

# COVER SHEET

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SEC Identification Number

S U N L I F E P R O S P E R I T Y G S 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)

**MARIA CECILIA V. SORIA**

(Contact Person)

**555-8888 loc. 5014**

(Company Telephone Number)

**Definitive 20-IS**

**1 2**

Month

**3 1**

Day

(Fiscal Year)

(Form Type)

**4th MONDAY OF JUNE**

Month Day

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

\_\_\_\_\_

LCU

Document ID

\_\_\_\_\_

Cashier

STAMPS



Maria Cecilia V. Soria  
Asst. Corporate Secretary

Sun Life Prosperity Funds  
6<sup>th</sup> Floor Sun Life Centre  
5<sup>th</sup> Avenue corner Rizal Drive  
Bonifacio Global City  
Taguig City

Tel: (632)555-8888 loc. 5014  
Fax: (632)849-9727  
sormc@sunlife.com

10 June 2016

**SECURITIES AND EXCHANGE COMMISSION**

6<sup>th</sup> Floor, SEC Building, EDSA  
Greenhills, Mandaluyong

Attention: *Atty. Justina F. Callangan*  
Director, Corporate Governance and Finance Department

Subject: Definitive Information Statement (SEC Form 20IS)  
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Gentlemen:

This refers to your letters dated 01 June 2016 on the Preliminary Information Statements filed by the following (collectively, the "Funds"):

- Sun Life of Canada Prosperity Balanced Fund, Inc.
- Sun Life of Canada Prosperity Bond Fund, Inc.
- Sun Life Prosperity Dollar Advantage Fund, Inc.
- Sun Life Prosperity Dollar Abundance Fund, Inc.
- Sun Life Prosperity Dynamic Fund, Inc.
- Sun Life Prosperity Philippine Equity Fund, Inc.
- Sun Life Prosperity GS Fund, Inc.


We reply to your comments as follows:

1. For all Funds
  - a. Please refer to the Proxy Form (Annex "A") for the enumeration of the nominees for election to the Board of Directors as well as the matters to be taken up in the ASM.
  - b. Please refer to Annex "B" for the Annual Report and the Audited Financial Statements for the year ended 31 December 2015 (SEC Form 17A).
  - c. Please refer to Annex "C" for the Quarterly Report for the First Quarter (SEC Form 17Q1).
  - d. Please refer to Annex "D" for the draft minutes of the annual stockholders' meetings for approval of the stockholders.

- e. Please refer to Annex "E" for the list of relevant items approved by the Boards of Directors for the period of June 2015 to March 2016.
  - f. Please refer to Part I, Item 4 (a) for the number of outstanding shares as of 31 March 2016; and Item 4 (d) for the security ownership of Management as of 31 March 2016.
  - g. Please refer to Item 5, which now indicates the citizenships of Mr. Benedicto C. Sison and Ms. Candy S. Esteban.
  - h. Please refer to Part I, Item 11, (b) for disclosure of the high and low NAVPS for the period ended 31 March 2016 and the discussion of the company's financial position and results of operations as of the period ended 31 March 2016.
  - i. Please refer to Part I, Item 4 (a), for the disclosure of the number of shareholders for the period ended 31 March 2016.
  - j. Please refer to Part I, Item 17 for the explanations on the proposed amendments of the Articles of Incorporation and the By-Laws.
2. For Balanced, Philippine Equity, GS Fund – Upon confirmation with the Commission on Higher Education, the Companies have received the advice that Mr. Melito Salazar is not required to secure CHED clearance to serve as independent director since his position as Trustee of the CHED is as a representative of the private sector. Please refer to Annex "1" for the letter of undertaking that said companies shall submit to the SEC the response of the CHED as soon as the Companies receive the same.
  3. For the Bond Fund – Please refer to Item 5, which shows the corrected name of Mr. Benedicto C. Sison in the list of the Company's directors and officers.

We trust that you will find the submitted Definitive Information Statements in order and issue clearance for the distribution thereof to the Funds' stockholders.

Very truly yours,

  
Maria Cecilia V. Soria  
Assistant Corporate Secretary



SUN LIFE PROSPERITY GS FUND, INC.

## NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To all shareholders:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sun Life Prosperity GS Fund, Inc. on **20 July 2016 (Wednesday) at 1:00 p.m. at the Main Lounge, Manila Polo Club, McKinley Road, Forbes Park, 1220 Makati City**, to consider the following:

### AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Chairman's Address
5. Review of Operations
6. Fund Performance
7. Election of Directors for 2016 to 2017 term
8. Approval of the Minutes of the 2015 annual stockholders' meeting
9. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
10. Appointment of External Auditor
11. Other Matters
  - a. Amendment of the By-Laws on the Distribution of Notices
12. Adjournment

Representatives of Navarro Amper & Co./Deloitte Touche Tohmatsu, external auditor, 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 30 May 2016 as the record date for the determination of the shareholders entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

To avoid inconvenience in registering attendance at the meeting and for their own protection, shareholders and/or their proxies are requested to bring identification papers containing a photograph and signature, e.g. passport, driver's license, or credit card. Attendees unable to present identification document upon registration shall not be admitted to the meeting.

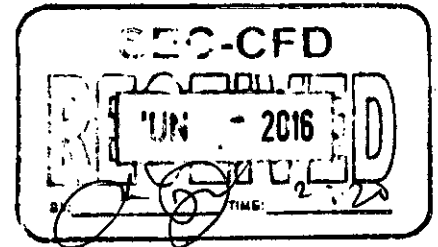
Makati City, Metro Manila, 25 May 2016.

