



SUN LIFE PROSPERITY GS FUND, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To all shareholders:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sun Life Prosperity GS Fund, Inc. is on 17 July 2019 (Wednesday) at 1:00 p.m. at the Marquis Events Place – Sarus Grand Ballroom, Marquis Building, Rizal Drive, Bonifacio Global City, 1634 Taguig 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 2018 Operations
6. 2018 Fund Performance
7. Election of Directors for 2019 to 2020 term
8. Approval of the Minutes of the 2018 **annual stockholders' meeting**
9. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers (Annex A)
10. Appointment of External Auditor
11. Other Matters
 - a. Amendment of Article VI of the Articles of Incorporation to increase the number of directors to six
12. Adjournment

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

The Board of Directors has, in accordance with the By-Laws, fixed the close of business on 30 April 2019 as the record date for the determination of the shareholders entitled to notice of and to vote as such in the annual **shareholders' meeting and any adjournment thereof.**

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

Makati City, Metro Manila, 17 May 2019.

ATTY. ANNA KATRINA C. KABIGTING-IBERO
Assistant Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement Definitive Information Statement

2. Name of Registrant as specified in its charter: Sun Life Prosperity GS Fund, Inc.

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

4. SEC Identification Number: CS200417430

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

6. Address of Principal Office: Sun Life Centre, 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:

17 July 2019 (Wednesday), 1:00 p.m.
Marquis Events Place – Sarus Grand Ballroom, Marquis Building, Rizal Drive,
Bonifacio Global City, 1634 Taguig City, Philippines

9. Approximate date on which the Information Statement is first to be sent or given to security holders: 24 May 2019

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: Ms. Lyza D. Placido

Address and Telephone Number: 8th Floor Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634; (632) 849-9452 or 849-9495 (Ms. Placido)

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

Title of Each Class	Number of shares of Common Stock Outstanding
Common Shares, PHP0.01 par value	138,867,310 <u>(as of 30 April 2019)</u>

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

Yes No

PART I.
INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

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

a. The annual shareholders' meeting of Sun Life Prosperity GS Fund, Inc. (the "Company") will be held on 17 July 2019 at 1:00 p.m. at the Marquis Events Place – Sarus Grand Ballroom, Marquis Building, Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines. The principal office of the Company is located at Sun Life Centre, 5th Avenue cor. Rizal Drive, Bonifacio Global City, Taguig City 1634.

b. The approximate date on which the information statement and proxy form ("ASHM materials") will be sent to all shareholders is on 24 May 2019. Shareholders will receive the ASHM materials personally, by mail (by physical or electronic transmission). Further, shareholders will also receive an advance copy via e-mail and will have access to the ASHM materials via the SLAMCI website.

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

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

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

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

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 138,867,310 outstanding common shares as of 30 April 2019. 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 April 2019.

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 2019 follows:

Title of Class	Name of Beneficial Owner	Number of Shares ¹	Nature of Ownership	Citizenship	Percent of Class
Common	Benedicto C. Sison	1	Beneficial (B) and Record (R)	Filipino and American	0.00%
Common	Ma. Josefina A. Castillo	1	B & R	Filipino	0.00%
Common	Oscar M. Orbos	1	B & R	Filipino	0.00%
Common	Aleli Angela A. Quirino	1	B & R	Filipino	0.00%

Note: Mr. Melito S. Salazar, Jr., (fifth Director) passed away last 16 February 2019. Thus, his name was no longer included in the list above.

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

3. Voting Trust Holders of 5% or More. BDO Private Bank Wealth Advisory & Trust holds 6.94% of the Company's common shares and has a voting trust or similar agreement that vest voting rights or other powers to it.

