

**FINAL PROSPECTUS**

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

***(Open-end Investment Company)***

The Offer Shares consist of Four Hundred Million (400,000,000) common stock with a par value of PHP0.01 per share, to be offered at current Net Asset Value per Share.  
The Offer Shares will be traded over the counter.

**Sun Life Asset Management Company, Inc.**  
*Investment Company Adviser and Principal Distributor*  
8<sup>th</sup> Floor, Sun Life Centre  
5th Street Corner Rizal Drive, Bonifacio Global City, Taguig City  
Tel. No. (632) 555-8888

**The date of this Prospectus is 4 May 2015.**

**THIS PROSPECTUS SHOULD BE READ CAREFULLY BEFORE INVESTING AND RETAINED FOR FUTURE REFERENCE.**

**SUN LIFE PROSPERITY PHILIPPINE STOCK INDEX FUND, INC.**  
*(A corporation organized under Philippine laws)*

This Prospectus relates to the offer of 400,000,000 shares of the Sun Life Prosperity Philippine Stock Index Fund, Inc. (the "Fund"). The additional shares, with a par value of PHP0.01 per share will be sold at the current Net Asset Value Per Share ("NAVPS").

Total gross proceeds of the 400,000,000 Offer Shares, are estimated at PHP400,000,000 (computed by multiplying 400,000,000 Offer Shares by PHP1.00/share offer price).

The net proceeds from the sale of securities will be used to invest in common stocks that comprise the market benchmark, the Philippine Stock Exchange Index (PSEi), as well as other cash and/or money market instruments. The Fund's investment objective is to closely track the performance of its market benchmark (PSEi) by investing in these equity securities in the same proportion/weighting of the securities as it bears to the benchmarked index. For a more detailed discussion, please refer to the section entitled "Use of Proceeds".

The Offer Shares are being offered in the Philippines through Sun Life Asset Management Company, Inc. ("SLAMCI"). SLAMCI is being paid the following fees: (a) as the Fund's adviser and manager, an annual fee of up to 0.50% of assets under management ("AUM"), estimated at PHP 2,000,000.00 per annum, inclusive of VAT; and (b) as the Fund's distributor, an annual fee of up to 0.50% of AUM, estimated at PHP 2,000,000.00 per annum, inclusive of VAT. For a more detailed discussion on the Investment Company Adviser, please refer to the section entitled "Plan Of Distribution".

All of the offered shares are common shares, voting with identical rights and privileges, and may be owned by any person or entity, regardless of nationality. The shares are eligible for payment of dividends, which depends, among other factors, upon the Fund's unrestricted retained earnings, cash flow and financial condition.

The Board of Directors of the Fund has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from the Fund's unrestricted retained earnings. The amount of such dividends (either in cash, stock, property or a combination of the foregoing) will depend on the Fund's profits, cash flows, capital expenditure, financial condition, and other factors and will follow SEC's guidelines on determining retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings or profits. Actual earnings or profits shall be the net income for the year based on the audited financial statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Fund's cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board of Directors as dividends

Dividends so declared will be automatically reinvested in additional shares on behalf of the shareholders, without sales charges, at the NAVPS on the payment date established for such dividends. Shareholders may also elect not to have dividends reinvested and receive payment in cash, net of tax.

The Fund shall not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own capital stock.

Unless otherwise stated, the information contained in this Prospectus has been supplied by the Fund, which accepts full responsibility for the accuracy of the information and confirms, having made all reasonable inquiries, that to the best of its knowledge and belief, there are no material facts the omission of which would make any statement in this Prospectus misleading in any material respect. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that the information contained herein is correct as of any time subsequent to the date hereof.

ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED  
HEREIN ARE TRUE AND CURRENT.

**MA. KARENINA M. CASAS**  
**President**

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_ day of \_\_\_\_\_ 2015 in  
\_\_\_\_\_, affiant exhibiting to me her Passport No. EC1498870 issued on 30 June 2014  
in DFA Manila.

Notary Public

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## List of Exhibits

- Exhibit 1 - Affidavits of Publication
- Exhibit 2 - Anti-Money Laundering Operating Guidelines
- Exhibit 3 - Articles of Incorporation and Bylaws
- Exhibit 4 - Authority o Examine Bank Accounts
- Exhibit 5 - Board Resolution
- Exhibit 6 - Certification on ICA Compliance
- Exhibit 7 - Curriculum Vitae
- Exhibit 8 - Independent Legal And Tax Opinion
- Exhibit 9 - Financial Statements
- Exhibit 10 - Manual of Corporate Governance
- Exhibit 11- Material Contracts
- Exhibit 12 - Secretary's Certificates

## PRINCIPAL PARTIES TO THE OFFER

### REGISTRANT

**Sun Life Prosperity Philippine Stock Index Fund, Inc.**  
8<sup>th</sup> Floor, Sun Life Centre  
5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City  
e-mail: phil\_prosperity@sunlife.com  
website: www.sunlifefunds.com  
Telephone No. 849-9888  
Fax No. 849-9744

### INVESTMENT COMPANY ADVISER, DISTRIBUTOR AND TRANSFER AGENT

**Sun Life Asset Management Company, Inc.**  
8<sup>th</sup> Floor, Sun Life Centre  
5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City  
e-mail: phil\_prosperity@sunlife.com  
website: www.sunlifefunds.com  
Telephone No. 555-8888  
Fax No. 849-9744

### CUSTODIAN BANK

**Hong Kong and Shanghai Banking Corp.**  
7<sup>th</sup> Floor, HSBC Centre  
3058 Fifth Avenue West  
Bonifacio Global City, Taguig City

### LEGAL COUNSEL

**Romulo Mabanta Buenaventura Sayoc & De Los Angeles Law Office**  
21<sup>st</sup> Floor, Philamlife Tower  
8767 Paseo De Roxas  
Makati City, Philippines

### INDEPENDENT AUDITOR

**Navarro Amper & Associates / Deloitte Touche Tohmatsu**  
19/F Net Lima Plaza  
5<sup>th</sup> Avenue Corner 26<sup>th</sup> Street  
Bonifacio Global City, Taguig City

## GLOSSARY

ACS	Authorized Capital Stock
AUM	Assets Under Management
BSP	Bangko Sentral Ng Pilipinas
Business Day	A day in which all of the markets where the Fund's assets are traded and open for clearing of funds and trading in securities, and each business day will end at the hour and minute when such last exchange closes for trading of securities for the day.
Dealers	Eligible securities dealers that have entered into an agreement to sell shares with the Fund's Principal Distributor
Deferred Sales Load	Sales charge that is paid when shares are redeemed (also called "back-end load")
FATCA	Foreign Account Tax Compliance Act
Fund	Sun Life Prosperity Philippine Stock Index Fund, Inc.
Grepalife Funds	Grepalife Bond Fund Corporation Grepalife Fixed Income Fund Corporation Grepalife Dollar Bond Fund Corporation
NAVPS	Net Asset Value Per Share
Offer	The offering for subscription of additional shares of common stock at an offer price of the current NAVPS.
Offer Shares	Four Hundred Million(400,000,000) with a par value of One Centavo (PHP 0.01) per share
Peso / PHP	The currency of the Republic of the Philippines
PIFA	Philippine Investment Funds Association, Inc.



Principal Distributor	Sun Life Asset Management Company, Inc., The entity mainly responsible for selling the Fund's shares
R. A. No. 2629	Investment Company Act
R. A. No. 8799	The Securities Regulation Code
R. A. No. 9160	Anti-Money Laundering Act Of 2001, as amended.
R.A. No. 10168	The Terrorism Financing Prevention and Suppression Act of 2012
R.A. No. 10173	Data Privacy Act of 2012
Redemption Fee	The fees paid to the Fund that is not a sales charge and is expressed as a percentage of the amount redeemed.
SEC or the Commission	Securities and Exchange Commission
SLAMCI or Investment Company Adviser	Sun Life Asset Management Company, Inc.
SLFPI	Sun Life Financial Plans, Inc.
SLOCPI	Sun Life of Canada (Philippines), Inc.
Sun Life Prosperity Funds	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 Money Market Fund, Inc. Sun Life Prosperity GS Fund, Inc. Sun Life Prosperity Dollar Advantage Fund, Inc. Sun Life Prosperity Dollar Abundance Fund, Inc. Sun Life Prosperity Dynamic Fund, Inc. Sun Life Prosperity Philippine Stock Index Fund, Inc.
UITF	Unit Investment Trust Fund

## SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this Prospectus. Certain terms used herein are defined under "Glossary".

### THE FUND

The Fund is a Philippine corporation registered as an open-end investment company under R. A. 2629 and R. A. 8799, on December 23, 2014 under SEC registration No. CS201424696. The Fund's investment objective is to generate long-term capital growth by tracking the performance of the Philippine Stock Exchange Index (PSEi). The investment policy is to invest primarily in common stocks that comprise the PSEi and in cash and/or money market instruments.

Open-end mutual fund companies in the Philippines are organized as stock corporations. The Fund may become fully subscribed at any point in time. In such case, the Fund would continue to accept deposits for future subscription ("DFFS") in anticipation of an increase in capital, subject to the requirements of the law and regulations on the same. The DFFS accepted would be earmarked for the issuance of the appropriate number of shares that the DFFS would have purchased as of date of acceptance. Upon approval of the increase in authorized capital stock and upon registration of the new shares resulting therefrom with the securities and exchange commission, the Fund would release the shares equivalent to the DFFS accepted, according to the "first in, first out" rule.

