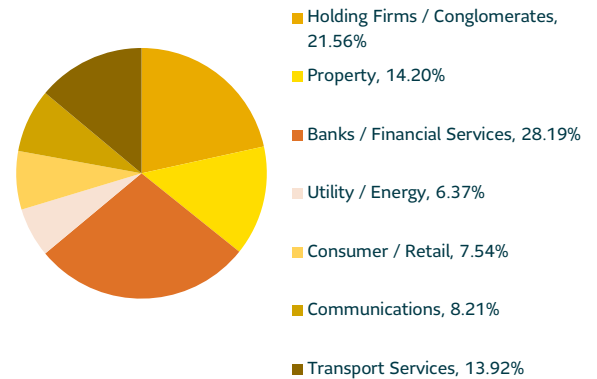
Top Equity Holdings

- SM Investments Corporation, 6.93%
- International Container Terminal Services Inc., 6.62%
- BDO Unibank Inc., 5.44%
- Bank of the Philippine Islands, 5.24%
- Ayala Land Inc., 3.56%
- SM Prime Holdings Inc., 3.20%
- Jollibee Foods Corporation, 3.02%
- EEl Corporation (Series B), 2.84%
- Metropolitan Bank & Trust Co., 2.73%
- Ayala Corporation, 2.69%

Investment Mix

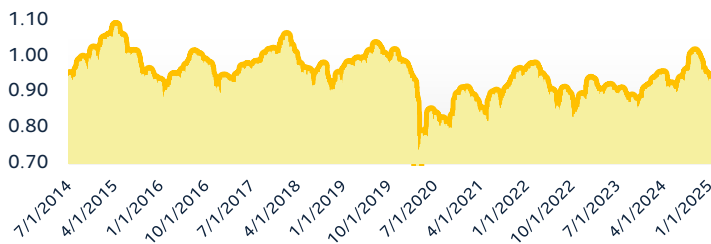


Sector Allocation



How has the Fund performed?

NAVPS Since Inception



CUMULATIVE PERFORMANCE

| | MoM | YTD | 1-Year | 3-Year | 5-Year |
|-------------------|--------|--------|--------|--------|--------|
| Fund | -4.72% | -4.72% | -3.43% | -8.55% | -3.45% |
| Benchmark* | -4.84% | -4.84% | -3.34% | -5.97% | -1.04% |

Notes:

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- Benchmark data were based on available information as of extraction date.

*Bond Benchmark Effectivity Date:

HSBC Local Currency Bond Philippines Liquid Total Return: July 1, 2014 to April 30, 2016
 Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life): May 1, 2016 to present

Market Review and Outlook

- Local shares plunged during the last day of January on index rebalancing activities. The semi-annual rebalancing of Philippine Stock Exchange Index (PSEi) saw China Banking Corp (CBC) and Ayala Land REIT (AREIT) being added to the index while Wilcon Depot, Inc (WLCN) and Nickel Asia Corp (NIKL) were taken out.
- PSEi closed at 5,862.59 and was down 10.2% in January, which includes the 4% decline during the last trading day of the month. Most of the big cap names were down as the two added index names comprised 5.68%, while the excluded names were just 0.61% in terms of index weight. This meant that the other 28 index names were down weighted to accommodate the added names which caused the big drop during month-end.
- On fixed income, short term bond yields fell by 70 basis points (bps) while long term bond yields rose up to 30 bps leading to overall positive return for investors.
- 4Q GDP printed at 5.2%, lower than the 5.5% forecast. January inflation came in at 2.9%, slightly higher than the 2.8% market expectation. These added to the negative sentiment the market was experiencing. Given all these, we saw foreign outflows of \$114 million during the month.
- The PSEi may recover next month on bargain hunting. Currently, the local market trades at 9.4x PE which is already comparable to the recent pandemic lows. However, we still expect weak sentiment to persist in the short-run not just in the local market but across Emerging Markets as Trump 2.0 policies may result to stronger USD and weaker EM currencies.
- On a gross-of-fees basis, the Fund is ahead of the benchmark year-to-date.