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
Benedicto C. Sison	Filipino and American	Director/ President Director/Chairman	58	2015 – June 2018 July 2018 – present	4 terms
Maria Josefina A. Castillo	Filipino	Director/President	44	July 2018 - present	1 term
Oscar S. Reyes	Filipino	Independent Director	73	2011 - present	8 terms
Aleli Angela G. Quirino	Filipino	Independent Director	74	July 2018 - present	1 term
Cielito F. Habito	Filipino	Independent Director	66	April 2019 - present	1 term
Candy S. Esteban	Chinese	Treasurer	41	2015 - present	4 terms

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

Name	Citizenship	Position	Age	Term of Office	Period Served
Jemilyn S. Camania	Filipino	Corporate Secretary	43	2005 - present	14 terms
Anna Katrina C. Kabigting-Ibero	Filipino	Assistant Corporate Secretary	39	July 2018 - present	1 term
Ajee T. Co	Filipino	Compliance Officer	44	2017 - present	2 terms

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

BENEDICTO C. SISON

Chairman and Director (July 2018 to present)

President and Director (2015 to June 2018)

Mr. Benedicto C. Sison is currently the CEO and Country Head of the Sun Life Financial group of companies in the Philippines and a member of its various boards. He is the Chairman (July 2018 to present) and Director and President (September 2015 to June 2018) of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. He is also the Chairman (July 2018 to present) and Director and President (September 2015 to June 2018) of the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation. He is currently a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and Chairperson of the Finance and Investments Committee of the Philippine Life Insurance Association (PLIA).

He is a Trustee and Vice-President of Sun Life Financial – Philippines Foundation, Inc. (July 2018 to present) and the Treasurer (September 2015 to June 2018). He is the President and Director of Sun Life Financial Philippine Holding Co., Inc. (July 2018 to present). He is a Director of the Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., and Grepalife Asset Management Corporation (July 2018 to present).

Mr. Sison served as Chief Strategy and Financial Management Officer (April 2015 to June 2018), 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.

MARIA JOSEFINA A. CASTILLO

President / Director (2018 to present)

Ms. Maria Josefina A. Castillo is currently the Chief Financial Officer of Sun Life Financial Philippines (August 2015 to present) and the Treasurer of Sun Life of Canada (Philippines), Inc. Concurrently, she serves in the same capacity at Sun Life Financial Philippine Holding Company, Inc., Grepalife Asset Management Company, Inc., and Sun Life Gropa Financial Inc. (November 2012 to present). She serves as the Director and President of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity 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., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., and World Equity Index Feeder Fund, Inc. (July 2018 to present). She 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 (July 2018 to present) and Treasurer (November 2012 to present).

Prior to that, she was the Controller and Head of Financial Planning and Analysis (October 2013 to July 2015) and Head of Finance Integration (June 2011 to September 2013) of Sun Life of Canada (Philippines), Inc. She currently serves as the Vice President and Trustee of the Philippine Investments Funds Association (PIFA).

Ms. Castillo has over 20 years of extensive finance experience in the life insurance industry. Prior to joining Sun Life Financial Philippines, she was the Head of Regional Accounting and Control (June 2006- June 2011) and Manager of Asia Accounting (November 2003 to May 2006) of Sun Life Financial Asia Services Ltd. She also worked with CMG Philippines (1998-2003), Permanent Plans, Inc. (1996-1997) and Sycip, Gorres, Velayo & Co. (1994-1996).

Ms. Castillo is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants (PICPA). She earned her Bachelor of Science in Accountancy degree from the Miriam College Foundation, Inc. and her Masters of Business Administration from the University of the Philippines (Diliman). She is a Fellow, Life Management Institute (FLMI) and an Associate, Customer Service (ACS) of the LOMA.

OSCAR S. REYES

Independent Director (2011 to present)

Mr. Oscar S. Reyes, is an Independent Director of the Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2006 to present), Sun Life of Canada Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc. (2011 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., World Equity Index Feeder Fund, Inc. (March 2018 to present), Sun Life of Canada Prosperity Philippine Equity Fund, Inc., and Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). His other positions are: member of the Advisory Board of the Philippine Long Distance Telephone Company (PLDT) (2010 to present) and Director (2001 to 2010); Advisory Council of the Bank of the Philippine Islands (2016 to present) and Director (2003 to 2016); member of the Board of Directors of Manila Water Co., Inc. (2005 to present); Pepsi Cola Products Philippines, Inc. (Chairman) (2007 to present); PLDT Communications and Energy Ventures, Inc. (Director) (2013 to present); Basic Energy Corporation (Independent Director) (2007 to present); Cosco Capital Inc. (Independent Director) (2009 to present); Petrolift Inc. (Independent Director) (2007 to present) and Sun Life Financial Plans, Inc., (Independent Director) (2006 to present) among other firms. He is a Director of Manila Electric Company (2010 to present) where he also holds the position of President and Chief Executive Officer (2012 to present). He is

