

# COVER SHEET

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SEC Identification Number

S U N L I F E P R O S P E R I T Y D O L L A R  
 W E L L S P R I N G F U N D , I N C .  
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(Company's Full Name)

S U N L I F E C E N T R E 5<sup>TH</sup> A V E .  
 C O R . R I Z A L D R I V E , B O N I F A C I O  
 G L O B A L C I T Y , T A G U I G C I T Y  
 \_\_\_\_\_

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

**Anna Katrina Ibero**  
 (Contact Person)

**555-8888**  
 (Company Telephone Number)

S E C F O R M 2 0 - I S

**1 2**    **3 1**  
 Month    Day  
 (Fiscal Year)

(Form Type)

**4th Wednesday of June**  
 Month    Day  
 (Annual Meeting)

\_\_\_\_\_  
 (Secondary License Type, If Applicable)

\_\_\_\_\_  
 Dept. Requiring this Doc.

\_\_\_\_\_  
 Amended Articles Number/Section

\_\_\_\_\_  
 Total No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

\_\_\_\_\_  
 File Number

\_\_\_\_\_  
 LCU

\_\_\_\_\_  
 Document ID

\_\_\_\_\_  
 Cashier

STAMPS



**OFFICIAL RECEIPT**  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
 SECURITIES & EXCHANGE COMMISSION  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	<b>ORIGINAL</b>
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DATE  June 10, 2016	No. <b>1428518</b>
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**PAYOR** SUN LIFE PROSPERITY DOLLAR WELLSRING FUND INC.  
TAGUIG CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0623)	131	CFD	50.00
MISCELLANEOUS INCOME	678	CFD	5,000.00

**TOTAL**    PHP 5,050.00

**AMOUNT IN WORDS**  
 FIVE THOUSAND FIFTY PESOS AND 0/100

Received <input type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input checked="" type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number  Check-RPI-7720/	 <b>COLLECTING OFFICER</b>
Date of Treasury Warrant, Check, Money Order    06/09/2016/	O.R. No.    1428518

**NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.**



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

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**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 **20 July 2016** (Wednesday) at **1:00 p.m.** at the Main Lounge, Manila Polo Club, Makati City, to consider the following:

**AGENDA**

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Chairman's Address
5. Review of Operations
6. Fund Performance
7. Election of Directors for 2016 to 2017
8. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
9. Appointment of External Auditor
10. Other Matters
11. 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 2016 as the record date for the determination of the shareholders entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

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

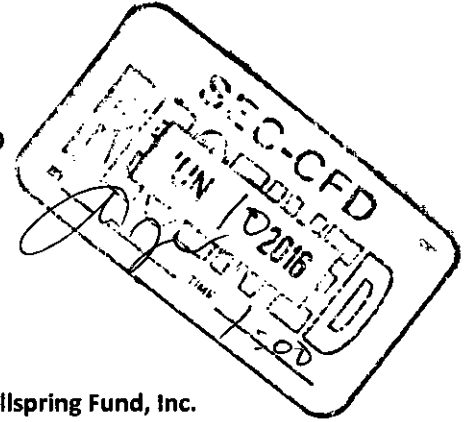
Taguig City, Metro Manila, 25 May 2016

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

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:

Preliminary Information Statement     Definitive Information Statement

2. Name of Registrant as specified in its charter: **Sun Life Prosperity 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, 5<sup>th</sup> Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634**

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

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

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

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

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **Maria Cecilia V. Soria/Mavil C. Dumol**

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

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

Title of Each Class	Number of shares of Common Stock Outstanding
<b>Common Shares, PHP1.00 par value</b>	<b><u>1,500,000 shares (as of 31 March 2016)</u></b>

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

Yes                                     No

**PART I.**  
**INFORMATION REQUIRED IN THE INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

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

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

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

**Item 2. Dissenter's Right of Appraisal.** The Corporation Code of the Philippines, specifically its Sections 81 to 86 of Title X, gives a dissenting shareholder or a shareholder who votes against certain corporate actions specified by law, the right to demand payment of the fair market value of his/her shares, commonly referred to as Appraisal Right. There is no matter or item to be submitted to a vote or acted upon in the annual shareholders' meeting of the Company which falls under the instances provided by law when dissenting shareholders can exercise their Appraisal Right.

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

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

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

**B. CONTROL AND COMPENSATION INFORMATION**

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

a. The Company has 1,500,000 shares outstanding common shares as of 31 March 2016. Each common share shall be entitled to one (1) vote with respect to all matters to be taken up during the annual shareholders' meeting.

b. The record date for determining shareholders entitled to notice of and to vote during the annual shareholders' meeting is 30 May 2016.