### FINANCIAL HIGHLIGHTS (IN PESOS)

Sun Life Prosperity Philippine Stock Index Fund, Inc.  
(An Open-End Mutual Fund Company)  
Summary of Financial Information  
Audited Statement of Financial Position  
As of December 31, 2014

Total Assets	P 100,000,000
Total Liabilities	232,510
Net Assets	99,767,490
Capital Stock – P0.01 Par Value	
Authorized Capital Stock - 400,000,000 Shares	
Issued And Outstanding - 100,000,000 Shares	1,000,000
APIC	99,000,000
Deficit	(232,510)
Net Assets	99,767,490
Net Asset Value Per Share (NAVPS)	0.9977

\*The Company has not yet started commercial operations

### RISKS OF INVESTING

Prospective investors should carefully consider the matters addressed under "Risk Factors" before making an investment decision regarding the Offer Shares. Each of these matters could have adverse consequences to the Fund.

These risks (as described and explained under "Risk Factors") include:

- Dilution Risk
- Equity Risk

- cbcbbIndex Risk
- Large Transaction Risk
- Liquidity Risk
- Market Risk
- Non-Guarantee
- Not Insured
- Passive Management Risk
- Regulatory Risk

The enumerated risks could adversely affect the redemption value of the securities for the shareholders resulting in losses should the shareholder redeem his shares when the NAVPS of the Fund is below his acquisition cost. For a more detailed discussion of these risks to be considered in connection with an investment in the Fund's shares, see "Risk Factors".

### TERMS OF THE OFFER

The Fund is offering 400,000,000 shares of common stock with a par value of PHP 0.01 per share, at offer price of the current NAVPS. The Offer Shares are being offered in the Philippines through SLAMCI.

Minimum Initial Investment	PHP 5,000.00
Minimum Subsequent Investment	PHP 1,000.00
Minimum Redemption Amount	<p>PHP1,000.00</p> <p>The minimum redemption amount of PHP1,000.00 is observed unless the redemption is part of a special arrangement or other services offered by SLAMCI.</p> <p>Should the shares of the investor fall below the minimum redemption amounts after redemption, SLAMCI may, without notice, redeem the remaining shares and pay the proceeds to the investor. The Fund reserves the right to change the minimum maintaining balance from time to time as it deems necessary, subject to the approval of the SEC.</p>
Offer Price	The Offer Price per Offer Share is the current NAVPS.
Voting Rights	Each holder of a share in the Fund is entitled to one vote, in person or by proxy, for each share held by such shareholder.
Dividends	The Board of Directors of the Fund has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from the Fund's unrestricted retained earnings. The amount of such dividends (either in cash, stock, property or a combination of the foregoing) will depend on the Fund's profits, cash flows, capital expenditure, financial condition, and other factors and will follow SEC's guidelines on determining retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings or profits. Actual

	<p>earnings or profits shall be the net income for the year based on the audited financial statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Fund's cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board of Directors as dividends.</p>
Automatic Reinvestment of Dividends	<p>Dividends so declared will be automatically reinvested in additional shares on behalf of the shareholders, without sales charges, at the NAVPS on the payment date established for such dividends. As such, shareholders realize their gains when shares are redeemed. Shareholders may elect not to have dividends reinvested and receive payment in cash, net of tax.</p>
Eligibility	<p>Both Philippine nationals and non-Philippine nationals can subscribe to the Fund's shares, including the Offer Shares.</p>
Application and Payment	<p>Shares of the Fund are sold on cash basis only. Installment sales will not be made.</p> <p>Shares of the Fund are offered for sale on a continuous basis at the NAVPS through SLAMCI's registered representatives and dealers. The dealers and registered representatives are required to forward to SLAMCI the prescribed and complete documents to purchase shares of the Fund on the same business day they are received. For purposes of facilitating transactions, the completed documents may be submitted electronically through fax or on-line, or any mode of transmittal which SLAMCI may establish and deem acceptable from time to time. All payments to be forwarded to and received by SLAMCI should come with and must be supported by the appropriate documents. Payments must also be forwarded and received by SLAMCI through mediums recognized and accredited by SLAMCI. The investor's account will be credited for the subscription only when the payment is in the form of cash, cheque or electronic transfer. The subscription will not be processed into the investor's account until the payments have become available to the Fund for investment deployment. Investors should inquire with their banks the clearing time required for each form of payment and when their investments will be available to the Fund. Applicable bank charges will be deducted from the investible amount.</p> <p>SLAMCI has the option to process local cheques denominated in Philippine pesos as cleared funds provided that:</p> <ol style="list-style-type: none"> <li>1. The investor accomplishes a waived clearing form upon payment.</li> <li>2. The cheque will be deposited into a bank accredited by SLAMCI for such purpose.</li> </ol> <p>To reduce the adverse effect to existing investors of large redemptions in the Fund, a subscription may be amended or rejected if it makes the investor a holder of 10% or more of the</p>

	Fund's net assets on subscription date.
Sales Loads	The investor may choose to buy shares of the Funds on a "front-end" (Option A) or a "back-end" (Option B) basis, as described below:
Option A	<p>Sales commission will be paid to the investor's mutual fund dealer when shares of the Fund are bought. Under this purchase option, the investor may redeem his shares free of charge at any time.</p> <p>The commission shall not exceed 2% of the investor's total purchase cost (2.04% of the net invested amount).</p>
Option B	<p>Allows all of an investor's money to be invested, with no initial sales commission deducted. SLAMCI pays a commission to the dealer on the investor's purchase. In return, the investor agrees to "repay" SLAMCI a deferred sales charge ("DSC") plus VAT, but only if the investor sells the investment, or a portion thereof, within 5 years. The DSC rate declines the longer an investor holds the investment, and disappears after five (5) years. (See Exhibit 1)</p> <p>In order to reduce the DSC payable, the oldest shares of the investor in the Fund will be redeemed first, unless the investor chooses to have subsequently purchased shares redeemed first.</p>
Minimum Holding Period Early Redemption Fee	<p>There will be a minimum holding period of at least 30 days to up to 180 days for shares purchased under the Option A sales load.</p> <p>Redemptions made within the minimum holding period from the date of investment will be charged up to 2% early redemption fee based on the redemption amount.</p>
Subscription Process	<p>Subscriptions received by SLAMCI or its authorized distributors by 12 o'clock noon on a business day will be processed at the NAVPS determined at the close of business that day.</p> <p>SLAMCI reserves the right to reject any specific subscription or to restrict purchases by a particular investor, for example, when such purchase is contrary to the best interests of the other shareholders or would otherwise disrupt the management of the Fund. This decision will be made within two (2) business days after receipt of the subscription and, in the event of a rejection, the subscription amount will be returned as soon as possible to the investor without interest and after deducting applicable bank charges.</p>
Cut Off Period	If received after 12 o'clock noon, subscriptions will be processed at the NAVPS calculated for the next business day.
Redemption Process	<p>Shares are redeemable at any time at their respective NAVPS.</p> <p>A shareholder may request for the redemption of his shares by delivering an order ticket or any document to be prescribed and recognized by SLAMCI for redemption to a registered</p>

representative, dealer or to SLAMCI. The order ticket for redemption must be accompanied by the appropriate certificate(s), if applicable, representing the shares to be redeemed.

The redemption price is the NAVPS at the close of business day if order ticket is received on or before 12 o'clock noon. After 12 o'clock noon, the order ticket is deemed to have been received the following business day, and the redemption price will be the NAVPS determined at the close of business on the next business day.

Payment upon redemption will be made either by issuing a cheque to the registered shareholder or through bank remittance. Payments for shares redeemed, less any redemption charges and taxes applicable, will be made by the Fund within seven (7) business days from its receipt of the request for redemption. Payment made through bank remittance may be subjected to applicable bank charges, subject to client's arrangement with the remitting and receiving bank. SLAMCI reserves the right to deduct any applicable bank charges from the redemption value. For payment made through cheque issuance, investor will receive payment within seven (7) banking days from date of redemption for the amount redeemed.

The Fund may suspend redemptions or postpone the date of payment for a redemption upon the occurrence of any of the following: (i) when the Philippine banking system is closed, (ii) for any period when normal trading is restricted or suspended in the markets where the Fund may be investing, (iii) for any period during which an emergency exists as a result of which (a) disposal by the Fund of securities owned by it is not reasonably practicable or (b) it is not reasonably practicable for the Fund to fairly determine the value of its net assets, (iv) when any breakdown occurs in the means of communication normally employed in determining the value of any of the investments of the Fund or when for any other reason the value of any of the investments or other assets of the Fund cannot reasonably or fairly be ascertained, (v) when the shareholder fails to surrender to SLAMCI the original share certificate on the redeemed or transferred shares, or (vi) all other conditions for the suspension of redemption are subject to the approval of sec per section 22(b) (3) of r. A. No. 2629.

The SEC may, whenever necessary or appropriate, in the public interest or for the protection of investors, suspend the redemption of securities of open-end companies.