also President of Meralco PowerGen Corporation (2010 to 2017) and Vice-Chairman (2017 to present); Chairman of Meralco Industrial Engineering Services Corporation (MIESCOR) (2010 to present), CIS Bayad Center (2010 to present), Meralco Energy, Inc. (MEI) (2010 to present), Redondo Peninsula Energy, Inc. (2011 to present), MRrail Inc. (2015 to present), MSpectrum Inc. (2015 to present), Atimonan One Energy Inc. (2016 to present), and PacificLight Pte. Ltd (2013 to present). He is a Director of Asian Eye Institute (2010 to present); MPioneer Insurance (formerly Republic Surety & Insurance Co., Inc.) (2010 to present); Indra Philippines, Inc. (2017 to present) and Clark Electric Development Corporation (2013 to present). He completed his Bachelor of Arts degree in Economics at the Ateneo de Manila University in 1965 (Cum Laude) and did post-graduate studies at the Ateneo Graduate School of Business, Waterloo Lutheran University and the Harvard Business School.

ALELI ANGELA G. QUIRINO

Independent Director (2018 to present)

Atty. Aleli Angela G. Quirino, is an Independent Director of Sun Life of Canada Prosperity Balanced Fund, Inc. (2009 to present), Sun Life of Canada Prosperity Bond Fund, Inc. (2000 to present), Sun Life of Canada Money Market Fund, Inc. (2004 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present), Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc., (2018 to present). She is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). She is currently a Senior Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law). She also serves as Director-Treasurer of EP2, Inc. (2003 to present), Ideawurx Inc. (2001 to present), ELC Beauty, Inc./Estee Lauder Phils. (2002 to present), Vani-Txt, Inc. (2005 to present), and the Jejecom, Inc. (2011 to present), among others. She also serves as a Director of Anglo-Eastern Crew Management (SPV-AMC), Inc. (1999 to present), Plaka Athena Holdings Corporation (2005 to present), and New Pacific Resources Management (SPV-AMC), Inc. (2007 to present). She is the Vice-Chairman and Trustee of Ateneo de Manila Law Alumni Association, Inc. (2013 to present), Philippine Councillor of Asian Patent Attorney Association (2017 to 2019). She is also the President (2017 to 2019) and Philippine Councilor of ASEAN Intellectual Property Association (2015 to present) and ExCom Member of Association Internationale pour la Protection de la Propriete Intellectuelle (2004 to present). She is the Trustee of Cancare Foundation, Inc. (2010 to present), Trustee-Treasurer of Intellectual Property Foundation, Inc. (1998 to present), and Trustee-Corporate Secretary of Assumption College, Inc. (1996 to present). She is also a **Member, Board of Advisers of Young Ladies’ Association of Charity, Inc. (1980 to present)**. Atty. Quirino received her Bachelor of Arts and Bachelor of Science in Education (magna cum laude) from Assumption College and Bachelor of Laws (with honors) from the Ateneo de Manila University.

CIELITO F. HABITO

Independent Director (April 2019 to present)

Dr. Cielito F. Habito serves as Special Adviser of Earth Council, San Jose, Costa Rica. Dr. Habito is a Professorial Lecturer of the Department of Economics, College of Economics and Management of the University of the Philippines at Los Baños, College, Laguna since October 1998. He is a Professor of Economics at Ateneo de Manila University.