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SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: May 07, 2025 10:51:01 AM

Company Information

SEC Registration No.: CS201215846

Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.

Industry Classification: J67020

Company Type: Stock Corporation

Document Information

Document ID: OST10507202583277902

Document Type: Notice of Inability to File AR or QR

Document Code: SEC_Form_17-L

Period Covered: March 31, 2025

Submission Type: As needed

Remarks: None

Acceptance of this document is subject to review of forms and contents

sunlife_sec_communications

From: noreply-cifssost@sec.gov.ph
Sent: Wednesday, May 7, 2025 10:51 AM
Subject: SEC eFast Initial Acceptance

CAUTION This email originated from outside the organization. Please proceed only if you trust the sender.

Greetings!

SEC Registration No: CS201215846
Company Name: SUN LIFE PROSPERITY DYNAMIC FUND, INC.
Document Code: SEC_Form_17-L

This serves as temporary receipt of your submission.
Subject to verification of form and quality of files of the submitted report.
Another email will be sent as proof of review and acceptance.

Thank you.

REMINDER:
TO ALL FILERS OF REPORTS IN THE e-FAST

Please strictly follow the instruction stated in the form.

Filings not in accordance with the prescribed template for the following reports will be automatically reverted by the system to the filer.

1. General Information Sheet (GIS-Stock)
2. General Information Sheet (GIS-Non-stock)
3. General Information Sheet (GIS- Foreign stock & non-stock)
4. Broker Dealer Financial Statements (BDFS)
5. Financing Company Financial Statements (FCFS)
6. Investment Houses Financial Statements (IHFS)
7. Publicly – Held Company Financial Statement
8. General Form for Financial Statements
9. Financing Companies Interim Financial Statements (FCIF)
10. Lending Companies Interim Financial Statements (LCIF)

Per Section 18 of SEC Memorandum Circular No. 3 series of 2021, the reckoning date of receipt of reports is the date the report was initially submitted to the eFast, if the filed report is compliant with the existing requirements.

A report, which was reverted or rejected, is considered not filed or not received. A notification will be sent to the filer, stating the reason for the reports rejection in the remarks box.

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Barangay Bel-Air, Makati City,
1209, Metro Manila, Philippines

THIS IS AN AUTOMATED MESSAGE - PLEASE DO NOT REPLY DIRECTLY TO THIS EMAIL



Sun Life
Asset Management

Certification

I, Candy S. Esteban, the Treasurer of Sun Life Asset Management Company, Inc., a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number A199918034 and with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, on oath state:

- 1) That I have caused this SEC Form 17-L to be prepared on behalf of Sun Life Prosperity Funds (17 Mutual Fund Companies):
 - i. Sun Life of Canada Prosperity Bond Fund, Inc.
 - ii. Sun Life of Canada Prosperity Balanced Fund, Inc.
 - iii. Sun Life of Canada Prosperity Philippine Equity Fund, Inc.
 - iv. Sun Life Prosperity Dollar Advantage Fund, Inc.
 - v. Sun Life Prosperity Peso Starter Fund, Inc.
 - vi. Sun Life Prosperity Dollar Abundance Fund, Inc.
 - vii. Sun Life Prosperity GS Fund, Inc.
 - viii. Sun Life Prosperity Dynamic Fund, Inc.
 - ix. Sun Life Prosperity Philippine Stock Index Fund, Inc.
 - x. Sun Life Prosperity Dollar Wellspring Fund, Inc.
 - xi. Sun Life Prosperity World Voyager Fund, Inc.
 - xii. Sun Life Prosperity Dollar Starter Fund, Inc.
 - xiii. Sun Life Prosperity Achiever Fund 2028, Inc.
 - xiv. Sun Life Prosperity Achiever Fund 2038, Inc.
 - xv. Sun Life Prosperity Achiever Fund 2048, Inc.
 - xvi. Sun Life Prosperity World Equity Index Feeder Fund, Inc.
 - xvii. Sun Life Prosperity World Income Fund, Inc.
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the companies Sun Life Asset Management Company, Inc. and Sun Life Prosperity Funds will comply with the requirements set forth in SEC Notice dated 14 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of May, 2025.