  
ATTY. MARIA CECILIA V. SORIA  
Assistant 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 GS Fund, Inc.**

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

4. SEC Identification Number: **CS200417430**

5. BIR Tax Identification Code: **234-719-406**

6. Address of Principal Office: **Sun Life Center, 5<sup>th</sup> Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634**

7. Registrant's telephone number, including area code: **(632) 555-8888**

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

**20 July 2016 (Wednesday), 1:00 p.m.  
Main Lounge, Manila Polo Club  
McKinley Road, Forbes Park, 1220 Makati City**

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **15 June 2016**

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **Maria Cecilia V. Soria/Jennifer Marie C. Jao**

Address and Telephone Number: **6<sup>th</sup> Floor Sun Life Center, 5<sup>th</sup> Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634; (632) 555-8888 local 5014 (Atty. Soria)/(632) 849-9452 or 849-9495 (Ms. Jao)**

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
<b>Common Shares, PHP0.01 par value</b>	<b><u>198,133,194 (as of 31 March 2016)</u></b>

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 Prosperity GS Fund, Inc. (the "Company") will be held on 20 July 2016 at 1:00 p.m. at the Main Lounge, Manila Polo Club, McKinley Road, Forbes Park, 1220 Makati City. The principal office of the Company is located at Sun Life Center, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634.

b. The approximate date on which the information statement and proxy form will be sent to all shareholders is on 15 June 2016.

**Item 2. Dissenter's Right of Appraisal.** The Corporation Code of the Philippines, specifically its Sections 81 to 86 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.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

a. The Company has 198,133,194 outstanding common shares as of 31 March 2016. 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 30 May 2016.

c. In the forthcoming annual shareholders' meeting, shareholders shall be entitled to elect five (5) members to the Board of Directors. Each shareholder 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.** The following table shows the security ownership of owners of more than 5% of the Company's outstanding capital stock as of 30 May 2016:

Title of Class	Name of Record Owner/Relationship with Issuer	Address	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	Sun Life Asset Management Company, Inc.	2F Sun Life Center 5th Avenue cor Rizal Drive Bonifacio Global City Taguig City	Sun Life Asset Management Company, Inc./same entity	Filipino	83,752,094	22%

Ms. Valerie N. Pama, President and CEO of SLAMCI, has the power to vote or dispose of the shares or direct the voting or disposition of the shares held by SLAMCI.

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.

2. **Security Ownership of Management as of 31 March 2016 follows:**

Title of Class	Name of Beneficial Owner	Number of Shares <sup>1</sup>	Nature of Ownership	Citizenship	Percent of Class
Common	Rizalina G. Mantaring	1	Beneficial (B) and Record (R)	Filipino	0.00%
Common	Valerie N. Pama	1	B & R	Filipino	0.00%
Common	Benedicto C. Sison	1	B & R	Filipino and American	0.00%
Common	Melito S. Salazar, Jr.	1	B & R	Filipino	0.00%
Common	Oscar S. Reyes	1	B & R	Filipino	0.00%

The above individual owners can be contacted through the Assistant Corporate Secretary of the Company, Atty. Soria, 6<sup>th</sup> Floor Sun Life Center, 5<sup>th</sup> Avenue corner 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.

<sup>1</sup> Number of shares held in their capacity as Director or Chairperson.

**Item 5. Directors and Executive Officers**

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

Name	Citizenship	Position	Age	Term of Office	Period Served
Rizalina G. Mantaring	Filipino	Director/ Chairman	56	2007 - present	9 terms
Benedicto C. Sison	Filipino and American	Director/ President	55	2015 - present	1 term
Valerie N. Pama	Filipino	Director	52	2011 - present	4 terms
Melito S. Salazar, Jr.	Filipino	Independent Director	66	2014 - present	2 terms
Oscar S. Reyes	Filipino	Independent Director	69	2011 - present	4 terms
Candy S. Esteban	Chinese	Treasurer	38	2015 - present	1 term
Jemilyn S. Camania	Filipino	Corporate Secretary	40	2005 - present	11 terms
Maria Cecilia V. Soria	Filipino	Asst. Corporate Secretary	40	2013 - present	3 terms
Conchitina D.L. Gregorio	Filipino	Compliance Officer	49	2014 - present	2 terms

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

**RIZALINA G. MANTARING**  
**Director/Chairman (2007 to present)**

Ms. Mantaring, 56, Filipino, is currently the Chairman of the nine Sun Life Prosperity Funds *i.e.*, 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 Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., and Sun Life Prosperity World Voyager Fund, Inc. (the “11 Sun Life Prosperity Funds”). She is also the Chairman of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). She serves as the President & CEO of Sun Life of Canada (Philippines), Inc. (“SLOCP”) (2009 to present), Sun Life Financial Plans, Inc. (“SLFPI”) (2009 to present) and, a Director of the Sun Life Asset Management Company, Inc. (“SLAMCI”) (2007 to present). Ms. Mantaring is Independent Director of Ayala Land, Inc. and Microventures Foundation, Inc. Prior to the foregoing, Ms. Mantaring was Deputy President of the Sun Life Financial Philippines group of companies (2009) and Regional Chief Operations Officer of Sun Life Financial Asia (2008 to 2009). She also served as Chief Operating Officer of SLOCP (1999 to 2008) and Information Systems Head, Asia Pacific Division of the Sun Life Assurance Company of Canada (1992 to 1999). Ms. Mantaring received her Bachelor of Science in Electrical Engineering (cum laude) from the University of the Philippines and Master of Science in Computer Science from the State University of New York at Albany. She is also a Fellow, Life Management Institute (with distinction) and Associate, Customer Service (with honors).