He serves as the Chairman of Pisay Dos Corporation, an Internet Service Provider and Cahbriba Alternative School Foundation, Inc., and a Treasurer & Chairman/Trustee of the Foundation for the Philippine Environment and Ateneo Center for Economic Research and Development. He served as an Adviser for Mindanao Economic Development with the Australian Agency for International Development (AUSAID) from July 2011 to April 2013. He serves as Chairman of the Board of Advisers of TeaM Energy Center for Bridging Leadership-Asian Institute of Management. He serves as the Chairman of Brain Trust Inc. and Operation Compassion Philippines. Dr. Habito serves as a member of the Board of Trustees of the International Center for Innovation, Transformation and Excellence in Governance (INCITEGov), Independent Trustee of BPI Foundation and Manila Water Foundation, an Independent Director of One Wealthy Nation (OWN) Fund. He has been an Independent Director of Frontier Oil Corporation since July 16, 2013. He has been an Independent Director of First Gen Corporation since May 11, 2016. He serves as Board Director of PhilSteel

Holdings, Inc., Columnist of Philippine Daily Inquirer and Founding Board Member (Trustee) of Ramos Peace 1992 to 1998 and Development Foundation, Inc. He serves as a Member of the Advisory Committee of the Japan International Cooperation Agency (JICA). He served as Director of Metropolitan Bank & Trust Company since January 2001 and Ateneo Center for Economic Research and Development. Dr. Habito served as an Independent Director of Manila Water Company, Inc., since May 2004. He served as a Director of Lepanto Consolidated Mining Co. and Steel Corporation of the Philippines. He is a Member of the National Advisory Council of WWF Philippines, among others. He served in the Cabinet of former President Fidel V. Ramos throughout his 6-year presidency in 1992-1998 as Secretary of Socioeconomic Planning and Director-General of the National Economic and Development Authority (NEDA), making him the country's chief economic planner through most of the 1990s. He is the Council of Advisers of the Philippine Rural Reconstruction Movement and Board of Trustees of the International Center for Innovation, Transformation and Excellence in Governance (INCITEGov), among others. Dr. Habito is the recipient of numerous awards including the Philippine Legion of Honor (1998), The Outstanding Young Men (TOYM) Award (for Economics) in 1991, Most Outstanding Alumnus of the University of the Philippines-Los Baños (UPLB) in 1993 and the Gawad Lagablab (Outstanding Alumnus Award) of the Philippine Science High School in 1991. He also writes the weekly column No Free Lunch in the Philippine Daily Inquirer. From October 2008 to April 2009, he was Visiting Fellow at the Asian Development Bank Institute (Kasumigaseki, Chiyoda-ku, Tokyo). Dr. Habito graduated with Bachelor of Science in Agriculture (Summa Cum Laude) from the University of the Philippines-Los Baños in 1975. He took his Master of Economics from the University of New England, Armidale, New South Wales, Australia in 1978 and Master of Arts in Economics and Ph.D. in Economics from the Harvard University, Cambridge, Massachusetts, USA in 1984.

CANDY S. ESTEBAN

Treasurer (2015 to present)

Ms. Esteban is the Treasurer of sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2015 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2016 to present), World Equity Index Feeder Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (March 2018) and the Sun Life Asset Management Company, Inc. (2015 to present). She is concurrently the Head of Financial Planning and Analysis for Sun Life Financial Philippines effective September 1, 2014. Ms. Esteban is responsible for all financial planning, management reporting and analysis for the Sun Life group of companies, as well as the Finance Business Partner for SLAMCI.

Prior to joining Sun Life, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, two of the leading global banking institutions. Ms. Esteban has nearly 15 years of experience in the areas of controllership, profitability management, financial planning and management reporting, investments, insurance and loans in consumer, corporate banking, wealth management, commercial credit cards business and project management.

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

JEMILYN S. CAMANIA

Corporate Secretary (2005 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 sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2005 to present), Sun Life Prosperity Dynamic Fund, Inc. (2013 to present); Sun Life Prosperity Philippine Stock Index Fund, Inc., (2014

to present), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2016 to present), World Equity Index Feeder Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (March 2018), Great Life Financial Assurance Corporation 2012 to present), Grepalife Asset Management Corporation, the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation(2011 to present); and the Assistant Corporate Secretary of Sun Life Grepa Financial, Inc (2011 to present).

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).

ANNA KATRINA C. KABIGTING-IBERO

Assistant Corporate Secretary (July 2018 to present)

Atty. Anna Katrina C. Kabigting-Ibero is the Assistant Corporate Secretary of the the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (2018 to present) and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (2018 to present). She is also the Assistant Corporate Secretary of Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Grepalife Asset Management Corporation (2016 to present) and Great Life Financial Assurance Corporation (2017 to present).