Candy S. Esteban
Affiant

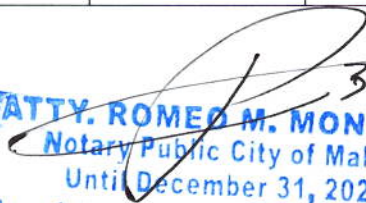
MAY 06 2025

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ___ day of _____, 2025, in _____
City, Philippines. Affiant exhibiting his/her government issued identification card:

| Name | Government ID No. | Valid Until | Place of Issue |
|------------------|--------------------------------|-------------|----------------|
| Candy S. Esteban | Driver's License N02-95-277891 | 03 May 2033 | Quezon City |

Doc. No. 390
Page No. 39
Book No. 59
Series of 2025.


ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466008 Jan. 2 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27952
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-L

**NOTIFICATION OF INABILITY TO FILE ALL OR
ANY PORTION OF SEC FORM 17-A OR 17-Q**

GENERAL INSTRUCTIONS

1. This Form may be signed by an executive officer of the issuer or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the issuer by an authorized representative other than an executive officer, evidence of the representative's authority to sign on behalf of the issuer shall be filed with the Form.
2. One signed original and four conformed copies of this Form and attachments thereto must be completed and filed with the Commission and, where any class of the issuer's securities are listed on a Stock Exchange, one with that Stock Exchange, in accordance with SRC Rule 17-1. The information contained in or filed with the Form will be made a matter of the public record in the Commission's and the Exchange's files.
3. A manually signed copy of the Form and amendments thereto shall be filed with the Stock Exchange if any class of securities of the issuer is listed thereon.
4. One signed original and four conformed copies of amendments to the notifications must also be filed on SEC Form 17-L but need not restate information that has been correctly furnished. The Form shall be clearly identified as an amended notification.
5. If the deadline for filing SEC Form 17-A or 17-Q specified in paragraph 2(b)(ii) of SRC Rule 17-1 is not complied with, a fine will be imposed for each day thereafter that the Form is not filed.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-L

NOTIFICATION OF INABILITY TO FILE ALL OR ANY PORTION OF SEC FORM 17-A OR 17-Q

Check One:

Form 17-A [] Form 17-Q [✓]

Period-Ended Date of required filing **March 31, 2025**

Date of this report **May 06, 2025**

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

If this notification relates to a portion or portions of the filing checked above, identify the item(s) to which the notification relates: **SEC FORM 17-Q**

1. SEC Identification Number **CS201215846** 2. BIR Tax Identification No. : **008-357-526-000**

3. **Sun Life Prosperity Dynamic Fund, Inc.**
Exact name of issuer as specified in its charter

4. **Bonifacio Global City, Taguig City**
Province, country or other jurisdiction of incorporation

5. Industry Classification Code: (SEC Use Only)

6. **8F Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634**

.....
Address of principal office

.....
Postal Code

7. **(02) – 8555-8888**
Issuer's telephone number, including area code

8. **N. A.**
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes [] No [X]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

.....
Part I - Representations

If the subject report could not be filed without unreasonable effort or expense and the issuer seeks relief pursuant to SRC Rule 17-1, the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part II of this Form could not be estimated without unreasonable effort or expense. []

(b) The subject annual report on SEC Form 17-A, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report on SEC Form 17-Q, or portion thereof, will be filed on or before the fifth day following the prescribed due date. [✓]

(c) The accountant's statement or other exhibit required by paragraph 3 of SRC Rule 17-1 has been attached if applicable. []

Part II - Narrative

State below in reasonable detail the reasons why SEC Form 17-A or SEC Form 17-Q, or portion thereof, could not be filed within the prescribed period. (Attach additional sheets if needed.)