No deferred sales charge or redemption fee is imposed on redemptions on transferred shares under Option B in case of death of the investors. In order to qualify for this waiver, redemption must be made within 1 year of a shareholder's death. SLAMCI must be notified in writing of such death at the time of the redemption request either by the legal heir or administrator of the estate appointed by the court. SLAMCI

	must be provided with satisfactory evidence of the death, identity of the heirs, or appointment of the administrator, or such other documents necessary to process the redemptions.
Restriction on Issue and Transfer of Shares	SLAMCI and its nominees who are original shareholders of the Fund, shall not be allowed to sell, transfer, convey, encumber or otherwise dispose of their shares within twelve (12) months from the original registration of the Funds.
Transfers among Sun Life Prosperity Funds	<p>At any time, an investor who purchased shares of the Fund may request through a registered representative that such shares be redeemed and the proceeds reinvested in shares of one (1) or more eligible SLAMCI-managed funds, subject to sales load upon entry.</p> <p>Transfer from other eligible SLAMCI-managed funds is allowed. However, the investor must redeem his/her shares from the other SLAMCI-managed funds, subject to applicable sales load upon entry.</p> <p>*Please see Exhibit 1 for details of front end and back end sales loads.</p>
Pre-Emptive Right	No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into carrying options or warrants to purchase stock of the registrant.
Issuance of Stock Certificate	<p>Certificates of shares will only be issued if so requested in writing by the shareholder. A fee of PHP1,000.00 per certificate will be charged to replace lost certificates.</p> <p>Shareholders are given official receipts and confirmation slips upon subscription. Shares are recorded on a stock register by SLAMCI, and shareholders who do not elect to receive certificates have the same rights as if certificates had been issued to them.</p>

## RISK DISCLOSURE STATEMENT

### I. GENERAL WARNING

The price of securities can and does fluctuate, and any individual security may experience upward or downward movements, and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling of securities.

Past performance is not a guide to future performance.

There is an extra risk of losing money when securities are bought from smaller companies. There may be a big difference between the buying price and the selling price of these securities.

An investor deals in a range of investments each of which may carry a different level of risk.

## II. PRUDENCE REQUIRED

The risk of disclosure does not purport to disclose all the risk and other significant aspects of investing in these securities. An investor should undertake his own research and study on the trading of securities before commencing any trading activity. He may request information on the securities and issuer thereof from the commission, which are available to the public.

## III. PROFESSIONAL ADVICE

The investor should seek professional advice if he is uncertain or has not understood any aspect of the securities or the nature of risks involved in trading of securities, especially high-risk securities.

## RISK FACTORS

Before investing, potential investors should consider carefully the factors set forth below in conjunction with the other information contained in this Prospectus, in evaluating an investment in the Offer Shares.

There are many potential advantages to investing in mutual funds and in the Offer Shares. However, in deciding to invest, the investor is strongly advised to also consider the risks involved in investing in mutual funds, and in the Offer Shares, as well as the risks that the Fund faces, given its underlying assets whose respective values essentially affect the Fund's overall net asset value.

Aside from the risks listed below, the returns of the Funds are not guaranteed, and there is a risk that a Fund might not achieve its investment objectives.

The Fund's Risk Officer is responsible for overseeing the management of risks resulting from the Fund's business activities. He reports to the audit and compliance committee of the Board of Directors. His duties and responsibilities include, among others:

- Monitoring the investments of the Fund to ensure that all identified gaps in management's risk and management processes are resolved on a timely basis;
- Provide leadership to facilitate management's understanding of the risk management framework, policies and processes;
- Ensuring that the Philippine risk management organization is appropriately staffed with individuals who have the requisite skills and competencies, and that the organization structure and reporting relationships are appropriate and sufficiently independent;
- Organizing and participating in the risk workshops of the annual risk identification process; ensuring that business units identify plausible risk scenarios;
- Ensuring that risk-based measurement and reporting metrics, including risk limits and exception reporting are established; assigning risk category to the final risk lists;
- Providing expertise in the development of action plans to address the risks identified;
- Reviewing and updating the risk report quarterly; identifying and escalating as appropriate any missed target dates for key risk action plans; and
- Providing documented quarterly status updates on key risks to the audit and compliance committee.

Pursuant to the foregoing, the Risk Officer has identified the risks enumerated below in the order of their importance:

Equity risk: Companies issue equities, or stocks, to help finance their operations and future growth. A company's performance outlook, market activity and the larger economic picture influence its stock price. When the economy is expanding, the outlook for many companies will be positive and the value of their stocks should rise. The opposite is also true. The value of a Fund is affected by changes in the prices of the stocks it holds. The risks and potential rewards are usually greater for



small companies, start-ups, resource companies and companies in emerging markets. This risk is inherent to all equity-laced funds. However, the Index Fund may only be invested in stocks which make up the Philippine Stock Exchange Index (PSEi), limiting allocation to a fixed basket of thirty (30) common stocks of listed companies. These are carefully selected to represent the general movement of the Philippine stock market.

The selection of these companies is based on a specific set of criteria. Under the revised policy on index management, companies should meet three (3) criteria to qualify under the PSEi:

1. The company's free float level must be at least 12%.
2. The company must rank among the top 25% in terms of median daily value in nine out of the twelve-month period in review.
3. Ranking of top 30 qualified companies based on full market capitalization.

**Index Risk:** The performance of the Fund may not precisely duplicate the performance of the benchmark index being used. The Fund may rebalance the portfolio to account for changes in the composition or valuation of the stocks within the index. This creates the possibility of a marked difference between the Fund's performance and that of the Index. Lacking active risk management, the Fund is fully exposed to all of the changes to the market benchmark, the Philippine Stock Exchange Index (PSEi). Considering that this risk is inherent to the Fund, investors must be fully aware of it prior to investing.

**Market Risk:** Stock prices rise and fall. The carrying value of the Fund's investments in other corporate stocks depends on the value at which the stocks have been traded at the stock market as at the end of a particular day. The risk is minimized by closely monitoring the Fund's tracking error and establishing certain exposure limits.

**Liquidity Risk:** The Fund is usually able to service redemptions of investors within seven (7) business days after receipt of the notice of redemption by paying out redemptions from available cash or cash equivalents. When redemptions exceed these liquid holdings, the Fund will have to sell less-liquid assets, and during periods of extreme market volatility, the Fund may not be able to find a buyer for such assets. Consequently, the Fund may not be able to generate enough cash to pay for the redemptions within the normal 7-day period.

The Fund manages liquidity risk in a variety of ways. First, at least 5% of total assets are in the form of cash or cash equivalents. Second, the Fund invests a majority of their money in securities and issues with sufficient liquidity to ascertain that the Fund will be able to meet its financial obligations in a timely manner.

The following are additional risks present in managing the Fund, however, non-quantifiable.

**Passive Management Risk:** The Fund is a passively managed fund. Passively managed funds would not sell a security if the security's issuer was in financial trouble, unless the security is removed from the applicable index being replicated. The passively managed fund must continue to invest in the securities of the index, even if the index is performing poorly. That means the passively managed fund won't be able to reduce risk by diversifying its investments into securities listed on other indices. As a result, the performance of a passively managed fund may differ significantly from the performance of an actively managed fund.

**Dilution Risk:** Being an open-end mutual fund, various investors may effectively subscribe to any amount of shares of the Fund. As such, investors face the risk of their investments being diluted by the shares of the other investors of the Fund. The influence that the investors can exert over the control and management of the Fund decreases proportionately.

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**Large Transaction Risk:** if an investor in a Fund makes a large transaction, the Fund's cash flow may be affected. For example, if an investor redeems a large number of shares of a Fund, that Fund may be forced to sell securities at unfavorable prices to pay for the proceeds of redemption. This unexpected sale may have a negative impact on the net asset value of the Fund.

**Non-Guarantee:** Unlike deposits made with banks, an investment in the Fund is neither insured nor guaranteed by the Philippine Deposit Insurance Corporation ("PDIC"). Hence, investors carry the risk of losing the value of their investment, without any guarantee in the form of insurance. Moreover, as with any investment, it is important to note that past performance of the Fund does not guarantee its future success.

**Not Insured:** The investor should be aware that any investment in the Fund is not insured with the Philippine Deposit Insurance Corporation ("PDIC"). The Fund Manager is prevented by law to guarantee any return.

**Regulatory Risk:** The Fund's operations are subject to various regulations, such as those affecting accounting of assets and taxation. These regulations do change, and as a result, investors may experience lower investment returns or even losses depending on what such a regulatory change entails. For example, higher taxes would lower returns, and a mandated precautionary loan loss provisions could result in the Fund experiencing a loss in the value of assets.

The above risk factors are by no means exhaustive. New and/or unidentified risks may arise given the fast changing financial markets and economic environment.

Classification of the Fund into high, moderate or low risk investment: the Fund will predominantly be exposed to equity securities, comprising the Philippine Stock Exchange Index (PSEi) in its portfolio, and typically are high-risk investments. However, the Fund will be passively-managed, which means that the portfolio endeavors to replicate the components and the performance of the benchmark index. Furthermore, a minimal portion will be maintained in cash and cash equivalents for liquidity purposes. These factors make an investment in the Fund subject to moderate to high risk.

#### **USE OF PROCEEDS**

Proceeds from the sale of the Offer Shares shall be invested in stocks that make up the Philippine Stock Exchange Index (PSEi) the Fund's investment manager shall be guided by the Fund's investment policies and legal limitations. All the proceeds from the sale of shares, including the original subscription payments at the time of incorporation constituting the paid in capital of the Fund shall be held by the custodian banks.

The Fund shall not make loans to other interested persons such as members of its Board of Directors, officers of the Fund and any of its affiliates/affiliated corporations. The Fund shall not acquire assets or finance the acquisition of other business. It does not have any existing debt, thus, proceeds shall not be utilized to settle any existing indebtedness or obligation.

Expenses charged to the Funds include, but are not limited to, remuneration of the members of the board who are not officers and/or employees of SLOCPI and/or SLAMCI, SEC filing fees, documentary stamp taxes, registration statement fees, transfer, management and distribution fees.