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

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

1. **Security Ownership of Certain Beneficial Owners.** 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 2016 follows:**

Title of Class	Name of Beneficial Owner	Number of Shares <sup>1</sup>	Nature of Ownership	Citizenship	Percent of Class
Common	Rizalina G. Mantaring	1	Beneficial (B) and Record (R)	Filipino	0.00%
Common	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, 6<sup>th</sup> Floor Sun Life Center, 5<sup>th</sup> 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	56	2015-present	1 term
Benedicto C. Sison	Filipino and American	Director/President	55	2015-present	1 term
Valerie N. Pama	Filipino	Director	52	2015-present	1 term
Melito S. Salazar, Jr.	Filipino	Independent Director	66	2015-present	1 term
Oscar M. Orbos	Filipino	Independent Director	65	2015-present	1 term

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

Candy S. Esteban	Chinese	Treasurer	38	2015-present	1 term
Jemilyn S. Camania	Filipino	Corporate Secretary	40	2015-present	1 term
Maria Cecilia V. Soria	Filipino	Asst. Corp. Sec.	40	1015-present	1 term
Conchitina D.L. Gregorio	Filipino	Compliance Officer	48	2015-present	1 term

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

**BENEDICTO C. SISON**  
**President and Director (2015 to present)**

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

**VALERIE N. PAMA**  
**Director (2015 to present)**

Ms. Pama, 52, Filipino, is currently a Director of the 8 Sun Life Prosperity Funds and of the Grepalife Funds *i.e.* Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to present). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Funds (2011 to 2012). She also served as the Chief Operating Officer of Sun Life Asset Management

Company, Inc. (2011 to 2012) before being appointed as its President in 2013. Ms. Pama is a veteran banker, having been in the industry for more than 20 years. She started her career with Citibank N.A. in 1990 as a Management Associate. By the time she retired from Citibank N.A. in 2009, Ms. Pama was the President of Citicorp Financial Services and Insurance Brokerage Inc. Prior to joining Sun Life, Ms. Pama was a product development consultant for ING Bank's Investment Management Group. Ms. Pama has held the chairmanship of the Philippine Investment Funds Association (PIFA) since 2011. Ms. Pama is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering. She obtained her MBA in International Business and Finance, with a minor in Business Economics from Katholieke Universiteit Leuven in Belgium. On her sophomore year in MBA, she was awarded *With Distinction* by the university for her exemplary academic performance.

**MELITO S. SALAZAR, JR.**

***Independent Director (2015 to present)***

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

**OSCAR M. ORBOS**

***Independent Director (2015 to present)***

Atty. Orbos, 65, Filipino, 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. (December 2014 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (2015 to present), and Sun Life Prosperity World Voyager Fund, Inc. (2015 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, 38, Chinese, is Treasurer of the 11 Sun Life Prosperity Funds and the Sun Life Asset Management Company, Inc. She is concurrently the Head of Financial Planning and Analysis for Sun Life of Canada (Philippines), Inc. Prior to joining the Fund, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, both leading global banking institutions. She is a graduate of the Ateneo de Manila University with a



Bachelor of Science degree in Management Engineering and she holds a Master's degree in Business Administration from INSEAD in Singapore and France.

**JEMILYN S. CAMANIA**

***Corporate Secretary (2015 to present)***

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

**MARIA CECILIA V. SORIA**

***Assistant Corporate Secretary (2015 to present)***

Atty. Soria, 40, Filipino, is the Assistant Corporate Secretary of the 11 Sun Life Prosperity Funds (September 2013 to present), and the Grepalife Funds (September 2013 to present). Prior to joining these companies, she worked as Associate, later promoted to Senior Associate, at Tan Venturanza Valdez (May 2010 to August 2013), as Senior Associate at Reyes-Fajardo and Associates (2009 to 2010) and SGV & Co. (2008 to 2009), as Associate at Medialdea Ata Bello & Guevarra (2007-2008), and as Executive Assistant 6 at the Civil Service Commission (2006-2007). Atty. Soria received her Bachelor of Arts in Political Science and Bachelor of Laws from the University of the Philippines. She was admitted to the Philippine Bar in May 2007.

**CONCHITINA D.L. GREGORIO**

***Compliance Officer (2015 to present)***

Atty. Gregorio, 48, Filipino, is the Chief Compliance Officer of the 11 Sun Life Prosperity Funds, the 3 Grepalife Funds, SLOCPI, SLFPI, SLAMCI, SLGFI, GAMC, and Great Life. Before joining Sun Life, Atty. Gregorio headed the Compliance Department of Metrobank Card Corporation where she implemented the company's programs on compliance, money laundering & terrorist financing prevention and corporate governance. Atty. Gregorio also spent a number of years as a capital markets specialist and held legal and compliance roles in both the Philippine Stock Exchange and Fixed-Income Exchange. Atty. Gregorio received her Juris Doctor Degree from the Ateneo de Manila University and was admitted to the Philippine Bar in 1992.

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

2. **Nomination Process.** The Nomination Committee, composed of Mr. Salazar as Chairman and 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 2016 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 directors do not receive any form of compensation from inception up to the present other than a PHP20,000.00 per diem for meetings attended. Only the members of the Board who are "external directors", *i.e.*, those who are not officers and/or employees of SLOCPI, receive remuneration for their attendance in regular or special meetings of the Board at the rate of PHP20,000.00 per director for every meeting

attended. There is no bonus, profit sharing or other compensation plan, pension or retirement plan, contract, or arrangement in which any director or nominee for election as a director or executive officer of the Company will participate.