The Company's SEC Form 17-Q for the quarter ending March 31, 2025 could not be completed and filed within the prescribed period. The Company has yet to complete the review of its financial statements and required notes disclosures. The Company undertakes to submit the report within five (5) calendar days after the prescribed deadline to the Securities and Exchange Commission.

Part III - Other Information

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification

**Candy S. Esteban
Treasurer, Sun Life Asset Management Company, Inc.
Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
8555-8888**

(b) Have all other periodic reports required under Section 17 of the Code and under Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).

Yes [✓] No [] Reports:

(c) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes [] No [✓]

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

SIGNATURE

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Dynamic Fund, Inc.

Registrant's full name as contained in charter



CANDY S. ESTEBAN

Treasurer, Sun Life Asset Management Company, Inc

Date: **May 06, 2025**

MANAGEMENT REPORT

a. Management's Discussion and Analysis (MD&A) or Plan of Operation.

CORPORATE INFORMATION

Sun Life Prosperity Dynamic Fund, Inc. (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on August 31, 2012. The Company is a registered open-end investment company under the Investment Company Act (Republic Act "R.A." No. 2629) and the Securities Regulation Code (R.A. No. 8799), formerly known as the Revised Securities Act (B.P. No. 178). It is engaged in the sale of redeemable shares and investment of the proceeds in domestic equity securities and/or in government and corporate debt securities. The Company adopted a tactical asset allocation approach in order to have the ability to switch between equities, bonds, and cash with a wider range in the permitted allocation between equities and fixed-income assets when needed. As an open-end investment company, its shares are redeemable anytime based on the Net Asset Value Per Share (NAVPS) at the time of redemption.

1. **Plan of Operation.** For the next twelve (12) months, management will continue its current plan of operation, with a focus on improving cost efficiency.
2. **Management's Discussion and Analysis.** The performance of the Company could be measured by the following indicators:
 - 2.1 **Increase/Decrease in Net Assets Value Per Share (NAVPS)** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Company's shareholders.
 - 2.2 **Net Investment Income.** Represents the total earnings of the Company from its investment securities, less operating expenses and income tax. This gauges how efficiently the Company has utilized its resources in a given time period.
 - 2.3 **Assets under Management (AUM).** The assets under the Company's disposal. This measures the profitability of the Company (increase/decrease brought about by its operational income) as well as investor confidence (increase/decrease brought about by investor subscriptions/redemptions).
 - 2.4 **Cash Flow.** Determines whether the Company was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments while at the same time maintaining the maximum level of investments and minimum level of cash.

FINANCIAL STATEMENT ANALYSIS

Management's Discussion and Analysis of Financial Condition and Results of Operations

Material Changes in the 1st Quarter Financial Statements

Statement of Financial Position and Statements of Changes in Equity – 31 March 2025 vs. 31 December 2024