Below are the estimated expenses for the registration of the Offer Shares:

<b>Estimated Expenses for the Registration of the Company</b>	
SEC Registration Fees	404,000.00

Publication	30,000.00
Documentary Stamp Tax	20,000.00
Professional Fees	80,000.00
<b>TOTAL</b>	<b>534,000.00</b>

The net proceeds of the Fund are estimated to be as follows:

Gross Proceeds	400,000,000.00
Less: Estimated Expenses	534,000.00
Net Proceeds	399,466,000.00

The proceeds from the sale of the Offer Shares will not be used to reimburse any officer, director, employee or shareholder for service rendered, assets previously transferred, money loaned or advanced or otherwise.

#### DETERMINATION OF OFFERING PRICE

The offer price will be the NAVPS at the end of the day. NAVPS is computed by dividing net assets (total assets<sup>1</sup> less total liabilities<sup>2</sup>) by the total number of shares issued and outstanding, plus the total number of units outstanding due to DFFS and for conversion to shares, if any, as of the end of the reporting day.

Completed subscriptions received by SLAMCI or its authorized distributors by 12 o'clock noon will be processed at the NAVPS determined by SLAMCI at the close of business that day. If received after 12 o'clock noon, subscriptions will be processed at the NAVPS calculated for the next business day.

The Fund will compute and post the NAVPS on a daily basis and will publish such daily prices in at least two (2) newspapers of general circulation in the Philippines.

#### PLAN OF DISTRIBUTION

The Fund does not have any underwriter, and has not entered into any underwriting agreement. There are no shares designated to specified persons. There is no plan to apply for listing in any exchange the shares of Registrant. Thus, none of the Registrant's shares are to be allocated to an exchange and/or to its members.

<sup>1</sup>The assets of the Fund shall be deemed to include (i) all cash on hand, or on call, (ii) all bills, notes and accounts receivables, (iii) all shares of stocks and subscription rights, and other securities owned or contracted for the Fund, other than its own capital stock, (iv) all stock and cash dividends and cash distributions to be received by the Fund but declared to stockholders of record on a date on or before the date as of which the net asset value per share of the Fund is being determined, (v) all interests accrued on any interest-bearing security owned by the Fund, (vi) all real properties and interests therein, and (vii) all other property of every kind and nature including prepaid expenses.

<sup>2</sup>The liabilities of the Fund shall be deemed to include (i) all bills, notes and accounts payable, (ii) all administrative expenses payable and/or accrued (including management fees), (iii) all contractual obligations for the payment of money or property, including the amount of any unpaid dividend declared upon the Fund's stock and payable to shareholders of record on or before the date on which the value of the Fund is being determined, (iv) all reserves authorized or approved by the Board of Directors for taxes or contingencies, and (v) all other liabilities of the Fund of whatsoever kind and nature except liabilities represented by the outstanding capital stock and surplus of the Fund.

## **PRINCIPAL DISTRIBUTOR**

SLAMCI serves as the Fund's Principal Distributor. An annual fee of up to 0.50% of AUM is paid by the Fund for the distribution services of SLAMCI. As principal distributor, SLAMCI will continuously offer for sale shares of the Fund through its registered representatives legally qualified to sell the Fund's shares and dealers with whom it has entered into distribution agreements. SLAMCI's registered representatives are sales agents, who are entitled to collect commission rates of not exceeding 1% of front end sales load and/or not exceeding 3% of sales amount for back end sales loads.

Any order for shares may be rejected by SLAMCI. The SEC, the Fund, or SLAMCI may suspend the continuous offering of shares to the general public at any time in response to conditions in the securities markets or otherwise and may thereafter resume such offering from time to time. Neither SLAMCI nor the eligible agents are permitted to withhold placing orders to benefit themselves from a price change.

All proceeds from sale of shares/securities, including the original subscription/payments at the time of incorporation constituting the paid-in capital of the Fund shall be held by the designated custodian banks.

## **CUSTODIANS OF PORTFOLIO SECURITIES**

<p><b>Hong Kong Shanghai Bank Corporation HSBC</b> 7/F HSBC Centre 3058 Fifth Avenue West Bonifacio Global City, Taguig City</p>
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Hong Kong Shanghai Bank Corporation (HSBC) acts as the Fund's custodian. In consideration of the services to be rendered by the custodians, the Fund shall pay the custodian all fees, charges and obligations incurred from time to time for services rendered pursuant to the direct custodial services agreements between each registrant and custodian with the terms of the fees schedule specified from time to time by the custodian, upon prior notice to the registrants. The custodianship fees are usually quoted as a percentage per annum (% p.a.) of the securities' notional or market value, billed at every month-end. The designated custodians also charge transaction fees for the purchase and sale of portfolio securities, usually at a flat fee per transaction.

As custodian, HSBC holds the Fund's investments, including the original subscriptions and payments at the time of incorporation, for safekeeping. The Fund agrees to pay, as compensation for the latter's services and facilities, an annual fee equivalent of up to 0.02% of average assets under management. In no case may the total compensation to the custodian banks exceed any maximum limit prescribed under the law, rule and/or regulations.

## **INVESTMENT COMPANY ADVISER**

1. SLAMCI is an Investment Company Adviser incorporated on 18 January 2000 and started commercial operations on 1 May 2000. Its primary purpose is to manage, provide and render management and technical advice and service for mutual funds, corporations, natural persons and other entities and in connection therewith, as far as may be permitted by law, to purchase, subscribe for or otherwise acquire, mortgage, sell or otherwise dispose of, and deal in securities of every kind and description including, but not limited to, stocks, bonds, notes, commercial papers and to promote, manage and participate in the distribution of any securities, to the extent provided by law.
2. SLAMCI is a licensed Investment Company Adviser and holds a current license from the SEC. The license of SLAMCI was renewed on December 29, 2014.

In a letter dated 05 July 1999 addressed to the PIFA<sup>3</sup>, the SEC advised of the suspension of the implementation of SEC-BED Memorandum Circular No. 1, Series of 1999, which required investment managers and/or advisers to secure a license as a securities broker on or before 30 June 1999.

There is no arrangement whereby SLAMCI has the right to designate or nominate a member or members of the Board of Directors of the Fund. Thus, there is no director so designated or nominated pursuant to an agreement between SLAMCI and the Fund.

There is no share designated to be sold to specified persons. No share is to be designated to an exchange and/or its members, or by an exchange to its members.

3. SLAMCI's registered office address is at the 8<sup>th</sup> Floor Sun Life Centre, Bonifacio Global City, Taguig City.
4. The services provided by SLAMCI are subject to the supervision of its officers and directors. They include marketing the Fund, being responsible for investments, investor communications, fund accounting, shareholder record-keeping and other day-to-day administration of matters related to the corporate existence of the Fund, maintenance of records and preparation of shareholder reports, Board of Directors' meetings and annual Shareholders' Meetings.

As compensation for the management services and facilities provided by SLAMCI, an annual fee of up to 0.50% of AUM shall be paid by the Fund.

The Fund is responsible for its own operating expenses. At times, SLAMCI may reduce its fees and/or pay expenses in order to reduce the Fund's aggregate annual operating expenses. This arrangement may be revised or discontinued by SLAMCI at any time.

5. As Investment Company Adviser, SLAMCI is also primarily responsible for the execution of the Fund's portfolio transactions and the allocation of brokerage commissions. SLAMCI makes investment decisions, prepares and makes available research and statistical data, and invests with respect to the purchase and sale of securities on behalf of the Fund, including the selection of brokers and dealers to carry out the transactions, all in accordance with the Fund's investment objective and policies. SLAMCI maintains records and furnishes or causes to be furnished all required reports.
6. SLAMCI may, at its expense, engage the services of consultants and other persons or firms to furnish SLAMCI statistical and other information, advice regarding economic factors and trends, information with respect to technical and scientific developments, and such other information, advice and assistance as SLAMCI may desire, including investment management and other related duties.

## **TRANSFER AGENT**

SLAMCI also serves as the Fund's Transfer Agent. Transfer Agent services include, but are not limited to, account/certificate registration, processing of dividend and capital gains cheques, periodic preparation and mailing of shareholder statements and management reports, as required.

In consideration of the services to be rendered by the Transfer Agent, the Fund shall pay the Transfer Agent an amount equivalent to an annual fee of up to 0.15% of AUM as stipulated in the Transfer Agent Agreement between the Fund and SLAMCI. Fees will begin to accrue on the first day of the Fund's operations.

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<sup>3</sup>Then called the Investment Company Association of the Philippines.

## **DESCRIPTION OF SECURITIES TO BE REGISTERED**

### **CAPITALIZATION**

At incorporation, the Fund had an ACS of PHP 4,000,000 divided into 400 Million unclassified common shares with a par value of PHP0.01 per share.

### **SECURITIES OF THE FUND**

Each share of stock of the Fund is a voting stock with voting rights equal to every other outstanding share of stock of the same Fund, and subject to the following conditions:

- (1) Distribution of Dividends. Each shareholder has a right to any dividends declared by the Fund.
- (2) Denial of Pre-emptive Rights. No stockholder shall, because of his ownership of stock, have pre-emptive or other right to purchase, subscribe for, or take any part of any other securities convertible into or carrying options or warrants to purchase stock of the Fund.
- (3) Right of Redemption. The holder of any share of the Fund, upon its presentation to the Fund or to any of its duly authorized representatives, is entitled to receive by way of redemption approximately his proportionate share of the Fund's current net assets or the cash equivalent thereof.
- (4) Modification of Rights of Shareholders. The rights of shareholders of the Fund shall not be modified except by amendment of the Fund's Articles Of Incorporation and/or By-Laws.