**BENEDICTO C. SISON**

**President and Director (2015 to present)**

Mr. Sison, 55, Filipino and American, is President of the 11 Sun Life Prosperity Funds. He is also the Chief Strategy and Financial Management Officer of Sun Life in the Philippines. Before returning to the Philippines, Mr. Sison was the Chief Financial Officer of Sun Life Financial - Asia based in Hong Kong from 2012 to 2015. Prior to joining Sun Life in 2010 as Chief Financial Officer, Mr. Sison served as Finance Director - Asia Pacific of ConAgra International Food Group (2006 to 2010). He earned a Bachelor of Science degree in Business Administration (magna cum laude) from the University of the Philippines (Diliman) in 1983 and a Master's in Business Administration from the University of California Riverside in 1988. He is a certified public accountant (CPA), a Chartered Global Management Accountant (CGMA), and a member of the American Institute of CPAs (AICPA).

**VALERIE N. PAMA**

**Director (2011 to present) / President (2011 to 2012)**

Ms. Pama, 52, Filipino, is currently a Director of 8 Sun Life Prosperity Funds and of the Grepalife Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to present). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Funds (2011 to 2012). She also served as the Chief Operating Officer of Sun Life Asset Management Company, Inc. (2011 to 2012) before being appointed as its President in 2013. Ms. Pama is a veteran banker, having been in the industry for more than 20 years. She started her career with Citibank N.A. in 1990 as a Management Associate. 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 has held the chairmanship of the Philippine Investment Funds Association (PIFA) since 2011. Ms. Pama is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering. She obtained her MBA in International Business and Finance, with a minor in Business Economics from Katholieke Universiteit Leuven in Belgium. On her sophomore year in MBA, she was awarded *With Distinction* by the university for her exemplary academic performance.

**OSCAR S. REYES**

**Independent Director (2011 to present)**

Mr. Reyes, 69, Filipino, is Independent Director of the Sun Life Prosperity Dollar Abundance Fund, Inc. (2004 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life of Canada Prosperity GS Fund, Inc. (2011 to present), Sun Life Prosperity Money Market Fund, Inc. (2011 to present), Sun Life of Canada Prosperity Bond Fund, Inc. (2011 to present), and Sun Life Prosperity Dynamic Fund, Inc. (2012 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). His other positions are: member of the Advisory Board and Director of the Philippine Long Distance Telephone Company (since 2005) and of the Board of Directors of the Bank of the Philippine Islands (since 2003), Manila Water Co., Inc. (since 2005), Pepsi Cola Products Philippines, Inc. (since 2007), PLDT Communications and Energy Ventures, Inc., Basic Energy Corporation (since 2007), Cosco Capital Inc. (since 2009) and Sun Life Financial Plans, Inc., among other firms. He is a Director of Manila Electric Company (since 2010) where he also holds the position of President and Chief Executive Officer. He is also President of Meralco PowerGen Corporation and Chairman of Meralco Industrial Engineering Services Corporation (MIESCOR), CIS Bayad Center, Meralco Energy, Inc. (MEI), Redondo Peninsula Energy, Inc., Miescorrrail Inc. and PacificLight Pte. Ltd. He served as Country Chairman of the Shell Companies in the Philippines and concurrently President of Pilipinas Shell Petroleum Corporation and Managing Director of Shell Philippines Exploration B.V. He is a member of the Board of Trustees of One Meralco Foundation, Inc., Pilipinas Shell Foundation, Inc., SGV Foundation, Inc. and El Nido Foundation, Inc. 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 and the Harvard Business School.

**MELITO S. SALAZAR, JR.**

**Independent Director (2014 to present)**

Mr. Melito S. Salazar Jr., 66, Filipino, is Independent Director of Sun Life of Canada Prosperity GS Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., and Sun Life Prosperity World Voyager Fund, Inc.. He is currently the Chairman and Director of the Inter-Asia Development Bank (2010 to present). He is also the Chairman and President of Quickminds Corporation (2011 to present), Chairman of Incite.Gov (2011 to present) and Omnipay (Formerly PVB Card, Inc.) (2014 to present). Among his other positions are: Director of PhilsFirst Insurance Company (2007 to present) and Concepcion Industrial Corporation (2013 to present); Vice- President of the Manila Bulletin (2006 to present); Editor-in-Chief of Philippine Rotary (2011 to present); Dean of Centro Escolar University, School of Accountancy and Management (June 2014 to present); Trustee of University of St. La Salle Bacolod (2009 to present) and Regent of Philippine Normal University System (2014 to present). Prior to these posts, he served as a Monetary Board Member of the Bangko Sentral ng Pilipinas (1999 to 2005), President of the Management Association of the Philippines (2013), President of the Financial Executive Institute of the Philippines (2005), and Chairman of the Chamber of Commerce of the Philippine Islands (2009 to 2012). Mr. Salazar is a BSBA and MBA graduate of the University of the Philippines and attended executive education and training programs at the Harvard Business School, Massachusetts Institute of Technology, University of North Carolina, Chapel Hill and INSEAD in France.

**CANDY S. ESTEBAN**

**Treasurer (2015 to present)**

Ms. Esteban, 38, Chinese, is Treasurer of the 11 Sun Life Prosperity Funds and the Sun Life Asset Management Company, Inc. She is concurrently the Head of Financial Planning and Analysis for Sun Life of Canada (Philippines), Inc. Prior to joining the Fund, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, both leading global banking institutions. She 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.

