

FINAL PROSPECTUS

SUN LIFE PROSPERITY WORLD VOYAGER FUND, INC.

(Open-end Investment Company)

The Offer Shares consist of Six Million (6,000,000) common stock with a par value of PHP1.00 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
8th 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 29 March 2016.

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

SUN LIFE PROSPERITY WORLD VOYAGER FUND, INC.
(A corporation organized under Philippine laws)

This Prospectus relates to the offer of 6,000,000 shares of the Sun Life Prosperity World Voyager Fund, Inc. (the "Fund"). with a par value of PHP1.00 per share will be sold at the current Net Asset Value Per Share ("NAVPS").

Total gross proceeds of the 6,000,000 Offer Shares, are estimated at USD 5,978,400 or its peso equivalent of approximately PHP 280,542,398 (computed by multiplying 6,000,000 Offer Shares by USD 0.9964/share offer price at the BSP Published Rate as of September 30, 2015: USD 1.00 = PHP 46.926).

The net proceeds from the sale of securities will be used to invest in diversified investments in equity and equity-linked securities¹ issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities. 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 1.00% of assets under management ("AUM"), estimated at USD 45,000.00 per annum, inclusive of VAT; and (b) as the Fund's distributor, an annual fee of up to 0.75% of AUM, estimated at USD 45,000.00 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.

¹ Equity-linked securities are instruments that are dependent on equity markets. Equity-linked securities often limit the gains the investor derives from the equity market in exchange for more downside protection. For a more detailed discussion, please refer to the Glossary section.

ALL THE REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

BENEDICTO C. SISON
President

SUBSCRIBED AND SWORN TO BEFORE ME this ___ day of _____ 2016 in _____, affiant exhibiting to me his _____ issued on _____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 2016.

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PRINCIPAL PARTIES TO THE OFFER

REGISTRANT

Sun Life Prosperity World Voyager Fund, Inc.

Sun Life Centre, 5th 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.

8th Floor, Sun Life Centre
5th 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

Citibank N.A.

8741 Paseo de Roxas, Makati City 1200

LEGAL COUNSEL

Romulo Mabanta Buenaventura Sayoc & De Los Angeles Law Office

21st Floor, Philamlife Tower
8767 Paseo De Roxas
Makati City, Philippines

INDEPENDENT AUDITOR

Navarro Amper & Associates / Deloitte Touche Tohmatsu

19/F Net Lima Plaza
5th Avenue Corner 26th 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")
Equity-linked Securities	Equity-linked securities are instruments that are dependent on equity markets. The returns on such securities are based on the performance of the underlying equity market that is linked to the security. Equity-linked securities often limit the gains the investor derives from the equity market in exchange for more downside protection. Examples of such a security are Equity-linked notes (ELN) and convertible bonds.
FATCA	Foreign Account Tax Compliance Act
Fund	Sun Life Prosperity World Voyager, Inc.
Grepalife Funds	Grepalife Balanced 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	Six Million(6,000,000) with a par value of One Peso (PHP 1.00) 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
"\$" or "US\$"	The currency of the United States of America
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.

	<p>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. Sun Life Prosperity Dollar Wellspring Fund, Inc. Sun Life Prosperity World Voyager Fund, Inc.</p>
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 September 4, 2015 under SEC registration No. CS201517723. The Fund aims to generate long-term appreciation through diversified investments in equity and equity-linked securities issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities.

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 DOLLARS)

Sun Life Prosperity World Voyager Fund, Inc.
(An Open-End Mutual Fund Company)
Summary of Financial Information
Audited Statement of Financial Position
As of September 30, 2015

Total Assets	USD 1,500,000
Total Liabilities	5,345
Net Assets	1,494,655
Authorized Capital Stock - 6,000,000 Shares	
Issued And Outstanding - 1,500,000 Shares	33,000
APIC	1,467,000
Deficit	(5,345)
Net Assets	1,494,655
Net Asset Value Per Share (NAVPS)	0.9964

**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
- Foreign Investment Risk

- Fund Manager Risk
- Geographic Concentration Risk
- Large Transaction Risk
- Liquidity Risk
- Market Risk
- Non-Guarantee
- Not Insured
- Passive Management Risk
- Regulatory Risk
- Underlying Fund 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 6,000,000 shares of common stock with a par value of PHP 1.00 per share, at offer price of the current NAVPS. The Offer Shares are being offered in the Philippines through SLAMCI.