| | 31-Mar-25 | 31-Dec-24 | Movement | Percentage (%) | MDAS |
|---|--------------------|--------------------|---------------------|----------------|--|
| | Unaudited | Audited | | | |
| Cash in Banks | P9,566,481 | P7,153,138 | P2,413,343 | 33.74% | Liquidity requirements were met. |
| Financial assets at fair value through profit or loss | 450,109,260 | 483,840,942 | (33,731,682) | -6.97% | The decrease was mainly due to net disposals of investments in listed equity securities and in fixed-income securities coupled with net unrealized losses during the period. |
| Accrued interest receivable | 2,142,096 | 2,587,445 | (445,349) | -17.21% | Collection of interest depends on the scheduled interest payments of each asset. |
| Dividends receivable | 574,831 | 102,865 | 471,966 | 458.82% | The collection of receivables is dependent on the scheduled payment dates of each listed stock from which dividends were received. |
| Due from brokers | 901,165 | - | 901,165 | 100.00% | This account pertains to amounts receivable from brokers for the sale of investments processed on or before the reporting period, which are settled three days after the transaction date. |
| Other current assets | 144,390 | 10,965 | 133,425 | 1216.83% | This account pertains mainly to prepaid expenses to be amortized until the end of the accounting period and prepaid tax to be applied in the future income tax payable of the fund. |
| Total Assets | 463,438,223 | 493,695,355 | (30,257,132) | -6.13% | |
| Accrued expenses and other payables | 1,151,676 | 1,033,807 | 117,869 | 11.40% | The increase was mainly due to higher audit fees and directors' fees payable. |
| Due to brokers | 706,889 | - | 706,889 | 100.00% | This account pertains to amounts payable to brokers for the purchase of investments processed on or before the reporting period, which are settled three days after the transaction date. |
| Payable to fund manager | 872,101 | 968,306 | (96,205) | -9.94% | Decrease in AUM for the period consequently decreases this account. |
| Total Liabilities | 2,730,666 | 2,002,113 | 728,553 | 36.39% | |
| Share capital | 35,069,670 | 35,069,670 | - | 0.00% | |
| Additional paid in capital | 3,267,784,070 | 3,267,784,061 | 9 | 0.00% | |
| Retained earnings | (528,869) | 5,954,742 | (6,483,611) | -108.88% | The movement represents the net loss during the period. |
| Treasury Shares | (2,841,617,314) | (2,817,115,231) | (24,502,083) | 0.87% | The change depicts the net acquisition of treasury shares during the period. |
| Net Assets | P460,707,557 | P491,693,242 | P(30,985,685) | -6.30% | The decrease in net assets was due to net acquisition of treasury shares and net loss during the period. |
| Net Assets Value per Share | P0.9154 | P0.9272 | P (0.0118) | -1.27% | |

Material Changes in the 2024 Financial Statements

Statement of Financial Position and Statements of Changes in Equity – 31 December 2024 and 31 December 2023

| | 31-Dec-24 | 31-Dec-23 | Movement | Percentage (%) | MDAS |
|---|--------------------|--------------------|----------------------|----------------|--|
| | Audited | Audited | | | |
| Cash and cash equivalents | P7,153,138 | P21,345,140 | P(14,192,002) | -66.49% | Liquidity requirements were met. |
| Financial assets at fair value through profit or loss | 483,840,942 | 610,341,838 | (126,500,896) | -20.73% | The decrease was mainly due to net disposals of investments in listed equity securities and in fixed-income securities coupled with unrealized losses incurred during the period. |
| Accrued interest receivable | 2,587,445 | 2,157,595 | 429,850 | 19.92% | Collection of interest depends on the scheduled interest payments of each asset. |
| Dividends receivable | 102,865 | 211,521 | (108,656) | -51.37% | The collection of receivables is dependent on the scheduled payment dates of each listed stock from which dividends were received. |
| Other current assets | 10,965 | 10,976 | (11) | -0.10% | This account mainly pertains to prepaid tax to be applied in the future income tax payable of the fund. |
| Total Assets | 493,695,355 | 634,067,070 | (140,371,715) | -22.14% | |
| Accrued expenses and other payables | 1,033,807 | 1,233,997 | (200,190) | -16.22% | The decrease was mainly due to lower outstanding payable to investors for redemption of their investments processed on or before end of the reporting period, which are usually settled three (3) days after the transaction date. |
| Payable to fund manager | 968,306 | 1,182,726 | (214,420) | -18.13% | Decrease in average AUM for the period consequently decreases this account. |
| Total Liabilities | 2,002,113 | 2,416,723 | (414,610) | -17.16% | |
| Share capital | 35,069,670 | 35,069,670 | - | 0.00% | |
| Additional paid in capital | 3,267,784,061 | 3,267,793,704 | (9,643) | 0.00% | |
| Retained Earnings (Deficit) | 5,954,742 | (11,710,287) | 17,665,029 | -150.85% | The movement represents the net income during the period. |
| Treasury Shares | (2,817,115,231) | (2,659,502,740) | (157,612,491) | 5.93% | Due to net acquisition of treasury shares during the period. |
| Net Assets | P491,693,242 | P631,650,347 | P(139,957,105) | -22.16% | The decrease was due to net acquisition of treasury shares partly offset with the net income earned during the period. |
| Net Assets Value per Share | P0.9272 | P0.9043 | P0.0229 | 2.53% | |