**JEMILYN S. CAMANIA**

**Corporate Secretary (2005 to present)**

Atty. Camania, 40, Filipino, is also the Corporate Secretary of SLOCPI (2010 to present), SLFPI (2010 to present), SLAMCI (2005 to present), Sun Life Financial Philippines Holding Co., Inc. (2012), Sun Life Financial-Philippines Foundation, Inc. (2012), the 11 Sun Life Prosperity Funds (2005 to present), GAMC (2011 to present), Great Life (2012), and the 3 Grepalife Funds (2011 to present). She also serves as Assistant Corporate Secretary of SLGFI (2012). She started at Sun Life as Assistant Counsel (2004), became its Counsel (2007 to 2011) and Senior Counsel (2011 to 2012). She is currently Sun Life's Deputy General Counsel (2012 to present). Prior to joining Sun Life, she was an Associate at the Cayetano Sebastian Ata Dado & Cruz Law Offices (2001 to 2004). Atty. Camania received her Bachelor of Arts in Psychology (1996) and Bachelor of Laws (2001) from the University of the Philippines. She was called to the Bar in 2002. She is also a Fellow, Life Management Institute (2010) and Professional, Customer Service (with honors) (2011) of LOMA.

**MARIA CECILIA V. SORIA**

**Assistant Corporate Secretary (2013 to present)**

Atty. Soria, 40, Filipino, is the Assistant Corporate Secretary of the 11 Sun Life Prosperity Funds (September 2013 to present), and the 3 Grepalife Funds (September 2013 to present), SLAMCI, GAMC, Sun Life Financial Philippines Holding Company, Inc., and Sun Life Financial-Philippines Foundation, Inc. Prior to joining these companies, she worked as Associate, later promoted to Senior Associate, at Tan Venturanza Valdez (May 2010 to August 2013), as Senior Associate at Reyes-Fajardo and Associates (2009 to 2010) and SGV & Co. (2008 to 2009), as Associate at Medialdea Ata Bello & Guevarra (2007-2008), and as Executive Assistant 6 at the Civil Service Commission (2006-

2007). Atty. Soria received her Bachelor of Arts in Political Science and Bachelor of Laws from the University of the Philippines. She was admitted to the Philippine Bar in May 2007.

**CONCHITINA D.L. GREGORIO**

**Compliance Officer (November 2014 to present)**

Atty. Gregorio, 49, Filipino, is the Chief Compliance Officer of SLOCPI, SLFPI, SLAMCI, the 11 Sun Life Prosperity Funds, SLGFI, GAMC, Great Life, and the 3 Grepalife Funds. Before joining Sun Life, Atty. Gregorio headed the Compliance Department of Metrobank Card Corporation where she implemented the company's programs on compliance, money laundering & terrorist financing prevention and corporate governance. Atty. Gregorio also spent a number of years as a capital markets specialist and held legal and compliance roles in both the Philippine Stock Exchange and Fixed-Income Exchange. Atty. Gregorio received her Juris Doctor Degree from the Ateneo de Manila University and was admitted to the Philippine Bar in 1992.

1. **Independent Directors.** Independent directors are nominated by the Nomination Committee in accordance with the guidelines and requirements set in the Securities and Exchange Commission (SEC) Memorandum Circular Nos. 6 (s. 2009) and 16 (s. 2002) and SRC Rule 38. Qualifications of Directors as enumerated in said circulars are strictly followed.

2. **Nomination Process.** The Nomination Committee, composed of Mr. Salazar as Chairman and Ms. Mantaring and Mr. Sison 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. Except for committee members who are independent directors themselves, none of the members of the Nomination Committee are related to the independent directors. After observing the above, the Nomination Committee approved the following Final List of Candidates to the 2016 Board of Directors:

- 2.1 Ms. Rizalina G. Mantaring
- 2.2 Ms. Valerie N. Pama
- 2.3 Mr. Oscar S. Reyes
- 2.4 Mr. Melito S. Salazar, Jr.
- 2.5 Mr. Benedicto C. Sison

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: Esther C. Tan, Caesar P. Altarejos, Jr., Henry Joseph M. Herrera, Rizalina G. Mantaring, Raoul Antonio E. Littaua, and Rolando Robles.

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 had attended a seminar on corporate governance given by a SEC-accredited provider. The Board reviews and updates its Manual at least annually to ensure that it is kept abreast of global leading practices and principles on good corporate governance. At least annually, the directors accomplish a Board Effectiveness Questionnaire to determine their level of compliance, as well as top management's, with the Manual. These annual exercises monitors if the Company needs to improve its corporate governance, which at present, is still at par with global leading practices, and thus need not be amended or improved.

#### **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 PHP20,000.00 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 PHP20,000.00 to each director for every meeting attended. Also, there is no bonus, profit sharing or other compensation plan, pension or retirement plan, contract or arrangement in which any director or nominee for election as a director or executive officer of the Company will participate.

Aside from the per diem, each external director, as defined above, also receives a retainer's fee not to exceed PHP15,000.00 per quarter. The payment of such retainer's fee is shared by the Company with the other Sun Life Prosperity Funds wherein the external director also serves, provided that each external director shall receive only a maximum of PHP15,000.00 per quarter from all the Sun Life Prosperity Funds which he serves as director. Total per diem received by the Fund's directors for the year 2015 and 2014 are PHP 199,588.00 and PHP 231,688.00, respectively.

The Board has four scheduled (4) regular quarterly meetings for 2016, including the organizational board meeting after the annual shareholders' meeting. With two (2) members of the Board who are external directors entitled to receive per diem, the Company forecasts a total directors' per diem of PHP160,000.00 for the year 2016. The external directors are also forecasted to receive a total of PHP25,000.00 as retainer's fees for 2016.

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

d. **Warrants and Options Outstanding: Repricing.** The Company has no outstanding warrants or options held by the Company's executive officers, officers and directors.

e. **Compensation Committee.** The Company currently has no Compensation Committee; the Board decides the compensation of the directors, but no director participates in deciding on his remuneration.

**Item 7. Independent Public Accountants.** During the two (2) most recent fiscal years, Navarro Amper & Co./Deloitte Touche Tohmatsu has served as the Company's principal accountants and external auditors. The signing partner is Mr. Francis B. Albalate, who has served in said capacity since 2012. 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.