Other than the above and those provided by law, there are no other material rights accorded to the shareholders.

While the DFFS holders are not shareholders (hence, they do not have the rights to vote and receive dividends), they have the right to ask for a return of their DFFS amounts at any time based on NAVPS at the time of withdrawal.

## **INTERESTS OF NAMED EXPERTS AND INDEPENDENT COUNSEL**

### **LEGAL MATTERS**

Certain legal matters under Philippine law will be passed upon for the Fund by Romulo Mabanta Buenaventura Sayoc & De Los Angeles Law Office. Except as otherwise disclosed herein, no independent counsel has or will receive any direct or indirect interest in the Fund or in any securities thereof (including options, warrants or rights thereto) or acted or will act as promoter, underwriter, voting trustee, director or employee of the Fund.

### **INDEPENDENT AUDITORS**

The Financial Statements of the Fund together with the notes thereto have been examined by Navarro Amper & Associates / Deloitte Touche Tohmatsu ("Deloitte"), independent public accountants, as indicated in their report with respect thereto and included herein. The reports have been so included in reliance upon the authority of these experts in giving such reports. Deloitte has given, and not withdrawn, its consent to the inclusion of these reports as they appear herein.

Deloitte will continue being the external auditors for the Fund. Deloitte will not have any direct or indirect interest in the Fund or in any securities thereof (including options, warrants or rights thereto) nor has it acted at any time as promoter, underwriter, voting trustee, director, officer or employee of the Fund.

## INFORMATION WITH RESPECT TO THE REGISTRANT

### DESCRIPTION OF BUSINESS

#### The Fund

The Fund is a Philippine corporation registered as an open-end investment company under R. A. 2629 and R. A. 8799 on December 23, 2014 under SEC Registration No. CS201424696. The Fund is an open-end investment company engaged in the sale and distribution of mutual fund shares, and invests in common stocks that comprise the PSEi and in cash and/or money market instruments.

The Fund is part of the Sun Life Prosperity Funds (the “Funds”). The Sun Life Prosperity Funds make investing simple, accessible and affordable. The Sun Life Prosperity Funds offer a unique “family of funds” to choose from. The “family of funds” concept allows investors to modify their investment strategies over time, by letting them transfer from one fund to another, as their needs dictate, as much as four times a year without paying any fees.

#### Distribution

For a detailed discussion of the Fund’s distribution methods, please refer to the section on “Plan of Distribution”.

#### Competition

The Fund principally competes directly with other mutual funds in the Philippines and with the Unit Investment Trust Funds (“UITFs”) offered by commercial banks, in terms of returns and the associated risks of the return. The Fund’s market strength is its wide distribution network that provides strategic distribution of Fund shares and the financial stability and reputation of its Investment Company Adviser, SLAMCI. The Fund intends to compete principally based on the reputation of SLAMCI for superior investment performance and corporate governance coupled with its distribution network and superior backroom operations.

The Fund participates in the mutual funds sector, which is a sub-sector of the financial services industry. There are no national geographical boundaries as the nature of the industry and prevailing technology make it possible for the various players to offer their services to almost any place in the country.

In terms of net asset value, the group of funds managed by SLAMCI on a consolidated basis is the second largest in its field. Below are the top three (3) mutual fund companies in the Philippines in terms of Net Asset Value (NAV) as of January 31, 2015.

Mutual Fund Company/Investment Company Adviser	Net Asset Value	Market Share
ALFM Mutual Funds	PHP 108,861 Million	44.44%
Sun Life Asset Management Co., Inc.	PHP 47,913 Million	19.56%
Philam Asset Management, Inc.*	PHP 42,365 Million	17.29%

\*Includes GSIS Mutual Fund, Inc.

The Fund falls under the Peso-denominated equity fund category. However, there are currently two other stock index tracker funds in the mutual fund industry, namely, Philequity PSE Index Fund and ALFM Philippine Stock Index Fund.

In its category, the Fund competes with two Peso-denominated equity index funds. Below are the two mutual fund companies primarily invested in Philippine equity securities that comprise the Philippine Stock Exchange index (PSEi) as of January 31, 2015:

Mutual Fund Company	Net Asset Value	Market Share*
Philippine Stock Index Fund Corp.	PHP 17,219 Million	7.03%
Philequity PSE Index Fund, Inc.	PHP 236.74 Million	0.10%

\*as a percentage of the mutual funds industry AUM

### **Transactions with and/or Dependence on Related Parties**

SLAMCI is an affiliate of the Fund. It is also the Fund's Principal Distributor, Transfer Agent and Investment Company Adviser. For a fuller discussion, please see "Summary of Principal Agreements" and "Certain Relationships and Related Transactions."

### **Investment Objectives And Legal Restrictions**

The Fund's investment objective is to replicate the performance of its market benchmark, the Philippine Stock Exchange Index (PSEi), by gaining exposure in equity securities that make up the PSEi.

The Fund is governed by the following fundamental investment policies:

1. The Fund shall not issue senior securities.
2. The Fund shall not incur any further debt or borrowing unless at the time of its incurrence or immediately thereafter there is an asset coverage of at least three hundred percent (300%) for all its borrowings. In the event that such asset coverage shall at any time fall below three hundred percent (300%), the Fund shall within three (3) days thereafter, reduce the amount of its borrowings to an extent that the asset coverage of such borrowings shall be at least three hundred percent (300%).
3. The Fund shall not participate in any underwriting or selling group in connection with the public distribution of securities, except its own capital stock.
4. The Fund will generally maintain a portfolio that mirrors the components of the PSEi.
5. The Fund shall not invest more than twenty percent (20%) of its net assets in real estate properties and developments, subject to investment restrictions and/or limitations under applicable law, if any.
6. The Fund shall not purchase or sell commodity futures contracts.
7. The Fund shall not make any loan to other persons, or to other interested persons such as the members of the Board of Directors, officers of the Fund and any affiliates, or affiliated corporations of the Fund. However, it shall engage in legally permissible lending operations considered by its Board of Directors to be financially solid and sound.
8. The proportion of the Fund's assets that shall be invested in each type of security shall be according to the percentage its market capitalization represents in the PSEi.
9. Subscribers are required to settle their subscriptions in full upon submission of their application for subscriptions.
10. The Fund may use various techniques to hedge investment risks.



11. The Fund will not change its investment objectives without the prior approval of a majority of its shareholders and prior notice to the SEC.

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### **Policies With Respect To Security Investments**

1. *Type of securities, which the registrants may invest in, and the proportion of the assets which may be invested in each such type of security.*

The Fund's objective is to closely track the performance of the PSEi by investing in securities that comprise the market benchmark. For purposes of liquidity, regulations require that each Fund invest a minimum of five percent (5%) of the Fund's net assets in liquid or semi-liquid assets, such as:

- i. Treasury notes or bills, certificates of indebtedness issued by the BSP which are short-term, and other government securities or bonds and such other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines; and
- ii. Savings or time deposits with government-owned banks or commercial banks, provided that in no case shall any such savings or time deposit accounts be accepted or allowed under a "bearer" or "numbered" account or other similar arrangements.

Provided that the open-end company fund shall submit a liquidity contingency plan to the commission before it implements a decreased investment of less than ten percent (10%) in liquid or semi-liquid assets.

2. *Percentage of assets, which the Fund may invest in the securities of any one issuer.*

The maximum investment of the Fund in any single enterprise shall not exceed the amount equivalent to fifteen percent (15%) of the Fund's net asset value except obligations of the Philippine Government or its instrumentalities.

3. *Percentage of voting securities of any one issuer, which the Fund may acquire.*

The total investment of the Fund shall not exceed ten percent (10%) of the outstanding voting securities of any investee company.

4. *Investment in other companies for the purpose of exercising control or management.*

The Fund has no intention of exercising control or management over other companies.

5. *The Fund shall not purchase from or sell to any of its officers or directors or the officers or directors of its Investment Adviser, Manager or Distributor or firms of which any of them are members, any security other than the Fund's own capital stock.*

6. *The total operational expenses of the Fund shall not exceed ten percent (10%) of its average investment fund or net worth as shown in its previous Audited Financial Statements.*

7. *Until the SEC provides otherwise, the Fund shall not short sell securities or invest in any of the following:*

- i. Margin purchases of securities (investment in partly paid shares are excluded),
- ii. Commodity futures contracts,
- iii. Precious metals, and
- iv. Unlimited liability investments such as a general partnership.

### **Prevention of Money-Laundering and Terrorist Financing**

As part of the Fund's responsibility for the prevention of money-laundering under the Anti-Money Laundering Act of 2001 (R. A. 9160), as amended, the Terrorism Financing Prevention and Suppression Act of 2012 (R.A. 10168) and other relevant rules and regulations, the Fund or an entity acting on its behalf may require evidence verifying the identity of a prospective purchaser of shares and the source of the relevant funds. Whether or not such evidence will be required and, if so, the nature and extent of such evidence will depend on the particular circumstances. The Fund and any entity acting on its behalf reserve the right to request such information as considered necessary to verify the identity of a proposed purchaser of shares in each case, and the Fund has absolute discretion to refuse to accept a subscription for shares in the event of delay or failure in the provision of any such information required. The Fund and /or relevant government agencies shall immediately preserve the subject property or funds upon receipt of the notice of a freeze order, in accordance with the order of the court of competent jurisdiction or the AMLC. The owner or holder of the property or funds shall be given a copy of the notice of the freeze order.

