



SUN LIFE PROSPERITY DOLLAR WELLSPRING FUND, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To all shareholders:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sun Life Prosperity Dollar Wellspring 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 Dollar Wellspring Fund, Inc.**

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

4. SEC Identification Number: **CS201517778**

5. BIR Tax Identification Code: **008-123-698-000**

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, PHP1.00 par value	5,903,396 shares (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 Dollar Wellspring 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, Philippines. 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.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 5,903,396 shares 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	Beneficial (B) and Record (R)	Filipino	0.00%
Common	Benedicto C. Sison	1	B & R	Filipino and American	0.00%
Common	Valerie N. Pama	1	B & R	Filipino	0.00%
Common	Melito S. Salazar, Jr.	1	B & R	Filipino	0.00%
Common	Oscar Orbos	1	B & R	Filipino	0.00%

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	2015-present	2 terms
Benedicto C. Sison	Filipino and American	Director/President	56	2015-present	2 terms
Valerie N. Pama	Filipino	Director	53	2015-present	2 terms
Melito S. Salazar, Jr.	Filipino	Independent Director	67	2015-present	2 terms
Oscar M. Orbos	Filipino	Independent Director	66	2015-present	2 terms
Candy S. Esteban	Chinese	Treasurer	39	2015-present	2 terms
Jemilyn S. Camania	Filipino	Corporate Secretary	41	2015-present	2 terms
Maria Cecilia V. Soria	Filipino	Asst. Corp. Sec.	41	2015-present	2 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 (2015 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 (2015 to present)

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.

MELITO S. SALAZAR, JR.

Independent Director (2015 to present)

Mr. Melito S. Salazar Jr., is an 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. (February 2015 to present) and Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). He is the Chairman and President of Quickminds Corporation (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), Concepcion Industrial Corporation (2013 to present), Yanmar Philippines (2015-present) and TECO Philippines (2015-present); Editor-in-Chief of Philippine

Rotary (2011 to present); Dean of Centro Escolar University, School of Accountancy and Management (June 2014 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.

OSCAR M. ORBOS

Independent Director (2015 to present)

Atty. Oscar M. Orbos, is an Independent Director of the Sun Life of Canada Prosperity Philippine Equity Fund, Inc. (2000 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2009 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc. (February 2015 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015 to present) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (October 2016 to present). Atty. Orbos has a distinguished public service career, which started with his election as Congressman (1987 to 1990 and 1992 to 1995) and then as Governor of the Province of Pangasinan (1995 to 1998). He also served as Secretary of the Department of Transportation and Communication (1990) and then as Executive Secretary (1990 to 1991) under the administration of President Corazon C. Aquino. Atty. Orbos also serves Chairman of the Board of Alpha Insurance & Surety Co., Inc. (2000 to present) and as Partner of Orbos Cabusora & Taguiam Law Office (1998 to present). He obtained his BS Economics and Bachelor of Laws from the University of the Philippines.

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 (2015 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 (2015 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 Grepalife 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 Mr. Salazar 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 Mr. Melito S. Salazar, Jr.
- 2.4 Atty. Oscar M. Orbos
- 2.5 Ms. Valerie N. Pama

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

- b. **Incorporators.** The incorporators of the Company are: Rizalina G. Mantaring, Ma. Karenina M. Casas, Valerie N. Pama, Oscar M. Orbos , and Melito S. Salazar, Jr.
- 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 Fund's executive officers and directors who are officers and/or employees of SLOCPI and/or SLAMCI do not receive any form of compensation as such from the time of their appointments up to the present.

The Fund's directors who are not officers and/or employees of SLOCPI and/or SLAMCI (i.e., "Independent Directors") receive a per diem for their attendance at regular or special meetings of the Board at the rate of PHP 20,000.00 per meeting per Independent Director (the Fund has two [2] Independent Directors). There are no other forms of compensation which such Independent Directors are entitled to receive for meetings attended, other than said per diem and a retainer's fee not to exceed PHP 15,000.00 per quarter. Payment of such retainer's fee shall be shared by the Fund with the other Sun Life Prosperity Funds which the Independent Director also serves, provided that each Independent Director shall receive only a maximum of PHP 15,000.00 per quarter from all the Sun Life Prosperity Funds combined. There are no standard arrangements, employment contracts, termination of employment, change-in-control or other arrangements with the directors. Such remuneration to be paid for by the Fund may be adjusted in the future as may be warranted by existing fund levels and other factors.

Total per diem received by the Fund's directors for the year 2016 and 2015 are US\$ 4,605.00 and US\$ 1,631.00, 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 (approximately US\$ 3,211) for the year 2017. The external directors are also forecasted to receive a total of PHP 20,000.00 (approximately US\$ 401) 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. The audit fees for 2016 and 2015 are US\$ 1,822 and US\$ 2,384, respectively. Prior year's fees include Interim and yearend Audit of the financial statements of the Fund in relation to statutory and regulatory filings.

There are no other assurance and related services rendered by the external auditor for the last two fiscal years that are reasonably related to the performance of the audit of the Fund's financial statements

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. Salazar 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.

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 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 measured initially at fair value. Transaction costs are included in the initial measurement of all financial assets, except for investments classified as at FVTPL.

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 consist of financial assets at fair value through profit or loss and loans and receivables.