There were no known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing the Company's liquidity in any material way.

There was no contingent liability reflected in the accompanying audited financial statements.

The Company does not anticipate having any cash flow or liquidity problems as it complies with the liquidity requirements per ICA-IRR 6.10. The Company was able to meet all its monetary obligations to its shareholders (for redemption) and creditors for the period covered. It does not foresee any event that could trigger a direct or contingent financial obligation that is material to its operations.

There were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities/other persons created during the reporting period. Likewise, there are no material commitments for capital expenditures, known trends, events, or uncertainties that have had or that are reasonably expected to have a material impact on net income/revenue from the continuing operations of the Company.

There are no other significant events and transactions from the last annual reporting period that is required for disclosure this year.

Statement of Comprehensive Income for the Three months ended – 31 March 2025 vs. 31 March 2024

| | 31-Mar-25 | 31-Mar-24 | Movement | Percentage (%) | MDAS |
|--|---------------------|--------------------|----------------------|----------------|---|
| | Unaudited | Unaudited | | | |
| Investment Income | P6,175,364 | P17,587,703 | P(11,412,339) | -64.89% | The decrease was mainly due to net realized losses, lower interest income earned, and lower dividend income earned during the period. |
| Investment Expenses | 166,032 | 323,386 | (157,354) | -48.66% | The decrease was mainly due to lower commissions incurred during the period. |
| Operating Expenses | 2,981,034 | 3,838,824 | (857,790) | -22.35% | The decrease was mainly driven by the lower management fees brought by lower AUM for the period compared to last year. |
| Net Unrealized Gains (Losses) on Investments | (8,477,217) | 13,573,663 | (22,050,880) | -162.45% | The decrease in this account is due to unfavorable market conditions during the period as compared to prior year. |
| Provision for Income Tax | 1,034,692 | 1,396,484 | (361,792) | -25.91% | Final taxes of interest income earned from fixed income investments and corporate income tax for the period. |
| Net Investment Income (Losses) | P(6,483,611) | P25,602,672 | P(32,086,283) | 125.32% | |

Statement of Comprehensive Income for the Years ended – 31 December 2024 vs. 31 December 2023

| | 31-Dec-24 | 31-Dec-23 | Movement | Percentage (%) | MDAS |
|-------------------------------------|--------------------|--------------------|-------------------|----------------|--|
| | Audited | Audited | | | |
| Investment Income | P35,852,835 | P49,083,179 | P(13,230,34) | -26.95% | The decrease was mainly due to lower interest and dividend income earned partially offset by higher realized gains from the disposal of investments. |
| Investment Expenses | 892,709 | 3,123,607 | (2,230,898) | -71.42% | Depending on the percentage of the amount of stock trading as sold and purchased for the period. |
| Operating Expenses | 14,222,990 | 25,549,496 | (11,326,506) | -44.33% | The decrease was mainly driven by the lower management and distribution fees brought by lower AUM for the period compared to last year. |
| Net Unrealized Gains on Investments | 1,649,814 | 1,270,315 | 379,499 | 29.87% | The increase in this account is due to more favorable market prices of its investment during the period as compared to prior year. |
| Provision for Income Tax | 4,721,921 | 10,772,972 | (6,051,051) | -56.17% | The decrease was mainly driven by lower selling taxes from the sale and purchases of stocks and lower final taxes on the interest income from fixed income securities during the period. |
| Net Investment Income | P17,665,029 | P10,907,419 | P6,757,610 | -61.95% | |

Average daily net asset value from January to March 2025 and January to March 2024 is PHP 468,319,671 and PHP 610,898,490, respectively.