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

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

AJEE T. CO

Compliance Officer (2017 to present)

Atty. Ajee T. Co is the Compliance Officer of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity 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., Sun Life Prosperity Money Market Fund, Inc., World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life

Grepa Financial, Inc., Grepalife Asset Management Corporation, Great Life Financial Assurance Corporation, and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation (2017 to present). 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 was the Compliance Head of Standard Chartered Bank 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 Dr. Habito as Chairman and Ms. Castillo and Mr. Sison as Members, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications of the regulations named above and in accordance with the procedure outlined in the Company's Manual on Corporate Governance. Except for committee members who are independent directors themselves, none of the members of the Nomination Committee are related to the independent directors. The following Final List of Candidates to the 2019 Board of Directors has been approved:

- 2.1 Mr. Benedicto C. Sison
- 2.2 Ms. Maria Josefina A. Castillo
- 2.3 Atty. Aleli Angela G. Quirino
- 2.4 Mr. Oscar S. Reyes
- 2.5 Dr. Cielito F. Habito

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

b. Incorporators. The incorporators of the Company are: Esther C. Tan, Caesar P. Altarejos, Jr., Henry Joseph M. Herrera, Rizalina G. Mantaring, Raoul Antonio E. Littaua, and Rolando Robles.

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

d. Family Relationships. There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated by the Company to become its directors or executive officers.

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

f. Certain Relationships and Related Transactions. The Company is not involved in any transaction or series of similar transactions, proposed or otherwise, with or involving any of its subsidiaries in which a director, executive

officer, or stockholder owns ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest during the last two (2) years.

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

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

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

The Board reviews and updates its Manual on Corporate Governance at least annually to ensure that it is kept abreast of global leading practices and principles on good corporate governance. On a yearly basis, the Board Directors each accomplishes a Board Effectiveness Questionnaire to evaluate themselves as individual Directors and as a Board, to determine their skills and level of compliance with the Manual, as well as recommend changes to the Manual and Committee charters. This ensures that they remain independent and effective in implementing their respective mandates and discharging their duties and responsibilities. As a result of the recommendations from the Board on how to better improve Corporate Governance, they now hold a confidential meeting to discuss strategy every year.

The Company also has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company's operations. On a yearly basis, the Company's Compliance Officer issues a Certification which confirms that the Company substantially adopted all the provisions in the Manual of Corporate Governance, as prescribed by the SEC. Accounts of deviation, if any, are duly reported by the Compliance Officer, as necessary.

Item 6. Compensation of Directors and Executive Officers

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

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

However, starting January 01, 2010, each external director, as defined above, also receives a retainer's fee not to exceed PHP 15,000.00 per quarter. Payment of such retainer's fee is shared by the Fund with the other Sun Life Prosperity Funds which the external director also serves, provided that each external director receives a maximum of PHP 15,000.00 per quarter from all the Sun Life Prosperity Funds.

Total per diem received by the Fund's directors for the year 2018 and 2017 are PHP 230,371 and PHP 180,000, respectively.

The Board has four (4) regular quarterly meetings for 2019, 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 240,000 for 2019. The external directors are also forecasted to receive a total of PHP 14,615 as retainer's fees for 2019.

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

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

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

Item 7. Independent Public Accountants. During the two (2) most recent fiscal years, Navarro Amper 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 SRC Rule 68, As amended, the Company intends to change external auditors or audit engagement partners, at least once every five (5) years.

Audit and Audit-Related Fees. For 2018 and 2017, aggregate fees billed for professional services rendered by the external auditor for the audit of the Fund's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings amounted to PHP 114,150 and PHP 112,720, respectively, inclusive of VAT and out-of-pocket expenses. There were no other payments made to the auditor for any other service, including assurance, tax and related services.