Minimum Initial Investment	USD 1,000.00
Minimum Subsequent Investment	USD 200.00
Minimum Redemption Amount	<p>USD 100.00</p> <p>The minimum redemption amount of USD100.00 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

	<p>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.</p>
Automatic Reinvestment Of Cash Dividends	<p>Cash 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>
Sales Loads	<p>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:</p>
Option A	<p>Sales load fee will be paid to the investor's mutual fund dealer not exceeding 2% of the total purchase cost plus VAT when shares of the Fund are bought.</p> <p>Under this purchase option, the investor may redeem his shares free of charge at any time, unless the Fund has an</p>

	imposed holding period. In this case, an early redemption fee of up to 2% plus VAT may be charged.																
Option B	<p>Allows all of an investor's money to be invested, with no initial sales load fee deducted. However, the investor agrees to pay SLAMCI a deferred sales charge ("DSC") plus VAT, should the investor redeem the investment, or a portion thereof, within a prescribed investment period.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2">OPTION B - BACK-END</th> </tr> <tr> <th>Redemption on</th> <th>DSC based on market value at the time of redemption (Excluding VAT)</th> </tr> </thead> <tbody> <tr> <td>1st year</td> <td>5.00%</td> </tr> <tr> <td>2nd year</td> <td>4.00%</td> </tr> <tr> <td>3rd year</td> <td>3.00%</td> </tr> <tr> <td>4th year</td> <td>2.00%</td> </tr> <tr> <td>5th year</td> <td>1.00%</td> </tr> <tr> <td>Beyond 5 years</td> <td>None</td> </tr> </tbody> </table> <p>The latest table of fees can be found in the Fund's individual brochures available at our office, through our authorized distributors, or at www.sunlifefunds.com.</p>	OPTION B - BACK-END		Redemption on	DSC based on market value at the time of redemption (Excluding VAT)	1 st year	5.00%	2 nd year	4.00%	3 rd year	3.00%	4 th year	2.00%	5 th year	1.00%	Beyond 5 years	None
OPTION B - BACK-END																	
Redemption on	DSC based on market value at the time of redemption (Excluding VAT)																
1 st year	5.00%																
2 nd year	4.00%																
3 rd year	3.00%																
4 th year	2.00%																
5 th year	1.00%																
Beyond 5 years	None																
Minimum Holding Period / Early Redemption Fee	<p>There may be a minimum holding period of 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 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</p>																

	<p>redeemed.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
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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.</p> <p>Transfer from other eligible SLAMCI-managed funds is allowed. However, the investor's original purchase option may not be changed upon such transfer. If the investor originally purchased on a front-end basis, then the investor cannot shift to the back end option when transferring.</p> <p>A transfer of back end share does not trigger a deferred sales charge ("DSC"). The "new" shares purchased on a transfer are deemed to have the same date of purchase as the original shares that were redeemed to make the transfer.</p> <p>The minimum transfer amount is USD 200.00, provided that the investor already has an outstanding investment of at least USD1,000.00 with the Fund to which the transfer shall be made. The order ticket to transfer must be made through the registered representative or dealer who must forward the order ticket to transfer to SLAMCI on the same day. On SLAMCI's receipt of an order ticket to transfer, shares will be redeemed by the Fund, subject to the foregoing provisions on redemption, and the proceeds of redemption will be applied to the purchase of shares of another fund, at the applicable NAVPS, subject to the provisions governing the purchase of the shares of the other fund.</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. Investments that are convertible into equity may also be subject to interest rate risk. To manage this risk, the equity investments included in the Fund's portfolio are carefully selected based on their fundamental soundness, and by actively monitoring equity indices such as the S&P 500 and MSCI All Country World Index, among others. Diversification of equity investments in terms of security selection and industry exposure is likewise observed

