



SUN LIFE PROSPERITY DYNAMIC FUND, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To all shareholders:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sun Life Prosperity Dynamic Fund, Inc. shall be held on 18 July 2017 (Tuesday) at 1:00 p.m. at the Isla Ballroom, Edsa Shangri-La, Manila, 1 Garden Way, Ortigas Centre, Mandaluyong City, Philippines, 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 the 2017 to 2018 term
8. Approval of the Minutes of the 2016 stockholders' meetings
9. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
10. Appointment of External Auditor
11. Other Matters
12. 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 30 May 2017 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.

Taguig City, Metro Manila, 15 May 2017


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 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: **Sun Life Center, 5th 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:

**18 July 2017 (Tuesday), 1:00 p.m.
Isla Ballroom, Edsa Shangri-La, Manila
1 Garden Way, Ortigas Centre, Mandaluyong City, Philippines**

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **02 June 2017**

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: **6th Floor Sun Life Center, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634; (632) 555-8888 local 5014 (Atty. Soria)/ 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
Common Shares, PHP0.01 par value	2,942,754,427 (as of 30 April 2017)

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 **18 July 2017 (Tuesday) at 1:00 p.m. at the Isla Ballroom, Edsa Shangri-La, Manila, 1 Garden Way, Ortigas Centre, Mandaluyong City**. The principal office of the Company is located at Sun Life Center, 5th Avenue corner 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 **02 June 2017**.

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.

A. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 2,942,754,427 outstanding common shares as of 30 April 2017. 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 2017**.

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. 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.

2. Security Ownership of Management as of 31 March 2017 follows:

Title of Class	Name of Beneficial Owner	Number of Shares ¹	Nature of Ownership	Citizenship	Percent of Class
Common	Rizalina G. Mantaring	1	R	Filipino	0.000002%
Common	Valerie N. Pama	1	R	Filipino	0.000002%
Common	Aleli Angela G. Quirino	1	R	Filipino	0.000002%
Common	Oscar S. Reyes	1	R	Filipino	0.000002%
Common	Benedicto C. Sison	1	R	Filipino and American	0.000002%

The above individual owners can be contacted through the Assistant Corporate Secretary of the Company, Atty. Soria, 6th Floor Sun Life Center, 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

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	57	2012 to present	5 terms
Benedicto C. Sison	Filipino and American	Director/President	56	2015 to present	2 terms
Valerie N. Pama	Filipino	Director	53	2012 to present	5 terms
Aleli Angela G. Quirino	Filipino	Independent Director	72	2012 to present	5 terms
Oscar S. Reyes	Filipino	Independent Director	70	2012 to present	5 terms
Candy S. Esteban	Chinese	Treasurer	39	2015 to present	2 terms
Jemilyn S. Camania	Filipino	Corporate Secretary	41	2012 to present	5 terms
Maria Cecilia V. Soria	Filipino	Asst. Corporate Secretary	41	2013 to present	4 terms
Ajee T. Co	Filipino	Acting Compliance Officer	43	2017	

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

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 (2012 to present)

Ms. Rizalina G. Mantaring, is the President & CEO of the Sun Life Financial group of companies in the Philippines, and a member of its various boards. She joined Sun Life as head of its Asia Pacific Information Systems Department in 1992. As IT head, she laid the groundwork and transformed the technology platform of Sun Life Philippines into the most advanced in the industry, allowing for the operational efficiency and service levels for which Sun Life is known. In 1999, she took responsibility for the Operations area of the Philippine subsidiary, gradually implementing operational and service improvements and innovations which have led to the company's excellent reputation as the industry leader in customer service. Over the years, she successively took on additional responsibilities until her appointment as Chief Operating Officer. In 2008, she was appointed Chief Operations Officer for Asia, with responsibility for Operations & Information Technology. In March 2009, she became Deputy President for Sun Life Philippines, then President and CEO in August of the same year.