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

CORPORATE INFORMATION

Sun Life Prosperity GS Fund, Inc. (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on November 3, 2004 and started commercial operations on March 1, 2005. The Company is a registered open-end investment company under the Investment Company Act (Republic Act "R.A." No. 2629) and the Securities Regulation Code (R.A. No. 8799), formerly known as the Revised Securities Act (B.P. No. 178). It is engaged in the sale of redeemable shares and is designed to generate total returns consisting of current income and capital preservation through investments in fixed-

income instruments denominated in Philippine peso issued by the Republic of the Philippines. As an open-end investment company, its shares are redeemable anytime based on the Net Asset Value Per Share (NAVPS) at the time of redemption.

1. Plan of Operation. For the next twelve (12) months, management will continue its current plan of operation, with a focus on improving cost efficiency.

2. **Management's Discussion and Analysis.** The performance of the Company could be measured by the following indicators:

2.1 Increase/Decrease in Net Assets Value Per Share (NAVPS) NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding 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.

FINANCIAL STATEMENTS ANALYSIS

Management's Discussion and Analysis of Financial Condition and Results of Operations

Material Changes in the 1st Quarter Financial Statements

Statement of Financial Position and Statements of Changes in Equity –March 31, 2019 vs. December 31, 2018

For the Period Ended	31-Mar-19		31-Dec-18		Movement	Percentage (%)	MDAS
	Unaudited		Audited				
Cash and cash equivalents	P	14,108,940	P	36,968,409	P (22,859,469)	-61.84%	The decrease is mainly due to maturities of cash equivalents.
Financial assets at fair value through profit or loss		169,585,851		183,518,367	(13,932,516)	-7.59%	The decrease was due to disposal/maturities of fixed income investments during the period.
Accrued interest receivable		924,931		3,383,167	(2,458,236)	-72.66%	The decrease pertains to lower accrued interest in Tnotes. Collection of interest depends on the scheduled interest payments of each asset.
Prepayments and other current assets		36,507,388		7,418	36,499,970	492045.97%	The increase pertains to proceeds from sale of investments made at the end of the reporting period which are usually settled one (1) day after the transaction date.
Total Assets		221,127,110		223,877,361	(2,750,251)	491903.88%	
Accrued expenses and other payables		160,379		132,541	27,838	21.00%	The increase was due to other payables which pertains to accrual of taxes and licenses and printing and supplies for the period.
Due to brokers		-		5,832,919	(5,832,919)	-100.00%	This account refers to outstanding amounts payable to brokers in relation to purchase of investment in equity securities during the period, which are usually settled three (3) days after the transaction date.
Income Tax Payable		15,544		15,544	-	0.00%	
Payable to Fund Manager		250,123		84,144	165,979	197.26%	The increase was due higher outstanding payable to Fund Manager for the redemption fees during the period.
Total Liabilities		426,046		6,065,148	(5,639,102)	118.26%	
Share capital		4,031,453		4,031,453	-	0.00%	
Additional paid in capital		495,775,913		493,484,231	2,291,682	0.46%	
Retained earnings		130,541,150		121,423,494	9,117,656	7.51%	Net income for the first quarter of 2019.
Treasury Shares		(409,647,452)		(401,126,965)	(8,520,487)	2.12%	Acquisition of treasury shares during the period.
Net Assets	P	220,701,064	P	217,812,213	P 2,888,851	10.10%	
Net Assets Value per Share	P	1.6055	P	1.5399	P 0.0656	4.26%	

The Company was able to meet all its monetary obligations to its shareholders (for redemption) and creditors for the period covered. It does not foresee any event that could trigger a direct or contingent financial obligation that is material to its operations.

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

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

Statement of Comprehensive Income for the Three months ended – March 31, 2019 vs. March 31, 2018

	31-Mar-19		31-Mar-18		Movement	Percentage (%)	MDAS	
	Unaudited		Unaudited					
Investment Income	P	4,167,328	P	1,929,800	P	2,237,528	115.95%	The increase was mainly due to realized trading gains from disposal of investments during the period compared to losses recognized from same period last year.
Operating Expenses		822,449		1,067,776		(245,327)	-22.98%	Lower management fees resulted from lower AUM for the period.
Net Unrealized Gains (Losses) on Investments		6,094,701		(2,229,191)		8,323,892	373.40%	Increase due to impact of favorable market condition during the period.
Provision for Income Tax		321,924		183,512		138,412	75.42%	Final taxes of interest income earned from fixed income investment.
Net Investment Income (Loss)	P	9,117,656	P	(1,550,679)	P	10,668,335	687.98%	

Average daily net asset value from January to March 2019 and January to March 2018 is PHP 217,983,178 and PHP269,869,844, respectively.