In compliance with SEC Circular No. 8 (s. 2003) and SRC Rule 68 (3) (b) (iv), the Company intends to change external auditors or audit engagement partners, at least once every five (5) years.

**Audit and Audit-Related Fees.** For 2015 and 2014, aggregate fees billed for professional services rendered by the external auditor for the audit of the Company's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings amounted to PHP 97,183 and PHP 93,184, respectively, inclusive of VAT and out-of-pocket expenses. There were no other payments made to the auditor for any other service, including assurance, tax and related services.

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 Mr. Salazar and Ms. Mantaring 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.

### C. 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.**

a. **Management's Discussion and Analysis (MD&A) or Plan of Operation.**

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 plus the total number of units outstanding due to deposits 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 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.

#### **Accounting Policies for Financial Assets at Fair Value through Profit or Loss**

##### *Initial recognition*

Financial assets are recognized in the Company's financial statements when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets, except for investments classified as at FVTPL. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### *Classification and subsequent measurement*

Financial assets are classified into the following specified categories: financial assets as at FVTPL, held-to-maturity (HTM) investments, available-for-sale (AFS) financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company's financial assets as at December 31, 2015 and 2014 consist of financial assets at FVTPL and loans and receivables.

##### *Financial assets at FVTPL*

The Company classifies financial assets as at FVTPL when the financial asset is either held for trading or designated as such upon initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition, it is a part of an identified portfolio of financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and it is permitted that the entire combined contract to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any resulting gain or loss recognized in

profit or loss.

The Company's financial assets classified under this category include investments in fixed-income securities, investments in Unit Investment Trust Funds (UITF) and special savings deposits.

**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. **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 following data are the range of high and low prices (NAVPS) of the Fund's common shares for each quarter within the last two calendar years:

	2016		2015		2014	
	High	Low	High	Low	High	Low
Q1	1.5659	1.4951	1.6025	1.5314	1.5187	1.4817
Q2	NA	NA	1.5513	1.5184	1.5244	1.4960
Q3	NA	NA	1.5713	1.5323	1.5176	1.4995
Q4	NA	NA	1.5594	1.4916	1.5447	1.5041

## FINANCIAL STATEMENTS ANALYSIS

### For the year ended 31 December 2015

The Company's net assets decreased by PHP 204 Million (40%) from PHP 512 Million in December 2014 to PHP 308 Million in December 2015. The decrease was mainly due to impact of unfavorable market condition and acquisition of treasury shares during the period.

Net Profit for the year ended December 31, 2015 was PHP 1.7 Million, PHP2.8 Million lower than last year's net income of PHP 4.5 Million. The Company recorded an increase in realized trading gains from sale of fixed income investments of PHP 21 Million and decrease in operating expense of PHP 4 Million but this was partially offset by PHP 37 Million unrealized market loss which resulted to the drop in net profit of the current year.

The Fund does not foresee any event that could trigger a direct or contingent financial obligation that is material to its operations. No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Fund with unconsolidated entities/other persons were created during the reporting period. There are also no known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations and liquidity.

### Material Changes in the 2015 Financial Statements

#### Statements of Financial Position

Cash decreased by PHP 563 Thousand (6%) from PHP 9.7 Million to PHP 9.1 Million but liquidity requirements are still met.

Financial Assets at Fair Value through Profit and Loss decreased by PHP 203 Million (41%) from PHP 499 Million to PHP 296 Million due to disposals of fixed income investments. Impact of unfavorable market condition also contributed to the decrease.

Receivables decreased by PHP 1.8 Million (33%) from PHP 5.4 Million to PHP 3.6 Million mainly due to lower accrued interest resulted from disposals of fixed income investments. Collection of accrued interest receivable depends on the scheduled interest payment dates of assets held.

Accounts Payable and Accrued Expenses decreased by PHP 904 Thousand from PHP 1.2 Million in December 2014 to PHP 272 Thousand in December 2015. Decline was mainly from amounts payable to investors for their redemption of investments processed on or before the reporting date which are settled three days from transaction date.

Payable to Fund Manager lower by PHP 409 Thousand from PHP 882 Thousand to PHP 473 Thousand mainly due to lower management fees as a result of lower AUM for the period.

### **Statements of Comprehensive Income**

Revenues registered significant increase by PHP 9.4 Million (23%) from PHP 40.7 Million to PHP 50.1 Million mainly due to realized gains from disposals of fixed income investments.

Operating Expenses are lower by PHP 4 Million (36%) from PHP 11.2 Million to PHP 7.2 Million due to lower management fees as a result of lower AUM for the period.

Net profit for the year was PHP 1.7 Million. PHP 2.8 Million lower than last year's PHP 4.5 Million net income. The Company recorded an increase in realized trading gains from sale of fixed income investments of PHP 21 Million and decrease in operating expense of PHP 4 Million but this was partially offset by PHP 37 Million unrealized market loss which resulted to the drop in net profit of the current year.

### **Statements of Changes in Equity**

Total equity registered a decrease of PHP 204 Million (40%) from PHP 512 Million as of December 31, 2014 to PHP 308 Million as of December 31, 2015.

### **For the quarter ended 31 March 2016**

The Company's net assets slightly increased by PHP 2 Million (1%) from PHP 308 Million in December 2015 to PHP 310 Million in March 2016. The increase was mainly due to the impact of favorable market condition towards the end of reporting period from unrealized market gains of fixed income investments partially offset by acquisition of treasury shares during the period.

Net Profit for the quarter ended March 31, 2016 was PHP 8 Million. PHP 5 Million higher than last year's net income of PHP 3 Million. The increase was attributable mainly to the unrealized market gains from fixed income investments as a result of favorable market condition towards the end of the quarter.