She graduated with a B.S. Electrical Engineering degree (*cum laude*) from the University of the Philippines, and an M.S. Computer Science from the State University of New York at Albany. She has also attended numerous executive development programs conducted by Harvard University, The Wharton School, Duke University, Oxford University, Asian Institute of Management, and The Niagara Institute. She is a Fellow of the Life Management Institute (with distinction).

She was a board director of the Philippine Life Insurance Association (PLIA) from 2011-2013, and was again elected to the board starting 2015 to the present. She served as PLIA President from 2014-2015. She also served as board director of the Philippine Federation of Pre-need Companies from 2006-2008. She also serves as Independent Director of Ayala Land, Inc., First Philippine Holdings, Inc., and Microventures Inc.

BENEDICTO C. SISON

President and Director (2015 to present)

Mr. Benedicto C. Sison is currently the Chief Strategy and Financial Management Officer (April 2015 to present). He is also the Director of Sun Life Financial Philippine Holding Company, Inc. (December 2015 to present). Mr. Sison also serves as the Director and President of the twelve 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 Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., and Sun Life Prosperity Money Market Fund, Inc. (September 2015 to present) and served as the Acting Treasurer and Chief Financial Officer of the said funds excluding Sun Life Prosperity Dollar Wellspring Fund, Inc. and Sun Life Prosperity World Voyager Fund, Inc. (April 2015 to September 2015). He is also the Director and President of the Grepalife Funds such as Grepalife Bond Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (September 2015 to present). He is the Treasurer of Sun Life Financial – Philippines Foundation, Inc., (September 2015 to present) and Trustee (September 2010 to September 2013).

Mr. Sison served as Chief Financial Officer of Sun Life Financial Asia (November 2012 to March 2015), Director of Sun Life Hong Kong Limited (December 4, 2012 to May 14, 2015), Commissioner of PT. Sun Life Indonesia Services (February 21, 2013 to July 5, 2013) and Commissioner of PT. Sun Life Indonesia (April 19, 2013 to April 23, 2015). He was also the Director/CFO and Treasurer of Sun Life Financial Philippine Holding Company, Inc. (September 2010 to December 2013), CFO and Treasurer of Sun Life Financial Plans, Inc. (September 2010 to December 2013), Director of Great Life Financial Assurance Corporation (July 2012 to September 2013) and Chief Financial Officer and Treasurer of Sun Life Asset Management Company, Inc. (September 2010 to June 2013) and Sun Life of Canada (Philippines), Inc. (September 2010 to October 2012). He also served as the Finance Director – Asia Pacific of Con-Agra International Food Group (September 2006 to August 2010).

He brings to the job a wealth of international finance experience gained primarily from ConAgra Foods, Inc., a multi-billion dollar global consumer products company. He held various positions with increasing responsibility in the areas of audit, financial control, planning and management in ConAgra's US, India and Asia-Pacific Operations. He was the Finance Director for the Asia Pacific Region, based in China, prior to joining Sun Life. Benedict also worked in the academe as well as in the aerospace, defense and public transit industries in the USA.

Benedict is a Magna Cum Laude graduate of BS Business Administration from the University of the Philippines (1983). He graduated with honors from the Graduate School of Management of the University of California Riverside where he earned his Masters in Business Administration, Major in Finance/Accounting (1988). He is a Certified Public Accountant (CPA) and is a member of the American Institute of CPAs.

VALERIE N. PAMA

Director (2012-present), President (2012)

Ms. Valerie N. Pama is currently the Director and President of Sun Life Asset Management Company, Inc. (2011 to present) and Director of nine (9) Sun Life Prosperity Funds, i.e. Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc. (2011 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc. (December 2014 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). She is also a Director of the Grepalife Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Bond 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 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 the Philippine Investment Funds Association (PIFA) from 2011-2013 and was elected Chairman from 2013-2015. She is currently in the PIFA Board of Advisors. 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 MBA 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.