Foreign Investment Risk: The Fund invests in securities issued by corporations in, or governments of, countries other than the Philippines. Investing in foreign securities can be beneficial in expanding your investment opportunities and portfolio diversification, but there are risks associated with foreign investments, including:

- companies outside of the Philippines may be subject to different regulations, standards, reporting practices and disclosure requirements than those that apply in the Philippines;
- the legal systems of some foreign countries may not adequately protect investor rights;
- political, social or economic instability may affect the value of foreign securities;
- foreign governments may make significant changes to tax policies, which could affect the value of foreign securities; and
- foreign governments may impose currency exchange controls that prevent a Fund from taking money out of the country.

To mitigate this risk, the Fund will only invest in securities that are domiciled in a country that is regulated by a credible regulatory authority.

Fund Manager Risk: The performance of the Funds is also dependent on the Fund Manager's skills. Hence, the Fund may underperform in the market and/or in comparison with similar funds due to investment decisions made by the Fund Manager, and may also fail to meet the Fund's investment objectives. The Board of Directors of the Funds, however, shall ensure that all investment policies and restrictions enumerated in this Prospectus are strictly followed.

Geographic Concentration Risk: Some Funds may invest a relatively large portion of their assets in issuers located in a single country, a small number of countries, or a particular geographic region. As a result, the performance of these Funds could be closely tied to the market, currency, economic, political, regulatory, geopolitical or other conditions in such countries or region, and could be more volatile than the performance of funds with more geographically-diversified holdings. The Fund manages this risk by complying with the exposure limits determined by the investment manager.

Passive Management Risk: Some Funds may invest in other mutual funds that are not actively managed, such as index funds. 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. This may in turn affect the performance of a Fund that invests in such passively managed fund.

Underlying Fund Risk: Some Funds may pursue its investment objectives indirectly by investing in shares of other mutual funds, including exchange-traded funds, in order to gain access to the strategies pursued by those underlying funds. There can be no assurance that any use of such multi-layered fund of fund structures will result in any gains for a Fund. If an underlying fund that is not traded on an exchange suspends redemptions, a Fund will be unable to value part of its portfolio and may be unable to redeem shares. Underlying funds that are traded on an exchange are subject to the following risks that do not apply to conventional mutual funds: (i) an exchange-traded fund's units often trade on the exchange at a premium or discount to the net asset value of such units; (ii) an active trading market for an exchange-traded fund's units may not develop or be maintained, and (iii) there is no assurance that the exchange-traded fund will continue to meet the listing requirements of the exchange. The Fund manages this risk by conducting comprehensive due diligence on the underlying funds as well as their respective investment managers.

Liquidity Risk: The Funds are usually able to service redemptions of investors within 7 business days after receiving the notice of redemption by paying out redemptions from available cash or cash equivalents. When redemptions exceed these liquid holdings, the Funds will have to sell less-liquid assets, and during periods of extreme market volatility, the Funds may not be able to find a buyer for such assets. As such, the Funds may not be able to generate enough cash to pay for the redemptions within the normal 7-day period. To mitigate this risk, the Fund maintains adequate highly liquid assets in the form of cash, cash equivalents and near cash assets in its portfolio.

Dilution Risk: Being an open-end mutual fund, various investors may effectively subscribe to any amount of shares of the Fund. You then face the risk of your 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. To mitigate this risk, the Fund may impose single investor limits to the ownership of the fund, when necessary. This limits the extent to which any single investor can exercise control of the Fund.

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. To mitigate this risk, the Fund may impose single investor limits to the ownership of the fund, when necessary. This limits the extent to which redemptions from any single investor can impact the Fund's cash flow.

Non-Guarantee: Unlike deposits made with banks, an investment in the Fund is neither insured nor guaranteed by the PDIC. You carry the risk of losing the value of your 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: You should be aware that your investment in the Funds is not insured with the Philippine Deposit Insurance Corporation ("PDIC"). The Fund Manager is prevented by law to guarantee any return.