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.



No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities/other persons were created during the reporting period. Likewise, there are no known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations and liquidity.

There are no significant elements of income that did not arise from the Company's continuing operations.

### **Material Changes in the 1<sup>st</sup> Quarter Financial Statements**

#### **Statements of Financial Position – March 31, 2016 vs. December 31, 2015**

Cash decreased by PHP 3 Million (37%) from PHP 9 Million to PHP 6 Million but liquidity requirements are still met.

Financial Assets at Fair Value through Profit and Loss increased by PHP 7 Million (2%) from PHP 296 Million to PHP 303 Million mainly due to impact of favorable market condition.

Receivables decreased by PHP 2 Million (55%) from PHP 4 Million to PHP 2 Million mainly due to lower accrued interest resulted from collection of interest receivable and disposals of fixed income investments. Collection of receivables depends on the scheduled interest payment dates of each asset held.

Other Assets represents prepaid expenses to be amortized expenses until the end of accounting period.

Accounts Payable and Accrued Expenses decreased by PHP 146 Thousand mainly from amounts payable to investors for their redemption of investments processed on or before the reporting date which are settled three days from transaction date.

Payable to Fund Manager is higher by PHP 11 Thousand, from PHP 473 Thousand to PHP 484 Thousand, mainly due to higher recoverable expenses due to SLAMCI.

Average daily net asset value from January to March 2016 and January to March 2015 is PHP 305,961,845 and 451,492,194, respectively.

#### **Statements of Comprehensive Income For three months ended – March 31, 2016 vs March 31, 2015**

Revenues registered a decrease of PHP 15 Million (89%) from PHP 17 Million to PHP 2 Million mainly due to losses realized from disposals of fixed income investments. Lower interest income also contributed to the decrease of gross revenues during the period.

Operating Expenses are lower by PHP 815 Thousand (35%) from PHP2.3 Million to PHP1.5 Million due to lower management fees brought about by lower AUM compared to same period last year.

Net Profit for the quarter ended March 31, 2016 was PHP 8 Million. PHP5 Million higher than last year's net income of PHP 3 Million. The increase was attributable mainly to the unrealized market gains from fixed income investments as a result of favorable market condition towards the end of the quarter.

#### **Statements of Changes in Equity**

Total equity registered a slight decrease of PHP 2 Million (1%) from PHP 308 Million as of December 31, 2015 to PHP 310 Million as of March 31, 2016.

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. Stock dividends of 2% as of record date were declared in 2006, 2007, 2008 and 2009.

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 pre-emptive 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) (1).

**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.

#### D. 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 2015 shareholders' meeting held on 26 June 2016 and 20 November 2015 (continuation). Also submitted for approval is the Annual Report (SEC Form 17A) and the audited Financial Statements for the year ended 31 December 2015 and the Quarterly Report for the First Quarter (SEC Form 17Q1).

**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.** With respect to amendment of the Company's charter, by-laws, or other documents, Management proposes that stockholders representing majority of the outstanding capital stock approve the amendment of the By-Laws to allow the distribution of notices for meetings to be made via electronic transmission or other means that may be allowed by law or rules. This will enable the Company to disseminate information about meetings and other important announcements in a more efficient and cost-effective manner.

**Item 18. Other Proposed Action.** Aside from the foregoing, there is no other proposed action.

**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.

In case of balloting, only shareholders and proxies who register at the door will be given ballots to be distributed at the registration counter. Upon being given a ballot, a shareholder/proxy should sign the shareholder/proxy registration list beside his/her signature placed earlier during the registration.

After casting his/her vote, the shareholder/proxy may place his/her ballot inside a ballot box clearly marked as such and located at a designated area at the place of the meeting. Shareholders/proxies will be given a sufficient period of time to vote. Thereafter, the Corporate Secretary will proceed to collect the ballot box and manually canvass the votes.

## PART II. INFORMATION REQUIRED IN A PROXY FORM

**Item 1. Identification.** The solicitation of proxies is made for and on behalf of Mr. Sison, President of the Company, and the proxy given will be voted in accordance with the authority contained therein. Atty. Camania Corporate Secretary, will vote in case of her absence.

**Item 2. Instruction.** Proxy forms attached to the notice of the annual shareholders' meeting appoint Mr. Sison, 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, or fax, 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 SLAMC as part of its management services and is to be made through electronic mail, the internet, 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 SLAMC employees assigned to Investor Services, without additional compensation, personally or by written communication, telephone or other electronic means. **Ms. Jao** has been designated as the contact person for all inquiries related hereto at contact numbers **(632) 849-9452 or 849-9495** with address at 8th Floor Sun Life Center, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634.

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

d. The Company will bear the cost of preparing and mailing this proxy statement and other materials furnished to shareholders in connection with the proxy solicitation. The foregoing is estimated to cost about PHP7,190,528.00 for all the Sun Life Prosperity Funds.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon.** As of 30 May 2016, records show that SLAMCI owns 21% of the Company's outstanding capital stock. Ms. Pama, President and CEO of SLAMCI, has the power to vote of the shares.