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 of Canada Prosperity Bond Fund, Inc. (2000 to present), Sun Life of Canada Money Market Fund, Inc. (2004 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (October 2016 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). She is currently a Senior Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law). She also serves as Director-Treasurer of SysNet Integrators, Inc. (2001 to present), EP2, Inc. (2003 to present), Ideawurx Inc. (2001 to present), ELC Beauty, Inc./Estee Lauder Phils. (2002 to present), Vani-Txt, Inc. (2005 to

present), and the Jejecom, Inc. (2011 to present), among others. She also serves as a Director of Anglo-Eastern Crew Management (SPV-AMC), Inc. (1999 to present), Plaka Athena Holdings Corporation (2005 to present), New Pacific Resources Management (SPV-AMC), Inc. (2007 to present), LNC (SPV) – AMC Corp. (2005 to present), and LNC 3 Asset Management, Inc. (2006 to present). She is the Vice-Chairman and Trustee of Ateneo de Manila Law Alumni Association, Inc. (2008 to present), and Asian Patent Attorney Association (2012 to present). She is also the Vice-President and Philippine Councilor of ASEAN Intellectual Property Association (2015 to present) and Vice-President and ExCom Member of Association Internationale pour la Protection de la Propriete Intellectuelle (2004 to present). She is the Trustee of Cancare Foundation, Inc. (2010 to present), Trustee-Treasurer of Intellectual Property Foundation, Inc. (1998 to present), and Trustee-Corporate Secretary of Assumption College, Inc. (1996 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.

OSCAR S. REYES

Independent Director (2012 to present)

Mr. Oscar S. Reyes, is an 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), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). His other positions are: member of the Advisory Board of the Philippine Long Distance Telephone Company (PLDT) (2010 to present); Advisory Council of the Bank of the Philippine Islands (2016 to present); member of the Board of Directors of Manila Water Co., Inc. (2005 to present); Pepsi Cola Products Philippines, Inc. (Chairman) (2007 to present); PLDT Communications and Energy Ventures, Inc. (Director) (2013 to present); Basic Energy Corporation (Independent Director) (2007 to present); Cosco Capital Inc. (Independent Director) (2009 to present); and Sun Life Financial Plans, Inc., (Independent Director) (2006 to present) among other firms. He is a Director of Manila Electric Company (2010 to present) where he also holds the position of President and Chief Executive Officer (2012 to present). He is also President of Meralco PowerGen Corporation (2010 to present) and Chairman of Meralco Industrial Engineering Services Corporation (MIESCOR) (2010 to present), CIS Bayad Center (2010 to present), Meralco Energy, Inc. (MEI) (2010 to present), Redondo Peninsula Energy, Inc. (2011 to present), MRrail Inc. (2015 to present), MSpectrum Inc. (2015 to present), Atimonan One Energy Inc. (2016 to present), Aurora Managed Power Services Inc. (2016 to present) and PacificLight Pte. Ltd (2013 to present). He served as Country Chairman of the Shell Companies in the Philippines (1997 to 2001) and concurrently President of Pilipinas Shell Petroleum Corporation (Various executive positions – 1986 – 2001/ Director- 2002 - 2006) and Managing Director of Shell Philippines Exploration B.V. (2002-2004.) He is a member of the Board of Trustees of One Meralco Foundation, Inc. (2010 to present), 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.

CANDY S. ESTEBAN

Treasurer (2015 to present)

Ms. Esteban is the Treasurer of the 12 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 (2012 to present)

Atty. Jemilyn S. Camania is the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial

– Philippines Foundation, the 12 Sun Life Prosperity Funds, Grepalife Asset Management Corporation, Great Life Financial Assurance Corporation, the 3 Grepalife Mutual Funds; and the Assistant Corporate Secretary of Sun Life Grepa Financial, Inc.

With over 15 years of experience, Atty. Camania started at Sun Life as Assistant Counsel in 2004, and then moved up the ranks to become Counsel (2007 to 2011) and Senior Counsel (2011 to 2012). She is currently Sun Life's Deputy General Counsel (2012 to present) and Head of General Corporate Services (from 01 May 2016). In April 2016, she was appointed in a concurrent capacity as Senior International Counsel for Sun Life Financial Asia. Prior to joining Sun Life, she worked as an Associate at the Cayetano Sebastian Ata Dado & Cruz Law Offices (2001 to 2004).