Average daily net asset value in 2024 and 2023 is P557,878,473 and P1,035,758,526, respectively.

The Company has no unusual nature of transactions or events that affect assets, liabilities, equity, net income or cash flows.

There were no commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Fund which are not reflected in the accompanying audited financial statements. The management of the Company is of the opinion that there were no income or losses from these items that will have any material effect on its audited financial statements.

There were no known material events subsequent to the end of the quarterly reporting period that have not been reflected in the Company's interim unaudited financial statements as at the period ended March 31, 2025.

There were no known material events subsequent to the end of the annual reporting period that have not been reflected in the Company's audited financial statements as at the period ended December 31, 2024 and 2023.

There were no significant elements of income or loss that did not arise from the Company's continuing operations.

There were no changes in estimates of amount reported in the current financial year or changes in estimates of amounts reported in prior financial years.

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.

Top 5 Key Performance Indicators

The performance of a fund is important to its investors. Oftentimes, it is used when making investment decisions. That is why Key Performance Indicators (KPI), a set of quantifiable measures, is necessary to gauge its performance in terms of meeting the Company's investment objective while consistently following its investment policy. The following are the top 5 KPIs related to the Company:

1. **Total Return.** The performance of a mutual fund is always expressed in terms of its total return, which is the sum of the change in a fund's net asset value (NAV), its dividends and its capital gains distributions over a given period of time, net of its expenses.
2. **Market Conditions.** A fund's true performance potential needs to be evaluated within the context of the market environment prevailing during the different periods used.

It is most relevant to investors to measure the performance of a fund within a 5-year time frame as it will most likely cover a mix of market conditions that may be translated into a more reliable long-term indicator of the fund manager's investment management abilities.

3. **Benchmarks.** Benchmarking is one of the most important aspects of a mutual fund's total return performance. A fund's performance metrics only have meaning if they are compared to appropriate or benchmarks.

As for the Company, considering that it is invested in high-quality debt instruments issued by the Republic of the Philippines and prime Philippine companies, its performance is measured against 50% of the Philippine Stock Exchange Index (PSEi) + 50% Bloomberg Philippine Sovereign Bond Index (BPHILR Index).

The PSEi is the main index of the PSE and is the most watched index among the six PSEi Series. It measures the relative changes in the free float-adjusted market capitalization of the 30 largest and most active common stocks listed at the PSE, thereby providing an overview of the market's overall condition.

The BPHILR Index was identified as a replicable benchmark that appropriately reflects the investor risk profile of the Sun Life Prosperity Dynamic Fund, Inc.

The following table shows how the Fund performed vis-a-vis the benchmark.

| Total Return vs Benchmark | | |
|----------------------------------|--|---|
| | Benchmark: 50% PSEi + 50% Bloomberg Sovereign Bond Index, net of tax (adjusted by Sun Life) | Sun Life Prosperity Dynamic Fund, Inc. |
| 5-Year Return | 17.28% | 26.24% |
| 3-Year Return | -0.89% | -3.13% |
| 1-Year Return | -2.43% | -2.92% |
| YTD Return | -1.90% | -1.28% |

*As of March 31, 2025

The benchmark may be changed by the Company's Board of Directors from time to time.