Regulatory Risk: The Funds' 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. To mitigate this risk, the Fund adopts global best practices. Further, it maintains regular communications with the relevant government agencies to keep itself abreast of the issues giving them concern, and to have the opportunity to help them set standards for good governance. The Fund's investment manager, SLAMCI, also takes an active participation in the Philippine Investment Funds Association, Inc. ("PIFA"), an association of mutual fund companies in the Philippines.

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: Given its investment objective - aims to generate long-term appreciation through diversified investments in equity and equity-linked securities issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities. – the Fund is classified as a high-risk investment.

USE OF PROCEEDS

Proceeds from the sale of the Offer Shares shall be invested in diversified investments in equity and equity-linked securities² issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities. 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:

Estimated Expenses for the Registration of the Company	
SEC Registration Fees	273,530.00
Publication	30,000.00
Documentary Stamp Tax	30,000.00
Professional Fees	80,000.00
TOTAL	413,530.00

² Equity-linked securities are instruments that are dependent on equity markets. Equity-linked securities often limit the gains the investor derives from the equity market in exchange for more downside protection. For a more detailed discussion, please refer to the Glossary section.

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

Gross Proceeds	280,542,398.00
Less: Estimated Expenses	413,530.00
Net Proceeds	<u>280,128,868.00</u>

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 assets³ less total liabilities⁴) 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.

PRINCIPAL DISTRIBUTOR

SLAMCI serves as the Fund's Principal Distributor. An annual fee of up to 0.75% of the Fund's average net asset value is paid by the Fund to SLAMCI as compensation for the latter's services and facilities. 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. The proceeds received by SLAMCI as Principal Distributor will be used to cover

³The 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.

⁴The 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.

expenses such, but not limited to, as commission and other compensation due to dealers and other selling personnel, costs of establishing and maintaining sales offices and transportation and communication charges.

Compensation received by SLAMCI as Principal Distributor is exclusive of front-end or back-end fees that may be charged directly to the investor depending on the sales load option chosen as detailed in the terms of the offer.

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 style="text-align: center;">CITIBANK, N.A. 8741 Paseo de Roxas Makati City</p>
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In consideration of the services to be rendered by the custodians, the Fund shall pay the custodians 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.

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 PIFA⁵, 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.

⁵Then called the Investment Company Association of the Philippines.

3. SLAMCI's registered office address is at the 8th 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 1.00% 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 Agency 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 the Fund's average net asset value 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.

DESCRIPTION OF SECURITIES TO BE REGISTERED

CAPITALIZATION

At incorporation, the Fund had an ACS of PHP 6,000,000 divided into 6 Million unclassified common shares with a par value of PHP1.00 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 September 4, 2015 under SEC Registration No. CS201517723. The Fund is an open-end investment company engaged in the sale and distribution of mutual fund shares, and invests in diversified investments in equity and equity-linked securities issued by corporations domiciled in

developed and emerging markets, or through diversified investment companies invested in such securities.

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 August 31, 2015.

Mutual Fund Company/Investment Company Adviser	Net Asset Value	Market Share
ALFM Mutual Funds	PHP 101,109 Million	43.43%
Sun Life Asset Management Co., Inc.	PHP 45,303 Million	19.46%
Philam Asset Management, Inc.	PHP 45,139 Million	19.39%

The Fund falls under the Dollar-denominated equity fund category. However, there is currently only one other Dollar Equity mutual fund which is the ATR KimEng AsiaPlus Recovery Fund, Inc.

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 Sun Life World Voyager Fund aims to generate long-term appreciation through diversified investments in equity and equity-linked securities issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities.

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 diversified portfolio. Geographic and asset allocations may vary at any time depending on the investment manager's overall view.
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 determined from time to time, as warranted by economic and investment conditions.
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.

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 generate long-term appreciation through diversified investments in equity and equity-linked securities issued by corporations domiciled in developed and emerging markets, or through diversified investment companies invested in such securities. 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.

- 8. *Minimum investment is USD1,000.00 while subsequent investment is USD200.00*

- 9. SEC Memorandum Circular No. 10, series of 2006 requires that investment in bonds and evidence of indebtedness registered and traded on an organized market in a foreign country whose issue and issuer borrower are rated at least BBB.