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

**SUN LIFE PROSPERITY GS FUND, INC.  
OFFICE OF THE CORPORATE SECRETARY  
6<sup>TH</sup> FLOOR, SUN LIFE CENTER, 5<sup>TH</sup> 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 GS Fund, Inc.**

Issuer

Date: 25 May 2016

  
**Atty. Maria Cecilia V. Soria**  
Assistant Corporate Secretary

**PROXY FORM**

I/we, hereby nominate, constitute and appoint Mr. BENEDICTO C. SISON, 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 shareholders' meeting on 20 July 2016, and all adjournments and postponements thereof, of the following funds *(please tick all applicable)*:

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

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

Granted    Withheld  
                Authority to vote for all nominees (Please refer to Annex "A")

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

For	Against	
<input type="checkbox"/>	<input type="checkbox"/>	Approval of the Minutes of 2015 Joint Annual Shareholders' Meetings
<input type="checkbox"/>	<input type="checkbox"/>	Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
<input type="checkbox"/>	<input type="checkbox"/>	Re-appointment of Navarro Amper & Co./Deloitte Touche Tohmatsu as External Auditor for 2016.
<input type="checkbox"/>	<input type="checkbox"/>	Amendment of the By-Laws to allow the distribution of notices of meetings via electronic transmission or other means allowed by law or regulations.

***Additional Items (For Balanced Fund, Dollar Abundance Fund, Philippine Equity Fund, and Money Market Fund only)***

For        Against  
                Amendment of Article III of the Articles of Incorporation to indicate principal office address as Sun Life Centre, Bonifacio Global City, Taguig City

***Additional Items (For Balanced Fund only)***

For        Against  
                Amendment of Section 1, Article I of the By-law (Date and Time of Annual Stockholders Meeting)  
                Delegation of the Power to amend Articles I, II, III, IV and VI of the By-Laws to the Board of Directors

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 through notice in writing, or superseded by subsequent proxy, delivered to the Corporate Secretary at least ten (10) days before the annual shareholders' meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I personally attend the meeting.

EXECUTED ON \_\_\_\_\_ AT \_\_\_\_\_

\_\_\_\_\_  
 Printed Name and Signature

ANNEX A:

**NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR 2016**

Please tick the box to signify your vote for the nominee. If you have ticked "GRANTED" under Item 1 of the Proxy Form, we will consider this as a vote FOR all of the nominees below.

**SUN LIFE OF CANADA PROSPERITY  
BALANCED FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Melito S. Salazar, Jr.
- Aleli Angela G. Quirino
- Nilo B. Peña

**SUN LIFE OF CANADA PROSPERITY BOND  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes

**SUN LIFE OF CANADA PROSPERITY  
PHILIPPINE EQUITY FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Melito S. Salazar, Jr.
- Oscar M. Orbos
- Nilo B. Peña

**SUN LIFE PROSPERITY MONEY MARKET  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes

**SUN LIFE PROSPERITY GS FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar S. Reyes
- Melito S. Salazar, Jr.

**SUN LIFE PROSPERITY DOLLAR ABUNDANCE  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar M. Orbos
- Oscar S. Reyes

**SUN LIFE PROSPERITY DOLLAR ADVANTAGE  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar M. Orbos
- Oscar S. Reyes

**SUN LIFE PROSPERITY DYNAMIC FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes

**SUN LIFE PROSPERITY PHILIPPINE STOCK  
INDEX FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar M. Orbos
- Melito S. Salazar, Jr.

**SUN LIFE PROSPERITY DOLLAR WELLSPRING  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar M. Orbos
- Melito S. Salazar, Jr.

**SUN LIFE PROSPERITY WORLD VOYAGER  
FUND, INC.**

- Rizalina G. Mantaring
- Benedicto C. Sison
- Valerie N. Pama
- Oscar M. Orbos
- Melito S. Salazar, Jr.

**DRAFT ONLY**  
**FOR APPROVAL OF THE STOCKHOLDERS**

**MINUTES 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 Money Market Fund, Inc.  
 Sun Life Prosperity GS Fund, Inc.  
 Sun Life Prosperity Dynamic Fund, Inc.

Held on 26 June 2015 from 2:00 to 2:20 p.m.  
 Isla Ballroom, EDSA Shangri-La Hotel  
 #1 Gardenway, Ortigas Center, Mandaluyong City

**Total number of shares present and represented:**            Please see Annex “A.”

Members of the Board  
 of Directors Present:

RIZALINA G. MANTARING  
 MA. KARENINA M. CASAS  
 VALERIE N. PAMA  
 OSCAR M. ORBOS\*  
 NILO B. PEÑA  
 ALELI ANGELA G. QUIRINO\*  
 OSCAR S. REYES\*  
 MELITO S. SALAZAR, JR.\*

**Also Present:**

CANDY S. ESTEBAN  
 BENEDICTO C. SISON  
 MICHAEL GERARD D. ENRIQUEZ  
 EDGAR S. TORDESILLAS  
 MARIA CECILIA V. SORIA  
 MARIA JUNIFER L. MALIGLIG  
 NAVARRO AMPER & CO./DELOITTE TOUCHE  
 TOHMATSU

**1. CALL TO ORDER**

Ms. Rizalina G. Mantaring, 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 GS Fund, Inc. (“GS Fund”), Sun Life Prosperity Money Market Fund, Inc. (“Money Market Fund”), Sun Life Prosperity Dollar Abundance Fund, Inc. (“Dollar Abundance Fund”), and Sun Life Prosperity Dollar Advantage Fund, Inc. (“Dollar Advantage Fund”), and Sun Life Prosperity Dynamic Fund, Inc. (“Dynamic Fund”), which are collectively known as the Sun Life Prosperity Funds (the “Funds”). She thereafter presided over the same. Atty. Maria Cecilia V. Soria, Assistant Corporate Secretary, recorded the minutes thereof.

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\* Independent Director

## 2. PROOF OF NOTICE OF MEETING

The Atty. Soria certified that the stockholders of record as of 27 April 2015 were duly notified of the meeting. The notices were sent by courier as follows:

- a. Bond Fund: to 4,079 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- b. Balanced Fund: to 26,124 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- c. Dollar Advantage Fund: to 1,855 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- d. Dollar Abundance Fund: to 1,209 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- e. Dynamic Fund: to 2,634 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- f. GS Fund: to 538 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- g. Money Market Fund: to 350 stockholders, representing 100% of the stockholders entitled to vote at this meeting.
- h. Philippine Equity Fund: to 26,948 stockholders, representing 100% of the stockholders entitled to vote at this meeting.