Aside from the per diem, each external director, as defined above, also receives a retainer's fee not to exceed PHP15,000.00 per quarter. The payment of such retainer's fee is shared by the Company with the other Sun Life Prosperity Funds where the external director also serves, provided that each external director shall receive only a maximum of PHP15,000.00 per quarter from all the Sun Life Prosperity Funds which he serves as director. Total per diem received by the Fund's directors for the year 2015 is PHP 190,000.

The Board has four scheduled four (4) regular quarterly meetings for 2016, including the organizational board meeting after the annual shareholders' meeting. With three (3) members of the Board who are external directors entitled to receive per diem, the Company forecasts a total directors' per diem of PHP240,000.00 for the year 2016. The external directors are also forecasted to receive a total of PHP60,000.00 as retainer's fees for 2016.

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

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

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

**Audit and Audit-Related Fees.** For 2015, aggregate fees billed for professional services rendered by the external auditor for the audit of the Company's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings amounted to US\$2,387.00, inclusive of VAT and out-of-pocket expenses. There were no other payments made to the auditor for any other service, including assurance, tax and related services.

The Company's Audit and Compliance Committee hears the client service plan and service fee proposal presented by the external auditor and recommends such for the approval of the Board of Directors if found acceptable. Said Committee is composed of the following: Mr. 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 recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets, except for investments classified as at fair value through profit or loss (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, 2015 and 2014 consist of financial assets at FVTPL and loans and receivables.

*Financial assets at FVTPL*

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

A financial asset is classified as held for trading if:

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

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

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

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

The Company's financial assets classified under this category include investments in listed equity securities 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.

**FINANCIAL STATEMENTS ANALYSIS**

**For 31 December 2015**

At incorporation, the Fund had an authorized capital stock of \$6 Million common shares with a par value of PHP1.00 per share.

Out of the present authorized capital of the Fund, 1.5 Million shares amounting to \$33,000.00 have been issued, subscribed, fully paid and outstanding as of December 31, 2015.

As at December 31, 2015, the Fund is in the process of completing its requirements for the registration of the approved capital stock. On March 22, 2016, the Commission subsequently approved the Fund's application for

registration. Pre-operating expenses incurred amounted to US\$13,695.00 which represents filing fees for the registration of shares and accrued professional fees for the directors, external lawyers and auditors.

The capital structure of the Fund consists of issued capital. The \$1,500,000 subscription represents seed capital from Sun Life Asset Management Company Inc. The Fund manages capital and Net Asset Value per Share (NAVPS) to ensure that the Company's net asset value remains competitive and appealing to prospective investors.

The Fund has not yet started commercial operations. For the next twelve (12) months, the Fund is expected to commence official operations as an investment company. In terms of cash requirements, the Fund is currently compliant. It may raise additional funds in the next twelve (12) months as the investor base grows.

#### **For 31 March 2016**

The Fund is in the process of completing its requirements for the registration of the approved capital stock. Pre-operating expenses incurred amounted to \$15,109 which represents filing fees for the registration of shares and accrued professional fees for the directors and external lawyers. For the quarter, March 31, 2016 expenses are provisions made for local business taxes, director's fees and other miscellaneous expenses.

The capital structure of the Fund consists of issued capital. The \$1,500,000 subscription represents seed capital from Sun Life Asset Management Company Inc. The Fund manages capital and Net Asset Value per Share (NAVPS) to ensure that the Company's net asset value remains competitive and appealing to prospective investors.

The Fund has not yet started commercial operations. For the next twelve (12) months, the Fund is expected to commence official operations as an investment company. In terms of cash requirements, the Fund is currently compliant. It may raise additional funds in the next twelve (12) months as the investor base grows.

Income is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably. Income is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business.

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

**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 has submitted for approval is the Annual Report and the audited Financial Statements for the year ended 31 December 2015 (SEC Form 17A) and the Quarterly Report for the period ended 31 March 2016 (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. Camania, Corporate Secretary, will vote in case of her absence.

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

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

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

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

**Item 4. Persons Making the Solicitation.**

a. The proxy solicitation is conducted on behalf of the Company by SLAMC as part of its management services and is to be made through 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. Dumol has been designated as the contact person for all inquiries related hereto at contact numbers (632) 849-9452 or 849-9495 with address at 8th Floor Sun Life Center, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634.

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

d. The Company will bear the cost of preparing and mailing this proxy statement and other materials furnished to shareholders in connection with the proxy solicitation. The foregoing is estimated to cost about PHP7,190,528 for all the Sun Life Prosperity Funds.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon.** As of 30 May 2016, records show that 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 WELLSRING FUND, INC.  
OFFICE OF THE CORPORATE SECRETARY  
6<sup>TH</sup> FLOOR SUN LIFE CENTER, 5<sup>TH</sup> AVENUE COR RIZAL DRIVE  
BONIFACIO GLOBAL CITY, TAGUIG CITY 1634**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct.

**Sun Life Prosperity Dollar Wellspring Fund, Inc.**

Issuer



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

Date: 25 May 2016