### **Compliance with Data Privacy Act of 2012 (Republic Act No. 10173)**

To enable the Fund to comply with the requirements of the Data Privacy Act of 2012 (Republic Act No. 10173), the Fund requires all investors to expressly authorize the Fund to collect, process, use, destroy his/her personal and sensitive personal information and any information related to him/her and his/her account as well as its sharing, transfer and/or disclosure to any of the Fund's branches, subsidiaries, affiliates, agents and representatives, industry associations and third parties such as but not limited to outsourced service providers, external auditors, and local and foreign regulatory authorities in relation to any matter including but not limited to those involving anti-money laundering and tax monitoring, review and reporting, statistical and risk analysis, provision of any products, service, or offers made through mail/email/fax/sms/telephone, customer satisfaction surveys; compliance with court and other lawful orders and requirements. The Fund further requires the investors to hold the Funds and SLAMCI free and harmless from any liability that may arise from any transfer, disclosure, processing, collection, use, storage or destruction of said information.

### **Compliance with Foreign Account Tax Compliance Act**

For purposes of compliance with the Foreign Account Tax Compliance Act (FATCA or Chapter 4 of the US Internal Revenue Code) particularly, Change in Circumstances (in compliance with the Foreign Account Tax Compliance Act also known as FATCA or Chapter 4 of the US Internal Revenue Code), the Fund requires the investors to:

- 1) Notify the Fund in writing and provide the required details or documents within thirty (30) days from a change of your circumstances. Change of circumstances means any change in the investor's circumstances which results in the Fund being subject to tax reporting and withholding requirements under local and/or foreign laws applicable to the investor or investor's property (such as the US Foreign Account Tax Compliance Act). There is a change of circumstances if there is a change in the investor's contact information, identification documents, place of residence, citizenship of the owner or beneficiary, or other circumstances as defined under applicable laws;
- 2) Failure to accomplish the foregoing gives the Fund the right to exercise any of the following: a) continue the account on the same terms and conditions; b) continue the investment on the same terms and conditions and deduct from it any amounts that the Fund has to withhold under the applicable laws; or c) terminate your account. The right to terminate the account will only be exercised after the investor have failed to provide the required information within thirty (30) days from written notice from the Fund and only after the Fund is unable to transfer your policy or take any steps other than termination in order to comply with applicable laws.

## **Effect of Existing or Probable Governmental Regulations on the Business**

Senate and congressional bills amending R. A. 2629, which is the main law that regulates the mutual fund industry, have been filed. The most prominent of these are the bills on the proposed Collective Investment Schemes Law (“CISL”). One of the noteworthy provisions of the CISL bills is the exemption of mutual fund companies from certain requirements of the Corporation Code as regards increasing ACS. If passed into law, this would be of possible benefit to the mutual fund companies which, with their numerous stockholders, find it difficult to obtain the votes of stockholders representing at least 2/3 of the outstanding capital stock to approve certain corporate actions. SLAMCI, through PIFA, participates in the hearing and deliberation of the CISL bill. SLAMCI expects the regulatory environment to improve with the passage of the CISL bill to the benefit of investors.

## **Major Risks Involved in the Business of the Fund**

For a detailed discussion on the major risks involved in the business of the Fund, including procedures undertaken to identify, assess and manage such risks, please see “Risk Factors.”

## **Employees**

The Fund does not employ personnel. Day-to-day operations are carried out by SLAMCI pursuant to the terms and conditions of the Management Agreement and Distribution Agreement between the Fund and SLAMCI.

## **Shareholder’s Privileges**

Certain privileges granting reduced sales charge and waivers may be extended by SLAMCI to qualified investors who will apply for them.

The investor must notify SLAMCI at the time of transaction about his qualification and intention to avail and apply for specific privileges. Failure to notify SLAMCI ahead of time about his eligibility and intention to avail will allow SLAMCI to process the transaction subject to normal sales load charges.

SLAMCI reserves the right to approve or deny a shareholder’s application for certain privileges according to the criteria it has set. These privileges may be revised or discontinued by SLAMCI at any time.

### **1. Waiver of Front End Sales Load (Option A) for Qualified Investors**

Front-end zero load may be granted by SLAMCI to former participants in a benefit or retirement plan, who will convert his mutual fund retirement benefit and contribution into an individual, joint or ITF account with Sun Life Prosperity Funds. The same benefit may also be granted to participants of a retirement plan with at least 100 members and PHP5 Million or dollar equivalent in total asset value or any other requirements or qualifications that may be established by SLAMCI.

### **2. Free 10% Back End Redemption**

An investor may be entitled to redeem up to 10% of his total shares under back-end without the application of a redemption fee or DSC subject to certain conditions as established by SLAMCI. An investor’s free redemption entitlement shall be based on the total number of shares owned under Option B as of December 31 of the prior calendar year. This privilege may be extended only to partial redemptions and is not applicable to full redemptions of back-end investments. Redemption in excess of the allowed 10% will be subject to regular Back-End Fees.

This one-time privilege per year is not automatic and should be exercised by the investor. Free redemption entitlement is not cumulative. Unexercised entitlement cannot be carried forward to future redemptions within the same year or succeeding calendar years.

If redeemed after 3 years, the investment shall no longer be subject to any redemption fee.

### **3. Reduced Sales Charge Plan**

#### **Privilege Of Accumulation (POA)**

Investors may qualify for a reduced sales load by combining subscriptions to one or more of the Sun Life Prosperity Funds, under the following conditions:

1. The total AUM of the investor is at least PHP100,000.00 or its dollar equivalent, and this can be obtained by adding:
  - The current subscription made by the investor and “member/s of the immediate family”, as defined below; and
  - The aggregate net asset value of all the outstanding subscriptions (at the close of the business day preceding the date of the current subscription) made by the investor and member/s of the immediate family.
2. The total subscription of the investor is at least PHP100,000.00 or its dollar equivalent, and this can be obtained by adding:
  - The current subscription made by the investor and member/s of the immediate family; and
  - The original value of all previous subscriptions, net of redemptions, made by the investor and member/s of the immediate family.
3. “Member of the immediate family” is defined as:
  - Spouse
  - Child
  - Grandchild
  - Parent
  - Sibling
  - Grandparents
4. The following accounts are not included for purposes of determining whether an investor qualifies under this privilege:
  - Shares or investments held by an investor through a Retirement Plan/Defined Benefit Plan or other employer-employee sponsored benefit plan
  - Shares held through a Trust Account under Institutional Dealers (account held in the name of the Financial Intermediary on the investor’s behalf)
  - Shares held by Corporations or business establishments of the investors.
  - Shares held under the zero-load option

This privilege is not automatic and should be exercised by the investor. Investors should provide all necessary information AT THE TIME OF PURCHASE regarding accounts eligible to be combined under this plan. Otherwise, SLAMCI will not retroact the privilege. SLAMCI reserves the right to revise or discontinue this privilege at any time.

#### **Letter of intent**

A reduced sales load privilege may be granted if an investor has not yet accumulated PHP 5M worth of investment under his personal or qualified related accounts. An investor may avail of the lowest Option A

sales load to all his investments within 12 calendar months, provided that he submits a Letter of Intent (LOI).

When an investor signs the LOI, SLAMCI agrees to charge the investor a reduced sales charge. The LOI does not obligate the investor to purchase additional shares. However, upon failure to comply with the LOI at the end of the 12-month period, SLAMCI will redeem enough shares equivalent to the additional sales charge to reflect the recalculated amount reflecting the actual purchase level.

SLAMCI will notify the client under this program at least one (1) month prior to the expiration of the LOI. SLAMCI reserves the right to revise or discontinue this privilege at any time.

## **DESCRIPTION OF PROPERTY**

The Fund has financial assets in the form of cash, fixed income securities, and equity securities. It does not own any real property. As prescribed by SEC rules, all of the Fund's assets must be held by the custodian bank as disclosed on the inside back cover of this Prospectus.

## **LEGAL PROCEEDINGS**

There is no material pending legal proceeding to which the Fund or any of its affiliates is a party or in which any of its properties are the subject of the proceeding.

## **MARKET PRICE FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

### **Market Information**

The shares of the Fund are traded over-the-counter, hence, there is no public trading for the registrant's shares.

The Fund's common stocks are available through the Principal Distributor's registered representatives and eligible securities dealers that have entered into an agreement to sell shares with the Fund's Principal Distributor, Sun Life Asset Management Company, Inc. (SLAMCI).

### **Holders**

As of December 2014, the Fund has 6 shareholders.

### **Dividends**

The Board of Directors of the Fund has the power to fix and determine the amount to be reserved or provided for declaration and payment of dividends from the Fund's unrestricted retained earnings. The amount of such dividends (either in cash, stock, property or a combination of the foregoing) will depend on the Fund's profits, cash flows, capital expenditure, financial condition, and other factors and will follow SEC's guidelines on determining retained earnings available for dividend declaration. The existence of surplus profit is a condition precedent before a dividend can be declared. The surplus profits or income must be a bona fide income founded upon actual earnings or profits. Actual earnings or profits shall be the net income for the year based on the audited financial statements, adjusted for unrealized items, which are considered not available for dividend declaration. Taking into account the Fund's cash flows, capital expenditure, investment objective and financial condition, at least 10% of the actual earnings or profits may be declared by the Board of Directors as dividends.

Dividends so declared will be automatically reinvested in additional shares on behalf of the shareholders, without sales charges, at the NAVPS on the payment date established for such dividends. As such, shareholders realize their gains when shares are redeemed. Shareholders may elect not to have dividends reinvested and receive payment in cash, net of tax.

## **MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Financial Position as of December 31, 2014**

The Fund is in the process of completing its requirements for the registration of the approved capital stock. Pre-operating expenses incurred amounted to P232,510 which represents filing fees for the registration of shares and accrued professional fees for the auditors.