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

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 Fund is not listed in the PSE. It is registered as an open-end investment company and follows rules specific to mutual funds. The NAVPS, or the price at which investors may purchase or sell shares of this Fund is available daily, on any business day.

The following table shows the ranges of high and low prices (NAVPS) of the Fund's common shares for 2019, 2018 and 2017:

	2019		2018		2017	
	High	Low	High	Low	High	Low
Q1	P1.5689	P1.5401	P1.5611	P1.5399	P1.5380	P1.4928
Q2	-	-	P1.5448	P1.5199	P1.5487	P1.5240
Q3	-	-	P1.5456	P1.5210	P1.5501	P1.5387
Q4	-	-	P1.5399	P1.5204	P1.5533	P1.5482

2. Holders. There are approximately 1,824 stockholders as of 31 March 2019.

c. Dividends. Each shareholder has a right to any dividends declared by the Board of Directors. Dividends must be declared out of surplus. Except for the condition prescribed for the declaration of stock dividends, there are no restrictions that limit the ability to pay dividends on common equity or that are likely to do so in the future. The Company has not declared cash dividends to date. Stock dividends of 2% as of record date were declared in 2006, 2007, 2008 and 2009.

Each shareholder is entitled to vote on matters taken up in the annual shareholders' meeting. Shares held by a shareholder can be redeemed anytime at the shareholder's discretion. However, the shareholders do not enjoy preemptive rights.

There are no provisions in the charter or by-laws that would delay, defer or prevent a change in control of the registrant.

d. Sale of Unregistered or Exempt Securities. There has been no sale of unregistered or exempt securities nor has there been a recent issuance of securities constituting an exempt transaction.

e. Top 20 Shareholders. Please refer to Item 4 (d) (1).

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

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

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

D. OTHER MATTERS

Item 15. Action with Respect to Reports. The minutes of the meeting and related records are available for inspection by any shareholder at the office of the Company during business hours. Management recommends a vote FOR the approval of the minutes of the 2018 shareholders' meetings held on (1) 18 July 2018, and (2) 15 November 2018 (continuation). Also submitted for approval is the Annual Report (SEC Form 17A) and the audited Financial Statements for the year ended 31 December 2018 and the Quarterly Report for the First Quarter (SEC Form 17Q1).

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

Item 17. Amendment of Charter, Bylaws, or Other Documents. With respect to amendment of the Company's charter, by-laws, or other documents, Management proposes that stockholders representing majority of the outstanding capital stock approve the amendment of the Articles of Incorporation to increase the number of directors to six (6), pursuant to the requirements of the Implementing Rules and Regulations of the Investment Company Act ("ICA IRR"), that 50% of the Board should be composed of Independent Directors. The proposed amendment is as follows:

"ARTICLE VI. That the number of directors of this Corporation shall be six (6) and the names, nationalities and residences of the first directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-laws are as follows: xxx"

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 Ms. Castillo, 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 Ms. Castillo, 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 SLAMCI as part of its management services and is to be made through electronic mail, the internet, registered mail, and courier service. No director of the Company has informed the Company in writing that he intends to oppose any action intended to be taken.

b. Proxies may also be solicited by SLAMCI employees assigned to Investor Services, without additional compensation, personally or by written communication, telephone or other electronic means. Ms. Placido 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 Centre, 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 PHP12,800,000.00 for all the Sun Life Prosperity Funds.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. As of 31 March 2019, records show that SLAMCI owns **0% of the Company's outstanding capital stock**. Ms. Pama, President of SLAMCI, has the power to vote of the shares or direct the voting of the shares.

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

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

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

Sun Life Prosperity GS Fund, Inc.
Issuer

Date: 17 May 2019

ATTY. ANNA KATRINA C. KABIGTING-IBERO
Assistant Corporate Secretary