Atty. Camania received her Bachelor of Arts in Psychology (1992) and Bachelor of Laws (2001) degrees from the University of the Philippines (Diliman). She was called to the Bar in 2002. She is also a Fellow, Life Management Institute (2010), Professional, Customer Service (with honors) (2011), and Associate, Insurance Regulatory Compliance (2014) of the Life Office Management Association (LOMA).

MARIA CECILIA V. SORIA

Assistant Corporate Secretary (2013 to present)

Atty. Maria Cecilia V. Soria is the Assistant Corporate Secretary of the 12 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.

AJEE T. CO

Acting Compliance Officer (10 March 2017 to present)

Effective 10 March 2017, Atty. Ajee T. Co, Deputy Compliance Head, is in charge of the compliance team in transition following Atty. Conchitina D.L. Gregorio's departure. As Acting Compliance Officer of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., the 12 Sun Life Prosperity Funds, Sun Life Grepa Financial, Inc., Grepalife Asset Management Corporation, Great Life Financial Assurance Corporation, and the 3 Grepalife Mutual Funds. She is responsible for leading the Compliance team in the Philippines in the development and implementation of programs and systems to support the overall Sun Life Compliance strategy and in partnering with business leaders to identify, assess, and mitigate compliance risks.

Atty. Co brings to Sun Life more than 18 years of experience, coming most recently from Standard Chartered Bank as Compliance Head for seven years after two years as Wholesale Banking Compliance Adviser. Prior to this, she was Assistant Vice-President – Legal & Compliance Officer at Pru Life Insurance Corporation of UK for almost three years. She is a former Associate Lawyer at Siguion-Reyna, Montecillo & Ongsiako Law Offices and Senior Associate at Sycip, Gorres, Velayo & Co. Market Circle 1, Tax Group.

Atty. Co graduated from the University of the Philippines (Diliman) with a degree in Bachelor of Laws and from the De La Salle University-Taft with a degree in Bachelor of Science in Accountancy. She ranked 8th in the CPA Board Examinations in 1994.

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 Atty. Quirino as Chairman and Mmes. Mantaring and Pama 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 Nomination Committee are related to the independent directors. After observing the above, the Nomination Committee approved the following Final List of Candidates to the 2017 Board of Directors:

- 2.1 Ms. Rizalina G. Mantaring
- 2.2 Mr. Benedicto C. Sison
- 2.3 Ms. Valerie N. Pama
- 2.4 Atty. Aleli Angela G. Quirino
- 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: 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 and top management's level of compliance with the Manual. These annual exercises monitor if the Company needs to improve its corporate governance, which at present, is still on a 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 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.

However, starting January 01, 2010, 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 2016 and 2015 are PHP 230,594 and PHP 185,657, respectively.

The Board has four (4) regular quarterly meetings for 2017, including the organizational board meeting after the annual shareholders' meeting. For the four (4) meetings and with two (2) members of the Board who are external directors entitled to receive per diem, the Fund forecasts a total directors' per diem of PHP 160,000.00 for 2017. The external directors are also forecasted to receive a total of PHP 25,000.00 as retainer's fees for 2017.

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 Ms. Avis B. Manlapaz, who has served in said capacity since 2016. 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 2016 and 2015, 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 105,000 and PHP 243,372 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. Quirino 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.

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.

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 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 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 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, 2016 and 2015 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 fair value through profit or loss 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 listed equity shares, investments in fixed-income securities, investments in unit investment trust fund (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 table shows the ranges of high and low prices (NAVPS) of the Fund's common shares for 2015, 2016 and Q1 of 2017:

	2017		2016		2015	
	High	Low	High	Low	High	Low
Q1	0.9398	0.8956	0.9442	0.8562	1.0658	0.9986
Q2	-	-	0.9802	0.9259	1.0833	0.9752
Q3	-	-	1.0079	0.9664	1.0086	0.9169
Q4	-	-	0.979	0.8713	0.9581	0.9101

FINANCIAL STATEMENTS ANALYSIS

31 December 2016 and 31 December 2015

The Net Asset of the Fund decreased by PHP 388 Million from PHP 3.1 Billion in 2015 to PHP 2.8 Billion in 2016. The drop was mainly due to impact of unfavorable market condition and acquisition of Fund's treasury shares during the period.