The capital structure of the Fund consists of issued capital. The P100,000,000 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.

The Fund is guided by its investment policies and legal limitations. All the proceeds from the sale of shares, including the original subscription payments at the time of incorporation constituting the paid-in capital, is held by the pertinent custodian banks.

The Fund is also governed by the following fundamental investment policies:

1. It does not issue senior securities.
2. It does not intend to incur any debt or borrowing. In the event that borrowing is necessary, it can do so only if, at the time of its incurrence or immediately thereafter, there is asset coverage of at least 300% for all its borrowings.
3. It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital.
4. It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager's view on the prospects.
5. It does not invest directly in real estate properties and developments.
6. It does not purchase or sell commodity futures contracts.
7. It does not engage in lending operations to related parties such as the members of the board of directors, officers of the Fund and any affiliates, or affiliated corporations of the company.
8. The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions.

9. It does not change its investment objectives without the prior approval of a majority of its shareholders.

### **Top Five Key Performance Indicators**

The performance of a Fund is important to its investors. Oftentimes, it is used when making investment decisions. That is why Key Performance Indicators (KPI), a set of quantifiable measures, is necessary to gauge its performance in terms of meeting the Fund's investment objective while consistently following its investment policy.

#### **I. Total return**

The performance of a mutual fund is always expressed in terms of its total return, which is the sum of the change in a Fund's Net Asset Value (NAV), its dividends and its capital gains distributions over a given period of time, net of its expenses.

#### **II. Market conditions**

A Fund's true performance potential needs to be evaluated within the context of the market environment prevailing during the different periods used.

It is most relevant to investors to measure the performance of a fund within a 10-year time frame as it will most likely cover a mix of market conditions that may be translated into a more reliable long-term indicator of the Fund Manager's investment management abilities.

#### **III. Benchmarks**

Benchmarking is one of the most important aspects of a mutual fund's total return performance. A fund's performance metrics only have meaning if they are compared to appropriate "guideposts," or benchmarks.

As for the Fund, considering that it is primarily invested in stocks listed in the Philippine Stock Exchange (PSE), its performance is measured against the Philippine Stock Exchange Index (PSEi). The PSEi is the main index of the PSE and is the most watched index among the six PSEi series. It measures the relative changes in the free float-adjusted market capitalization of the 30 largest and most active common stocks listed at the PSE, thereby providing an overview of the market's overall condition.

#### **IV. Peer comparisons**

Mutual funds are also compared to their peers, or peer groups, and relevant fund categories. For example, it is common for investment research materials to compare a stock fund, like the Sun Life Prosperity Philippine Stock Index Fund, to funds similar in nature (peers or peer group). While this information is made available to the Fund's investor, the same may be found in the website of the Investment Company Association of Philippines at [www.pifa.com.ph](http://www.pifa.com.ph).

#### **V. Asset size**

Open-ended mutual funds grow their asset size in two ways:

- Increase in the value of the underlying assets as a result of the strong performance of equity securities and/or bonds in the fund's portfolio. When the underlying assets in a portfolio increase in value, the fund's asset size increases.
-

- The inflow of investors' money. This is why a fund's asset size will continue to grow even if it has a negative return.

The increase in a Fund's asset size signifies solid fund management skills which combined with favorable market conditions backed by a strong economic outlook illustrates how effectively a fund manager has performed and the extent to which value has been added through active management.

The second indicates investor confidence in the fund manager, the company, or both.

Most analysts check whether the performance of a mutual fund is attributable to personnel who have since left the fund. While there is no magic number when it comes to fund manager tenure, it should provide some investor comfort to know that with respect to the Fund, the Fund Manager and the Fund's top management have been with the Fund for at least 5 years. Furthermore, the company, having been in the business for decades combined with a record of consistent strong performance indicates a stability and resilience capable of withstanding the different stages of the business cycle.

## **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

### **Audit and Audit-Related Fees**

For 2014, aggregate fees billed for professional services rendered by the external auditor for the audit of the Fund's annual financial statements amounted to PHP35,000.

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

### **Tax Fees**

There are no professional services rendered by the external auditor for the last two fiscal years for tax accounting, compliance, advice, planning and any other form of tax services.

### **All Other Fees**

There are no other fees billed by the external auditor for any other products and services for the last two fiscal years.

The Fund's audit and compliance committee reviews 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.

## **DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS**

### **Directors and Executive Officers**

The Board of Directors is responsible for conducting all the businesses of the Fund. It shall exercise general supervision over the duties performed by the Investment Company Adviser, Distributor, Transfer Agent and Custodian of the Fund.

The Fund has five (5) directors, all of whom must be pre-screened and shortlisted by the Fund's nomination committee in accordance with the qualifications and disqualifications set forth in the Fund's Manual on Corporate Governance prior to their election. All elected directors hold office for one (1) year until the stockholders elect their successors annually during the annual meeting or adjournment thereof, or at any special meeting called for that purpose.



The following are the Fund's current directors and officers:

Rizalina G. Mantaring	Chairman & Director
Ma. Karenina M. Casas	President & Director
Valerie N. Pama	Director
Melito S. Salazar, Jr.	Independent Director
Oscar M. Orbos	Independent Director
Benedicto Sison	Acting Treasurer
Jemilyn S. Camania	Corporate Secretary
Maria Cecilia V. Soria	Assistant Corporate Secretary
Conchitina D.L. Gregorio	Compliance Officer

All of the above directors and officers are Filipino citizens. Below is a description of each director/officer's business experience during the last 5 years.

**Rizalina G. Mantaring**  
**Director/Chairman (27 June 2007 to present)**

Ms. Mantaring, 55, Filipino, is currently the Chairman of the 8 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 Dynamic Fund, Inc., and Sun Life Prosperity Money Market Fund, Inc. (2009 to present). She is also the Chairman of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation ("Grepalife Funds") (2011 to present). She serves as the President and 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 Sun Life Asset Management, Inc. (SLAMCI) (2007 to present). 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).

**Ma. Karenina M. Casas**  
*President (January 2013 to present) Director (2009 to present)*

Ms. Casas, 51, Filipino, is currently the President and Director of the 8 Sun Life Prosperity Funds (2009, 2013-present), and the Grepalife Funds (2011, 2013-present). She is also a member of the Board of Trustees of Sun Life Financial – Philippines Foundation, Inc. (2009 to present). Ms. Casas also served as President of the above-mentioned Funds (2009) as well as of Sun Life of Canada Prosperity Balanced Fund, Inc. (2009), and Sun Life of Canada Prosperity Philippine Equity Fund, Inc. (2009). She is currently the Chief Administration Officer (2006 to present) of the Sun Life Financial Philippines Group. She graduated with a BS Psychology degree from the Ateneo De Manila University. Ms. Casas also holds the designation of Professional, Customer Service and Associate, Customer Service.

**Valerie N. Pama**

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

Ms. Pama, 51, Filipino, served as the President of the 8 Sun Life Prosperity Funds (2011 to present), and Grepalife Funds (2011 to 2012). She also served as the Chief Operating Officer of SLAMCI (2011 to 2012) before being appointed as its President on 1 January 2013. Ms. Pama was in the banking industry for 20 year, starting with Citibank N.A. in 1990 as a Management Associate. In Citibank, Ms. Pama obtained exposure in various segments of the business, assuming progressively to more senior roles over the years. she had worked in Treasury/Capital Markets, Loans, Equity Sales, Customer Funding Sales, Brokerage and Money Market Sales. By the time she left Citibank in February 2009, Ms. Pama was the President of its Brokerage Business, 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. She is a Graduate of the Ateneo De Manila University with a Bachelor of Science Degree In Management Engineering. She took further studies in Katholieke Universiteit Leuven In Belgium where she obtained her Master's Degree in Business Administration (Major In International Business and Finance Minor in Business Economics).

**Melito S. Salazar, Jr.**

**Independent Director (20 June 2014 -present)**

Mr. Melito S. Salazar Jr., 65, Filipino, is an Independent Director of Sun Life of Canada Prosperity GS Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc. and Sun Life of Canada Prosperity Balanced Fund, Inc. He is currently the Chairman of the Chamber of Commerce of the Philippines Foundation and of the Inter-Asia Development Bank (2011 to present). Among his other positions are: Vice-Chairman of the (Philippine Veterans Bank) PVB Card Inc. (January 2014 to present); Vice-President of the Manila Bulletin (2006 to present) and Dean of Centro Escolar University (June 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 Chambers of 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 (17 January 2000 to present)**

Atty. Orbos, 64, 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) and Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 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 & Taguam Law Office (1998 to present). He obtained his BS Economics and Bachelor of Laws from the University of the Philippines.

**Benedicto C. Sison**

**Acting Treasurer (March 2015 To present)**

Mr. Sison, 54, is the Acting Treasurer and currently the Chief Financial Management and Strategy Officer of Sun Life in the Philippines. He 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). Mr. Sison holds 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).

**Jemilyn S. Camania**  
**Corporate Secretary (12 August 2005 to present)**

Atty. Camania, 38, Filipino, is also the Corporate Secretary of SLOCPI (2010 to present), SLFPI (2010 to present), SLAMCI (2005 to present), Sun Life Holding Co. (2012), Sun Life Foundation (2012), the 8 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 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 (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.