- 10. Investments in foreign securities shall be in accordance with SEC Memorandum Circular No. 7, series of 2005, as amended entitled “Guidelines on the Evaluation of Foreign Investments by Mutual Fund Companies.”

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

In compliance with local and foreign regulatory requirements, the Fund requires the investor to inform the Fund within thirty (30) days of the change in the investor's circumstances, which makes any information on a document incorrect, and provide a new or updated identification document. Those investors with U.S. address, contact information or certain indicia of U.S. Person will be required to submit a government-issued identification document and complete a Form W-9, W-8BEN or W-8BEN-E, which will be sent via mail/email.

With regard to the above, the investor agrees that when the Fund is required by law, regulation or otherwise to provide all information on the investor's local and/or foreign tax status, the Fund may disclose such information to competent authority or its delegate involved in processing, collecting, transferring or disclosing the relevant information. Where a separate waiver is required to provide the required information to competent authority or its delegate, the investor undertakes to provide a waiver in a format acceptable to the Fund.

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 for investment amounts great than Php 5 million. 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 5 Million or dollar equivalent 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).

Holdings

As of September 30, 2015, 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 September 30, 2015

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

Out of the present authorized capital of the Fund, 1.5 Million shares amounting to \$33,000 have been issued, subscribed, fully paid and outstanding as of September 30, 2015.

The Fund is in the process of completing its requirements for the registration of the approved capital stock. Pre-operating expenses incurred amounted to \$5,345 which represents filing fees for the registration of shares and accrued professional fees for the directors, external lawyers and auditors.

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

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

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 investments in equity securities.

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. Asset class and geographic 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.

Functional Currency

The financial statements are presented in United States Dollar, the currency of the primary economic environment in which the Fund operates.

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.

The MSCI All Country World Index (MSCI ACWI) is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets.

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 an equity fund, like the Sun Life Prosperity World Voyager 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.

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

There has been no disagreement with Deloitte on any accounting and financial disclosures.

Audit and Audit-Related Fees

The audit fee for 2015 is \$ 749 USD. This fee pertains to the Interim Audit of the financial statements of the Fund in relation to statutory and regulatory filings.

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

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
Benedicto C. Sison	President & Director
Valerie N. Pama	Director

Melito S. Salazar, Jr.	Independent Director
Oscar M. Orbos	Independent Director
Candy S. Esteban	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

Ms. Mantaring, 55, Filipino, is currently the Chairman of the eleven Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc. (2009 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present) and Sun Life Prosperity Philippine Stock Index Fund, Inc. (December 2014), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). ("11 Sun Life Prosperity Funds"). 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 & CEO of Sun Life of Canada (Philippines), Inc. ("SLOCPI") (2009 to present), Sun Life Financial Plans, Inc. ("SLFPI") (2009 to present) and, a Director of the Sun Life Asset Management Company, Inc. ("SLAMCI") (2007 to present). Prior to the foregoing, Ms. Mantaring was Deputy President of the Sun Life Financial Philippines group of companies (2009) and Regional Chief Operations Officer of Sun Life Financial Asia (2008 to 2009). She also served as Chief Operating Officer of SLOCPI (1999 to 2008) and Information Systems Head, Asia Pacific Division of the Sun Life Assurance Company of Canada (1992 to 1999). Ms. Mantaring received her Bachelor of Science in Electrical Engineering (cum laude) from the University of the Philippines and Master of Science in Computer Science from the State University of New York at Albany. She is also a Fellow, Life Management Institute (with distinction) and Associate, Customer Service (with honors).

BENEDICTO C. SISON
Director / President

Mr. Sison, 54, is currently a Director and President of the eleven Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc. (2009 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present) and Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). ("11 Sun Life Prosperity Funds"). Mr. Sison is also a Director of Great Life Financial Assurance Corporation (March 2015 to present). He is the Treasurer of Sun Life Financial-Philippines Foundation, Inc. (June 2015 to present). He also serves as the Chief Strategy and Financial Management Officer (April 2015 to present). He brings to the job a wealth of international finance experience gained primarily from ConAgra Foods, Inc., a multi-billion dollar global consumer products company. He held various positions with increasing responsibility in the areas of audit, financial control, planning and management in ConAgra's US, India and Asia-Pacific Operations. He was the Finance Director for the Asia Pacific Region, based in China, prior to joining Sun Life.