4. **Peer Comparisons.** Mutual funds are also compared to their peers, or peer groups, and relevant fund categories. For example, it is common for investment research materials to compare a balance fund, like the Company, to funds similar in nature (peers or peer group). While this information is made available to the Company's investors, the same may be found in the website of the PIFA at www.pifa.com.ph.

| | % of MF Industry | YTD | 1-Year | 3-Year | 5-Year |
|--|-----------------------------|---------------|---------------|---------------|---------------|
| First Metro Save and Learn Balanced Fund, Inc. | 0.30% | -1.23% | -4.25% | -7.68% | 11.62% |
| Philam Fund, Inc. | 0.86% | -1.20% | -1.58% | -4.39% | 13.11% |
| Sun Life Prosperity Balanced Fund, Inc. | 2.73% | -1.04% | -2.86% | -4.15% | 14.55% |
| Sun Life Prosperity Dynamic Fund, Inc. | 0.22% | -1.28% | -2.92% | -3.13% | 26.24% |

*As of March 31, 2025

5. **Asset Size.** Open-ended mutual funds grow their asset size in two ways:
- i. Increase in the value of the underlying assets as a result of the strong performance of equity securities and/or bonds in the fund's portfolio. When the underlying assets in a portfolio increase in value, the fund's asset size increases.
 - ii. The inflow of investors' money. This is why a fund's asset size will continue to grow even if it has a negative return.

The increase in a fund's asset size signifies solid fund management skills which, combined with favorable market conditions backed by a strong economic outlook, illustrates how effectively a fund manager has performed and the extent to which value has been added through active management.

The second indicates investor confidence in the fund manager, the Company, or both.

Most analysts check whether the performance of a mutual fund is attributable to personnel who have since left the fund. While there is no magic number when it comes to fund manager tenure, it should provide some investor comfort to know that with respect to the Fund, the Fund Manager and the Company's top management have been with the Fund for at least five (5) years. Furthermore, the company, having been in the business for decades combined with a record of consistent strong performance indicates a stability and resilience capable of withstanding the different stages of the business cycle.

3. **Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.** There have been no changes in and/or any disagreement with accountants on any accounting and financial disclosures and/or on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

b. Registrant's Common Equity and Related Stockholder Matters

1. **Market Information.** Being an investment company that is not listed with the PSE and required to follow rules specific to mutual funds, shares are distributed through its principal distributor, SLAMCI.

The Company is not listed in the PSE. It is registered as an open-end investment company and follows rules specific to mutual funds. The NAVPS, or the price at which investors may purchase or sell shares of this Company is available daily, on any business day.

The following table shows the ranges of high and low prices (NAVPS) of the Company's common shares for 2025, 2024 and 2023:

| | 2025 | | 2024 | | 2023 | |
|----|---------|---------|---------|---------|---------|---------|
| | High | Low | High | Low | High | Low |
| Q1 | P0.9358 | P0.8835 | P0.9481 | P0.9014 | P0.9335 | P0.8784 |
| Q2 | - | - | P0.9496 | P0.8792 | P0.9134 | P0.8867 |
| Q3 | - | - | P1.0036 | P0.8969 | P0.9035 | P0.8569 |
| Q4 | - | - | P1.0106 | P0.9203 | P0.9077 | P0.8385 |

2. **Holders.** There are approximately 5,000 stockholders as of 31 March 2025.

c. **Dividends.** Each shareholder has a right to any dividends declared by the Board of Directors. Dividends must be declared out of surplus. Except for the condition prescribed for the declaration of stock dividends, there are no restrictions that limit the ability to pay dividends on common equity or that are likely to do so in the future. The Company has not declared cash dividends to date.

Each shareholder is entitled to vote on matters taken up in the annual shareholders' meeting. Shares held by a shareholder can be redeemed anytime at the shareholder's discretion. However, the shareholders do not enjoy preemptive rights.

There are no provisions in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

d. **Sale of Unregistered or Exempt Securities.** There has been no sale of unregistered or exempt securities nor has there been a recent issuance of securities constituting an exempt transaction.

e. **Top 20 Shareholders.** Please refer to Item 4 (d) (2) of SEC Form Definitive 20-IS.