Net loss decreased from PHP 252 Million in 2015 to PHP 79 Million Net Loss in 2016. The decrease in losses is attributable mainly to the unrealized market movement recognized for equity securities and fixed income investments for the period. Lower operating expenses also contributed to the decrease in current year's loss.

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 2016 Financial Statements

Statement of Financial Position

Cash decreased by PHP 4.8 Million (38%) from PHP 12.6 Million in December 2015 to PHP 7.8 Million in December 2016.

Financial Assets at Fair Value through profit or loss decreased from PHP 3.2 Billion in December 2015 to PHP 2.7 Billion in December 2016. The decrease is attributable mainly to the impact of unfavorable market condition and disposal of investments in equity securities during the period.

Accrued Interest increased by PHP 7 Million from PHP 2 Million in December 2015 to PHP 9 Million in December 2016. Increase is mainly due to accrued interest from Fixed Income investments which are collected depending on the scheduled interest payments.

Dividends Receivable increased from PHP 814 Thousand in December 2015 to PHP 2.4 Million in December 2016. Collection of receivable depends on the scheduled payment date of each listed stock from which dividend was received.

Due from Brokers increased by PHP 18 Million from PHP 1 Million in December 2015 to PHP 19 Million in December 2016. This is due to the higher outstanding receivables from broker related to the sale of investment in listed equity securities made at, or towards the end of reporting period. Proceeds from such sale are settled three (3) days from the transaction date.

Accrued Expenses and Other Payables increased from PHP 1.4 Million in December 2015 to PHP 1.7 Million in December 2016. Increase was mainly due to higher outstanding proceeds payable to investors from the redemptions of their shares, which are settled four (4) days from the transaction date.

No outstanding balance of Due to Brokers account as at Dec 31, 2016. Movement was attributable mainly to settlement of outstanding payable to brokers pertaining to purchases of listed equity securities made towards the end of reporting period, which are settled, three (3) days from the transaction date.

Payable to Fund Manager decreased by PHP 750 Thousand from PHP 8 Million in December 2015 to PHP 7.3 Million in December 2016. The decrease was mainly due to lower management fees as a result of lower AUM for the period.

Statement of Comprehensive Income

Revenues decreased from PHP 196 Million to PHP 87 Million due to lower realized gains from disposals of investments as well as lower dividend income received from investments in equity securities during the period.

Total Operating Expenses decreased from PHP 105 Million in December 2015 to PHP 93 Million in December 2016. Decrease was mainly from lower management fees as a result of lower asset under management for the period.

Net loss decreased from PHP 252 Million in December 2015 to PHP 79 Million Net Loss in December 2016. The decrease in losses is attributable mainly to the unrealized market movement recognized for equity securities and fixed income investments for the period. Lower operating expenses also contributed to the decrease in current year's loss.

Statement of Changes in Equity

Total equity registered a decrease of PHP 388 Million (12%) from PHP 3.1 Billion in December 2015 to PHP 2.8 Billion in December 2016.

31 March 2017 and 31 March 2016

The Net Asset of the Fund increased by PHP 42 Million (2%) from PHP 2.7 Billion in December 2016 to PHP 2.8 Billion in March 2017. The slight increase was mainly due to impact of favorable market condition during the period.

Net profit increased by 37 Million (78%) from PHP 48 Million in December 2016 to PHP 85 Million in March 2017. The increase is attributable to higher net unrealized market gains on investments recognized for the period.

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. 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.

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

Material Changes in the 1st Quarter Financial Statements

Statement of Financial Position

Cash significantly increased by PHP 251 Million from PHP 8 Million in December 2016 to PHP 259 Million in March 2017.

Financial Assets at Fair Value through profit or loss decreased from PHP 2.7 Billion in December 2016 to PHP 2.5 Billion in March 2017. The decrease is attributable mainly to disposals of investments in equity securities and fixed income investments during the period.