Financial assets at FVTPL

The Company classifies financial assets 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 a financial guarantee contract or a designated and effective 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 mutual funds 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 2016 and Q1 of 2017:

	2017		2016	
	High	Low	High	Low
Q1	1.0435	1.0080	-	-
Q2	-	-	1.0121	0.9843
Q3	-	-	1.0381	1.0014
Q4	-	-	1.0329	0.9998

FINANCIAL STATEMENT ANALYSIS

31 December 2016 and 31 December 2015

The Fund's net assets ended US\$ 5.6 Million in 2016. The increase was mainly from subscriptions of share capital during the period.

Net Investment loss for the period ended December 31, 2016 is US\$ 1 Thousand. The Fund's gross investment income in the current year of US\$ 25 Thousand mainly comprised of gains realized from disposal of investments and interest earned from fixed income investments. US\$ 32 Thousand unrealized market gains were recognized during the period but these were partially offset by operating expenses of US\$ 56 Thousand, mainly from Management fees. The Fund started its commercial operation in May 2016.

Material Changes in the 2016 Financial Statements

Statement of Financial Position

Cash decreased by US\$ 1.3 Million from US\$ 1.5 Million to US\$ 200 Thousand.

Financial Assets at Fair Value Through Profit and Loss for the period ended December 31, 2016 are mainly from purchases of investments in mutual funds.

Receivables are interest accrued from special savings deposit.

Increase in Accrued Expenses and Other Payables by US\$ 24 Thousand was mainly due to amount from investors' subscription transaction pending issuance of shares and awaiting completion of the subscription requirements. Outstanding payable on audit and custodian fees also contributed to the increase during the period.

Decrease in Payable to Fund Manager by US\$ 4 Thousand from US\$ 13 Thousand to US\$ 9 Thousand was mainly due to lower recoverable expenses paid in advance by the Fund Manager.

Statement of Comprehensive Income

Revenues are comprised mainly of realized gains from sale of investments in mutual funds and interest income earned fixed income investments.

Operating Expenses in 2016 ended at US\$ 56 Thousand, mostly due to Management Fees as a result of higher AUM for the period.

Net Investment loss for the period ended December 31, 2016 is US\$ 1 Thousand. The Fund's gross investment income in the current year of US\$ 25 Thousand mainly comprised of gains realized from disposal of investments in mutual funds and interest earned from fixed income investments. US\$ 32 Thousand unrealized market gains were recognized during the period but these were partially offset by operating expenses of US\$ 56 Thousand, mainly from Management fees. The Fund started its commercial operation in May 2016.

Statement of Changes in Equity

Total equity registered an increase of US\$ 4 Million from US\$ 1.5 Million as of December 31, 2015 to US\$ 5.5 Million as of December 31, 2016.

31 March 2017 and 31 December 2016

The net assets of the Company increased by \$ 486 Thousand (9%) from \$ 5.6 Million in December 2016 to \$ 6.1 Million in March 2017. The company started its operation in May 2016 and the increase mainly came from the subscriptions of capital stock.

Net investment income for the period is \$ 196 Thousand, \$ 197 Thousand increase from December 2016 loss of \$1 Thousand. The increase was mainly due to realized gains from disposals of fixed income investments 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 increased by \$ 80 Thousand (52%) from \$ 156 Thousand in December 2016 to \$ 236 Thousand in March 2017 but liquidity requirements were still met.

Financial Assets at Fair Value through Profit and Loss is higher by \$ 407 Thousand (7%) from \$ 5.4 Million to \$ 5.8 Million mainly due impact of favorable market condition during the period.

Prepayments pertains to prepaid expenses to be amortized until the end of accounting period.

Accrued expenses and other payables increased by \$ 2 Thousand (8%) from \$ 24.9 Thousand to \$ 26.9 Thousand. Increase was attributable mainly to accrual of expenses such as custodianship fees, taxes and licenses and printing and supplies for the period.

Average daily net asset value from January to March 2017 is \$ 5,763,589.

Statement of Comprehensive Income

Revenues for the period is \$ 45 Thousand which pertains to realized gains from disposal of fixed income investments for the period.

Total Operating Expenses for the period is \$ 31 Thousand. These are management and transfer fees paid to the Fund Manager (SLAMCI) as well as custodianship fees for the period.

Net investment income for the period is \$ 196 Thousand, \$ 197 Thousand increase from December 2016 loss of \$ 1 Thousand. The increase was mainly due to realized gains from disposals of fixed income investments for the period.

Statement of Changes in Equity

Total equity registered an increase of \$ 486 Thousand (9%) from \$ 5.6 Million in December 2016 to \$ 6.1 Million 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.

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 2016 shareholders' meeting held on 20 July 2016. Also submitted for the approval is the Annual Report and the audited Financial Statements for the year ended 31 December 2016 (SEC Form 17A) and the Quarterly Report for the period ended 31 March 2017 (SEC Form 17Q).

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. There is no matter involving amendment of charter, by-laws, or other documents that is submitted to a vote of security holders.

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 DOLLAR WELLSPRING 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 Dollar Wellspring Fund, Inc.

Issuer


Atty. Maria Cecilia V. Soria
Assistant Corporate Secretary

Date: 15 May 2017