Benedict is a Magna Cum Laude graduate of BS Business Administration from the University of the Philippines (1983). He graduated with honors from the Graduate School of Management of the University of California Riverside where he earned his Masters in Business Administration, Major in

Finance/Accounting (1988). He is a Certified Public Accountant (CPA) and is a member of the American Institute of CPAs.

VALERIE N. PAMA

Director

Ms. Pama, 51, Filipino, is currently the Director and President of Sun Life Asset Management Company, Inc. (2011 to present) and Director of 9 Sun Life Prosperity Funds, i.e. Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc. (2011 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present) and Sun Life Prosperity Philippine Stock Index Fund, Inc. (December 2014 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). She is also a Director of the Grepalife Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to present). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Funds (2011 to 2012). She also served as the Chief Operating Officer of Sun Life Asset Management Company, Inc. (2011 to 2012) before being appointed as its President in 2013.

Ms. Pama is a veteran banker, having been in the industry for 20 years. She started her career with Citibank N.A. in 1990 as a Management Associate, wherein she obtained exposure in various segments of the business, assuming progressively senior roles over the years. She had worked in treasury/capital markets, loans, equity sales, customer funding sales, brokerage and money market sales. By the time she retired from Citibank N.A. in 2009, Ms. Pama was the President of Citicorp Financial Services and Insurance Brokerage Inc.

Prior to joining Sun Life, Ms. Pama was a product development consultant for ING Bank's Investment Management Group.

Ms. Pama has held the chairmanship of the Philippine Investment Funds Association (PIFA) since 2011. This enabled her to represent the mutual fund industry in advocating investor literacy, customer protection and regulatory advancements to government agencies, key market players and the general public.

Ms. Pama is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering. She obtained her MBA in International Business and Finance, with a minor in Business Economics from Katholieke Universiteit Leuven in Belgium. On her sophomore year in MBA, she was awarded With Distinction by the university for her exemplary academic performance.

MELITO S. SALAZAR, JR.

Independent Director

Mr. Melito S. Salazar Jr., 66, Filipino, is an independent Director of Sun Life of Canada Prosperity GS Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc. (February 2015 to present) and Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). He is currently the Chairman and Director of the Inter-Asia Development Bank (2010 to present). He is also the Chairman and President of Quickminds Corporation (2011 to present), Chairman of Incite.Gov (2011 to present) and Omnipay (Formerly PVB Card, Inc.) (2014 to present). Among his other positions are: Director of PhilsFirst Insurance Company (2007 to present) and Concepcion Industrial Corporation (2013 to present); Vice- President of the Manila Bulletin (2006 to present); Editor-in-Chief of Philippine Rotary (2011 to present); Dean of Centro Escolar University, School of Accountancy and Management (June 2014 to present); Trustee of University of St. La Salle Bacolod (2009 to present) and Regent of Philippine Normal University System (2014 to present). Prior to these posts, he served as a Monetary Board Member of the Bangko Sentral ng Pilipinas (1999 to 2005), President of the Management Association of the Philippines (2013), President of the Financial Executive Institute of the Philippines (2005), and Chairman of the Chamber of Commerce of the

Philippine Islands (2009 to 2012). Mr. Salazar is a BSBA and MBA graduate of the University of the Philippines and attended executive education and training programs at the Harvard Business School, Massachusetts Institute of Technology, University of North Carolina, Chapel Hill and INSEAD in France.

OSCAR M. ORBOS
Independent Director

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), Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc. (February 2015 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015) and Sun Life Prosperity World Voyager Fund, Inc. (September 2015). 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.