**Atty. Maria Cecilia V. Soria**  
**Assistant Corporate Secretary (6 September 2013 to present)**

Atty. Soria, 39, Filipino, is the Assistant Corporate Secretary of the 8 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 (November 2014-present)**

Atty. Gregorio, 48, Filipino, is the Chief Compliance Officer of SLOCPI, SLFPI, SLAMCI, the 8 Sun Life Prosperity Funds, SLGFI, GAMC, Great Life, and the 3 Grepalife Funds. Before joining Sun Life, Atty. Gregorio headed the Compliance Department of Metrobank Card Corporation where she implemented the company's programs on Compliance, Money Laundering & Terrorist Financing Prevention and Corporate Governance. Atty. Gregorio also spent a number of years as a Capital Markets Specialist and held Legal and Compliance roles in both the Philippine Stock Exchange and Fixed-Income Exchange. Atty. Gregorio received her Juris Doctor Degree from the Ateneo De Manila University and was admitted to the Philippine Bar in 1992.

**Incorporators**

The following are the incorporators of the company:

1. Rizalina G. Mantaring
2. Ma. Karenina M. Casas
3. Valerie N. Pama
4. Melito S. Salazar, Jr.
5. Oscar M. Orbos

### **Significant Employees**

There is no “significant employee” as defined in Part IV(A) (2) of SRC Rule 12 (i.e., any person who is not an executive officer of the corporation but who is expected to make a significant contribution to the business)

### **Family Relationship**

None of the current directors or officers is related to each other up to the 4<sup>th</sup> civil degree of affinity or consanguinity.

### **Involvement In Certain Legal Proceedings**

None of the directors or executive officers of the Fund 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, domestic or foreign criminal proceeding, being subject to any order, judgment or decree, or violation of a securities, banking or commodities law.

### **COMPLIANCE WITH LEADING PRACTICES ON CORPORATE GOVERNANCE**

All of the directors and officers of the Fund have attended seminars on corporate governance given by an SEC-accredited provider. The Board reviews and updates its Manual on Corporate Governance (“Manual”) at least annually to ensure that it is kept abreast of global leading practices and principles on good corporate governance. At least annually, the directors accomplish a Board Effectiveness Questionnaire to determine their level of compliance, as well as top management’s. There have been no deviations from the manual.

### **EXECUTIVE COMPENSATION**

The Fund’s executive officers and directors who are officers and/or employees of SLOCPI and/or SLAMCI do not receive any form of compensation as such from the time of their appointments up to the present.

The Fund’s directors who are not officers and/or employees of SLOCPI and/or SLAMCI (i.e., “Independent Directors”) receive a per diem for their attendance at regular or special meetings of the Board at the rate of PHP20,000.00 per meeting per independent director (the Fund has two [2] Independent Directors). There are no other forms of compensation which such Independent Directors are entitled to receive for meetings attended, other than said per diem and a retainer’s fee not to exceed PHP15,000.00 per quarter. Payment of such retainer’s fee shall be shared by the Fund with the other Sun Life Prosperity Funds which the Independent Director also serves, provided that each independent Director shall receive only a maximum of PHP15,000.00 per quarter from all the Sun Life Prosperity Funds combined. There are no standard arrangements, employment contracts, termination of employment, change-in-control or other arrangements with the directors. Such remuneration to be paid for by the Fund may be adjusted in the future as may be warranted by existing fund levels and other factors.

For year 2015, the Fund forecasts a total Independent Directors’ per diem of Php190,000.

## SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

### Security Ownership of Certain Record and Beneficial Owners as of 31 January 2015

Title of Class	Name of and Address of Record Owner	Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Number of Shares Held	Percent of Class
Common	SLAMCI 8 <sup>th</sup> Floor Sun Life Centre, 5 <sup>th</sup> Ave. Corner Rizal Drive, Bonifacio Global City, Taguig City	More than 10% owner	Both the Record (R) & Beneficial (B) Owner	99,999,995	99.99%
Common	Rizalina G. Mantaring	Director	B&R	1	0.00%
Common	Ma. Karenina M. Casas	Director	B&R	1	0.00%
Common	Valerie N. Pama	Director	B&R	1	0.00%
Common	Oscar M. Orbos	Director	B&R	1	0.00%
Common	Melito S. Salazar, Jr.	Director	B&R	1	0.00%

The President of SLAMCI will exercise voting power over the shares of SLAMCI.

The Directors may be reached through the Corporate Secretary, 6<sup>th</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City.

### Security Ownership of Management as of 31 January 2015

Title of Class	Name of Beneficial Owner	Number of Shares	Nature of Ownership	Citizenship	Percent of Class
Common	Rizalina G. Mantaring	1	Beneficial (B) and Record ('R)	Filipino	0.00%
Common	Ma. Karenina M. Casas	1	B & R	Filipino	0.00%
Common	Valerie N. Pama	1	B & R	Filipino	0.00%
Common	Oscar M. Orbos	1	B & R	Filipino	0.00%
Common	Melito S. Salazar, Jr.	1	B & R	Filipino	0.00%

### Voting Trust Holders of 5% or More

No holder of five percent (5%) or more of the Fund's common shares has a voting trust or similar agreement that vests voting rights or other powers to a voting trustee.

## **Changes in Control**

There has been no change in control of the Fund since the beginning of the last fiscal year. There is no arrangement which may result in a change in control of the registrant.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The following are the interlocking directors and officers of SLAMCIU and the Fund:

Director/Officer	Fund	SLAMCI
Rizalina G. Mantaring	Chairman And Director	Director
Valerie N. Pama	Director	President
Jemilyn S. Camania	Corporate Secretary	Corporate Secretary
Maria Cecilia V. Soria	Assistant Corporate Secretary	Assistant Corporate Secretary
Benedicto Sison	Acting Treasurer	Acting Treasurer
Conchitina D.L. Gregorio	Compliance Officer	Compliance Officer

Other than these interlocking directors and officers, management and members of the Board of Directors of the Fund are not involved in any companies that the Fund deals with.

## **SUMMARY OF PRINCIPAL AGREEMENTS**

The following is a summary of the material terms of the principal agreements related to the business of the Fund and should not be considered to be a full statement of the terms and provisions of such agreements. Accordingly, the following summary is qualified by reference to each agreement and is subject to the full text of each agreement.

### **MANAGEMENT AGREEMENT**

The Fund and SLAMCI entered into a Management Agreement notarized on February 23, 2015 in order for SLAMCI to provide certain services to the Fund, such as: investment and re-investment of the assets, preparation and submission of such information and data relating to the Fund; coordination of the activities; preparation of reports, circulars and notices and other information as may be required; representation with government offices; accounting, bookkeeping, clerical and other administrative facilities; provision of office space and other administrative facilities to the Fund; and carrying out of due diligence with respect to any broker through whom the Fund deals in the conduct of its investment operations.

The Management Agreement is presented annually to the Board of Directors for its approval.

SLAMCI may, without need of prior approval of or prior notification to the Fund, purchase and sell securities or make other investments for the account of the Fund, within the limits of the Fund's investment objectives, policies or guidelines and subject to the provisions of R. A. 2629.

The Fund agrees to pay SLAMCI an annual fee of up to 0.50% of AUM, provided that in no case may the total compensation to SLAMCI exceed any maximum limit under R. A. 2629.

### **DISTRIBUTION AGREEMENT**

The Fund and SLAMCI have executed a Distribution Agreement notarized on February 23, 2015 in order for SLAMCI to act as Principal Distributor and sell shares on a best efforts basis of the capital stock

of the Fund at a public offering price equal to the NAVPS in effect at the time of the sale and the sales commission payable to SLAMCI.

The Fund agrees to pay SLAMCI annual fee of up to 0.50% of AUM, provided that in no case may the total compensation to SLAMCI exceed any maximum limit under R. A. 2629.

#### **TRANSFER AGENT AGREEMENT**

The Fund and SLAMCI have executed a Transfer Agency Agreement notarized on February 23, 2015 for SLAMCI to perform transfer agency services for the Funds. This Agreement became effective on 01 March 2010 and shall be deemed automatically renewed every year thereafter, unless SLAMCI or the Fund shall have notified the party in writing at least sixty (60) days prior to the intended effective date of termination of its intention not to renew the agreement.

The Fund agrees to pay to SLAMCI, as compensation for the latter's services and facilities an annual fee of up to fifteen (15) basis points (0.15%) of AUM. Provided, however, that in no case may the total compensation to SLAMCI exceed any maximum limit prescribed under the law, rule and/or regulations.

#### **CUSTODY AGREEMENT**

All proceeds from the sale of shares/securities, including the original subscription/payments at the time of incorporation constituting the paid-in capital of the Funds shall be held by their designated custodian banks.

The Fund agrees to pay to their custodian banks, as compensation for the latter's services and facilities, an annual fee equivalent of up to 0.02% of average assets under management. In no case may the total compensation to the custodian banks exceed any maximum limit prescribed under the law, rule and/or regulations.

#### **INSTRUMENTS OR STATEMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS**

There are no instruments defining the rights of security holders, including indentures as well as any documents or statements to security holders. There are likewise no published reports regarding matters submitted to the vote of security holders.

#### **TAXATION**

Investors are advised to consult their own professional advisers as to the tax implications of subscribing for, purchasing, holding, and redeeming shares of the Fund. Section 32 (B) (7) (H) of the Philippine Tax Code excludes from gross income gains realized from redemption of shares in mutual funds, making such gains exempt from income tax. Mutual funds are eligible investment products under R. A. 9505 or the "Personal Equity and Retirement Account (PERA) Act of 2008" and qualified mutual fund investments under said law would entitle the investor to certain tax benefits. Tax related laws, rules and regulations are factors that are subject to rapid change and which could detrimentally affect the performance of the Fund.