## 3. CERTIFICATION OF QUORUM

The 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

The Chairman recalled to the stockholders the challenges faced by the country in 2014. She noted that, despite these trials, the Philippine economy remained resilient and this was reflected in the performance of the Sun Life Prosperity Funds. Therefore, the Chairman proceeded to discuss the assets under management of the Sun Life Prosperity Funds, as well as the other highlights of the performance of the Funds in 2014.

The Chairman thanked the stockholders for their continued trust and confidence in Sun Life Prosperity Funds. After the Chairman's address, the stockholders propounded some questions and comments to the Funds' directors and officers.

## 5. OPERATIONS/ FINANCIAL PERFORMANCE

Ms. Candy S. Esteban, Treasurer of the Funds, presented a review of the Funds' operations and financial performance in 2014.



6. **FUND PERFORMANCE/OUTLOOK AND PROSPECTS FOR 2015**

Mr. Michael Gerard D. Enriquez, Chief Investment Officer, presented a report on the 2014 Fund Performance and Outlook and Prospects for 2016.

7. **ELECTION OF DIRECTORS FOR THE TERM 2015 to 2016**

The Secretary explained the election process and nomination criteria. She added that details on these have been circulated to the stockholders via the SEC Form 20-IS that was sent to them prior to the annual meeting.

The Funds failed to secure the quorum of a majority of the outstanding capital stock for the holding of elections of the Boards of Directors, and thus a continuation of the annual meeting was held on 20 November 2015 at 1:00 p.m. at the A. Wood Meeting Room, 2<sup>nd</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City. During said continuation meeting, the following were elected as members of the Boards of Directors:

a. **Balanced Fund**

RIZALINA G. MANTARING  
MA. KARENINA M. CASAS  
MELITO S. SALAZAR, JR. (independent)  
NILO B. PEÑA  
ALELI ANGELA G. QUIRINO (independent)

b. **Dollar Advantage Fund**

RIZALINA G. MANTARING  
VALERIE N. PAMA  
OSCAR M. ORBOS (independent)  
OSCAR S. REYES (independent)  
MA. KARENINA M. CASAS

c. **Dynamic Fund**

RIZALINA G. MANTARING  
VALERIE N. PAMA  
ALELI ANGELA G. QUIRINO (independent)  
OSCAR S. REYES (independent)  
MA. KARENINA M. CASAS

d. **GS Fund**

RIZALINA G. MANTARING  
VALERIE N. PAMA  
MELITO S. SALAZAR, JR. (independent)  
OSCAR S. REYES (independent)  
MA. KARENINA M. CASAS

The following Funds were unable to secure the required quorum: Bond Fund, Dollar Abundance Fund, Money Market Fund, and Philippine Equity Fund. In view of this, their current Boards will serve on a hold-over capacity until their successors are duly elected and qualified.

**8. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING**

After discussion, upon motion made and duly seconded, the stockholders present or represented during the meeting unanimously approved the minutes of the meetings held on 20 June 2014.

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

After discussion, upon motion duly made and seconded, at least a majority of the OCS present or represented by proxy approved/ratified all acts and proceedings of the Board of Directors and Corporate Officers in relation to the management and administration of the Fund.

**10. APPOINTMENT OF EXTERNAL AUDITOR**

After discussion, upon motion duly made and seconded, the stockholders appointed Navarro Amper and Co./Deloitte Touche Tohmatsu as the Funds' external auditor for 2015.

**11. AMENDMENTS OF THE ARTICLES OF INCORPORATION**

At the scheduled continuation meeting on 20 November 2015, the GS Fund obtained the quorum requirement of 2/3 OCS and thus the proposed amendment of Article III of said Fund's Articles of Incorporation on the principal office address was approved. The stockholders likewise approved the change in investment objective of the GS Fund.

**12. OTHER MATTERS**

No other matters were brought to the attention of the assembly.

**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.

**MARIA CECILIA V. SORIA**  
Assistant Corporate Secretary

ATTESTED BY:

The Boards of Directors of the respective companies. Original signed.

**Annex "E"**  
**RELEVANT MATTERS APPROVED BY THE BOARDS OF DIRECTORS**  
**SUN LIFE PROSPERITY FUNDS**

<b>Meeting date</b>	<b>Matters Approved</b>
26 June 2015	<ol style="list-style-type: none"><li>1. Opening of Trust accounts for the Bond, Balanced, Philippine Equity, GS, Dynamic, and Stock Index Funds.</li><li>2. Approval of the use of the phrase "Sun Life Prosperity Dollar" for the incorporation of other Sun Life Prosperity funds.</li><li>3. Appointment of Risk Officer</li></ol>
07 September 2015	<ol style="list-style-type: none"><li>1. Approval of the amendment of the prospectuses on changes in the early redemption fee and holding period.</li><li>2. Election of Mr. Benedicto Sison to fill the vacancy created by the resignation of Ms. Ma. Karenina M. Casas from the Boards of Directors.</li></ol>
11 December 2015	<ol style="list-style-type: none"><li>1. Appointment of Risk Officer for the Philippine Stock Index Fund</li><li>2. Amendment of the By-Laws of the Sun Life Prosperity Funds to allow the distribution of notices via electronic transmission and other means that may later be allowed by law or rules.</li></ol>
15 March 2016	<ol style="list-style-type: none"><li>1. Approval of the 2015 audited financial statements.</li></ol>