Accrued Interest Receivable increased from PHP 9 Million in December 2016 to PHP 40 Million in March 2017. The increase was due to higher balance of accrued interest from fixed income investments. Collection of interest depends on the scheduled interest payments of each asset held.

Dividends Receivable increased from PHP 2 Million in December 2016 to PHP 8 Million in March 2017. Collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received.

Prepayments and other current assets pertain to prepaid expenses to be amortized until the end of the accounting period.

Due from Brokers went down by PHP 13 Million (67%) from PHP 19 Million in December 2016 to PHP 6 Million in March 2017. This is due to lower outstanding amounts due from brokers in relation to disposals of investment in equity securities during the period. The proceeds of sales were received three (3) days after the transaction date.

Accrued Expenses and other payables increased from PHP 1.7 Million in December 2016 to PHP 2.9 Million in March 2017. The increase was mainly due to Proceeds Payable to Investors. These are amounts

payable to investors for redemption of their investments processed on or before end of reporting period, which are usually paid four (4) days from the transaction date.

Due to Brokers in March 2017 amounting to PHP 42 Million pertain to outstanding payable to brokers related to purchases of listed equity securities made towards the end of reporting period, which are settled three days from the transaction date.

Average daily net asset value from January to March 2017 and January to March 2016 is PHP 2,830,794,128 and PHP 3,077,917,347, respectively.

Statement of Comprehensive Income

Loss of PHP 419 Thousand in 2016 increased to PHP 2.7 Million in 2017 due to trading losses realized from sale of fixed income investments during the period.

Total Operating Expenses decreased from PHP 23 Million to PHP 21 Million due to lower management fees in the current year compare to the same period last year. .

Net profit increased by 37 Million (78%) from PHP 48 Million in December 2016 to PHP 85 Million in March 2017. The increase is attributable to higher unrealized market gains on investments recognized for the period.

Statement of Changes in Equity

Total equity registered an increase of PHP 42 Million (2%) from PHP 2.7 Billion in December 2016 to PHP 2.8 Billion in March 2017.

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 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) (2).

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 2016 shareholders' meetings held on (1) 20 July 2016, and (2) 16 November 2016. Also submitted for approval is the Annual Report (SEC Form 17A) and the audited Financial Statements for the year ended 31 December 2016 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 further 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. The proposed amendments are as follows:

"ARTICLE I, SECTION 3. Notices. –

(a) Notice of the time and place of the annual or special meetings of the stockholders shall be given either personally, by mail—whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations, and addressed to each stockholder of record entitled to vote at the meeting at the address reflected in the records of Corporation at least thirty days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting and no other business shall be acted upon at such meeting except by at least a majority of all the stockholders of the Corporation entitled to vote present or represented at such meeting.

(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations."

"ARTICLE II, SECTION 3. Meetings. – The Board shall hold meetings when necessary, upon call by the Chairman of the Board or upon request of at least three of its members. Notice of the meeting shall be mailed to each director at his last known post office address, or delivered to him personally, or left at his office, or transmitted by fax ~~or~~ telephone or electronically not less than twenty-four hours previous to the hour of the meeting and in the case of members of the Board residing abroad, notice of the meeting shall be given by fax or e-mail. The notice shall specify the date, hour, and place of the meeting."

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. Jemilyn S. Camania, Corporate Secretary, will cast the votes in case of his 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 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 PHP10,200,000.00 for all the Sun Life Prosperity Funds.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. As of 30 May 2017, records show that SLOCPI owns 0 % of the Company's outstanding capital stock. Ms. Mantaring, President and CEO of SLOCPI, has the power to vote of the shares or direct the voting of the shares held by Sun Life of Canada Philippines Agents' Provident Plan.

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 OF ADDRESSED TO:

SUN LIFE PROSPERITY DYNAMIC FUND, INC.
OFFICE OF THE CORPORATE SECRETARY
6TH FLOOR SUN LIFE CENTER, 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. Maria Cecilia V. Soria
Assistant Corporate Secretary

Date: 15 May 2017