CANDY S. ESTEBAN
Treasurer

Ms. Candy Sing Esteban, 38, Chinese, is the Treasurer of Sun Life Asset Management Company, Inc. ("SLAMCI") and the Sun Life Prosperity Funds. (June 2015 to present). Ms. Esteban is concurrently the Head of Financial Planning and Analysis for Sun Life Financial Philippines effective September 1, 2014. Ms. Esteban is responsible for all financial planning, management reporting and analysis for the Sun Life group of companies, as well as the Finance Business Partner for SLAMCI.

Prior to joining Sun Life, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, two of the leading global banking institutions.

Ms. Esteban has nearly 15 years of experience in the areas of controllership, profitability management, financial planning and management reporting, investments, insurance and loans in consumer, corporate banking, wealth management, commercial credit cards business and project management.

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

JEMILYN S. CAMANIA
Corporate Secretary

Atty. Camania, 39, Filipino, is also the Corporate Secretary of SLOCPI (2010 to present), SLFPI (2010 to present), SLAMCI (2005 to present), Sun Life Financial Philippine Holding Company, Inc. (2012 to present), Sun Life Foundation (2012 to present), the 11 Sun Life Prosperity Funds (2005 to present), GAMC (2011 to present), Great Life (2012), and the 3 Grepalife Funds (2011 to present). She also serves as Assistant Corporate Secretary of SLGFI (2012). She started at Sun Life as Assistant Counsel (2004), became its Counsel (2007 to 2011) and Senior Counsel (2011 to 2012). She is currently Sun Life's Deputy General Counsel (2012 to present). Prior to joining Sun Life, she 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.

MARIA CECILIA V. SORIA

Assistant Corporate Secretary

Atty. Soria, 39, Filipino, is the Assistant Corporate Secretary of the 11 Sun Life Prosperity Funds (September 2013 to present), and the Grepalife Funds (September 2013 to present). Prior to joining these companies, she worked as Associate, later promoted to Senior Associate, at Tan Venturanza Valdez (May 2010 to August 2013), as Senior Associate at Reyes-Fajardo and Associates (2009 to 2010) and SGV & Co. (2008 to 2009), as Associate at Medialdea Ata Bello & Guevarra (2007-2008), and as Executive Assistant 6 at the Civil Service Commission (2006-2007). Atty. Soria received her Bachelor of Arts in Political Science and Bachelor of Laws from the University of the Philippines. She was admitted to the Philippine Bar in May 2007.

CONCHITINA D.L. GREGORIO

Compliance Officer

Atty. Gregorio, 48, Filipino, is the Chief Compliance Officer of SLOCPI, SLFPI, SLAMCI, the 11 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 4th 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. To measure or determine the level of compliance of the Board of Directors and Management with the Manual, the Compliance Officer is empowered to: a) Monitor compliance with the provisions and requirements of this Manual; b) Determine violation/s of the Manual and recommend the penalty for violation thereof for further review and approval of the Board; c) Identify and monitor compliance with the rules and regulations of regulatory agencies, and take appropriate corrective measures to address all regulatory issues and concerns; d) Appear before the Commission upon summons on matters relative to this Manual that need to be clarified by the same; and e) Issue a certification every January 30th of the year or on such date as may be determined by the proper regulatory authority on the extent of the Fund’s compliance with this Manual for the completed year, explaining the reason/s for the latter’s deviation from the same. Furthermore, the directors accomplish a Board Effectiveness Questionnaire annually 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 November 30, 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 th Floor Sun Life Centre, 5 th Ave. Corner Rizal Drive,	More than 5% owner	Both the Record (R) & Beneficial (B) Owner	1,499,995	99.99%

	Bonifacio Global City, Taguig City				
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The President of SLAMCI will exercise voting power over the shares of SLAMCI.

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

Security Ownership of Management as of November 30, 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	Benedicto C. Sison	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 SLAMCI 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
Candy S. Esteban	Treasurer	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 October 1, 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 1.00% 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 October 01, 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 an annual fee of up to 0.75% of the Fund's average net asset value as compensation for SLAMCI's services and facilities, 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 Agent Agreement notarized on October 01, 2015 for SLAMCI to perform transfer agency services for the Fund. This Agreement became effective on September 7, 2015 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 as transfer agent an annual fee of up to 0.15% of the Fund's average net asset value. 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.