

**FINAL PROSPECTUS**

**SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.**

**(Open-end Investment Company, Unitized Mutual Fund)**

The Fund only offers units of participation. The Participation Units consist of One Hundred Billion (100,000,000,000) units, to be offered at current Net Asset Value per Unit.

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

**The date of this Prospectus is 21 December 2018.**

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

**SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.**  
*(A corporation organized under Philippine laws)*

This Prospectus relates to the offer of 100,000,000,000 units of the Sun Life Prosperity Achiever Fund 2038, Inc. (the "Fund") to be sold at the current Net Asset Value Per Unit ("NAVPU").

Total gross proceeds of the 100,000,000,000 Participation Units are estimated at PHP 100,000,000,000 (computed by multiplying 100,000,000,000 Offer Units by PHP 1.0000/unit offer price).

The net proceeds from the sale of securities will be used to invest in domestic equity and other high-yielding securities and/or fixed income and other high-quality debt instruments. For a more detailed discussion, please refer to the section entitled "Use of Proceeds".

The Participation Units are being offered in the Philippines through Sun Life Asset Management Company, Inc. ("SLAMCI"). SLAMCI is being paid the following fees: (a) as the Fund's adviser and manager, an annual fee of up to 0.625% of assets under management ("AUM"), estimated at PHP 700,000,000.00 per annum, inclusive of VAT; and (b) as the Fund's distributor, an annual fee of up to 0.625% of AUM, estimated at PHP 700,000,000.00 per annum, inclusive of VAT. For a more detailed discussion on the Investment Company Adviser, please refer to the section entitled "Plan Of Distribution".

All of the offered units will have identical rights and privileges, and may be owned by any person or entity, regardless of nationality. The unitholders are not entitled to any dividends. The Fund may allow non-guaranteed unit-paying and/or income-paying feature/s if so declared and approved by the Board of Directors of the Fund, and accordingly permitted by the Securities and Exchange Commission.

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

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

**ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED IS TRUE AND CURRENT.**

**MARIA JOSEFINA A. CASTILLO**  
President

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_\_ day of November 2018 in \_\_\_\_\_, affiant exhibiting to me his Passport No. P2050182A issued in Manila on 28 February 2017.

Doc No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2018.

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## PRINCIPAL PARTIES TO THE OFFER

### REGISTRANT

**Sun Life Prosperity Achiever Fund 2038, Inc.**

Sun Life Centre, 5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City  
e-mail: sunlink@sunlife.com  
website: www.sunlifefunds.com  
Telephone No. 849-9888  
Fax No. 849-9744

### INVESTMENT COMPANY ADVISER, DISTRIBUTOR AND TRANSFER AGENT

**Sun Life Asset Management Company, Inc.**

8<sup>th</sup> Floor, Sun Life Centre  
5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City  
e-mail: sunlink@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

**Hong Kong and Shanghai Banking Corporation**

7<sup>th</sup> Floor, HSBC Centre  
3058 Fifth Avenue West  
Bonifacio Global City, Taguig City

**Standard Chartered Bank**

Standard Chartered Bank Building  
6788 Ayala Avenue, Legazpi Village,  
Makati City, Philippines

### LEGAL COUNSEL

**NMGRA Law**

8<sup>th</sup> Floor, Corporate Center  
139 Valero St, Salcedo Village  
Makati City, Philippines

**Atty. Rodolfo P. Soriano, Jr. Law Office**

Millenia Tower, Escriva Drive,  
Ortigas Business District, Pasig City

### INDEPENDENT AUDITOR

**Navarro Amper & Company / Deloitte Touche Tohmatsu**

19/F Net Lima Plaza  
5<sup>th</sup> Avenue Corner 26<sup>th</sup> Street  
Bonifacio Global City, Taguig City

## GLOSSARY

ACS	Authorized Capital Stock
AUM	Assets Under Management
AMLC	Anti-Money Laundering Council
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 units with the Fund's Principal Distributor
Deferred Sales Load	Sales charge that is paid when units are redeemed (also called "back-end load")
FATCA	Foreign Account Tax Compliance Act
Fund or Registrant	Sun Life Prosperity Achiever Fund 2038, Inc.
Income Paying Feature	Privilege to receive non-guaranteed stream of income in the form of cash to unit holders. The income distribution shall come from cash dividends or coupon/interest earned and received from investment outlets. Such income distribution shall decrease the net asset value of the fund, and consequently, a decline in the Net Asset Value per Unit (NAVpU) similar to the effect of dividend declaration on stock prices.
Multi-Asset / Asset Allocation Fund	Shall refer to a Mutual Fund Company that invests in a fixed or variable mix of both equity and fixed income instruments, as well as cash and cash equivalents
NAVPU	<p>Net Asset Value Per Unit</p> <p>Shall refer to the computed NAV on a per unit basis at the close of the day. It is calculated by dividing the Fund's total net assets by the number of its outstanding units.</p>

NAVPS	<p>Net Asset Value Per Share</p> <p>Shall refer to the computed NAV on a per share basis at the close of the day. It is calculated by dividing the Fund's total net assets by the number of its outstanding shares.</p>
Offer	The offering for subscription of additional units at an offer price of the current NAVPU.
Offer Units	One Hundred Billion (100,000,000,000) units
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 units
R. A. No. 2629	Investment Company Act
R. A. No. 8799	The Securities Regulation Code
R. A. No. 9160	Anti-Money Laundering Act Of 2001, as amended.
R.A. No. 10168	The Terrorism Financing Prevention and Suppression Act of 2012
R.A. No. 10173	Data Privacy Act of 2012
Redemption Fee	The fees paid to the Fund that is not a sales charge and is expressed as a percentage of the amount redeemed.
SEC or the Commission	Securities and Exchange Commission
SLAMCI or Investment Company Adviser	Sun Life Asset Management Company, Inc.
SLFPI	Sun Life Financial Plans, Inc.

SLOCPI	Sun Life of Canada (Philippines), Inc.
Sun Life Prosperity Funds	<p>Sun Life of Canada Prosperity Bond Fund, Inc.  Sun Life of Canada Prosperity Balanced Fund, Inc.  Sun Life of Canada Prosperity Philippine Equity Fund, Inc.  Sun Life Prosperity Money Market Fund, Inc.  Sun Life Prosperity GS Fund, Inc.  Sun Life Prosperity Dollar Advantage Fund, Inc.  Sun Life Prosperity Dollar Abundance Fund, Inc.  Sun Life Prosperity Dynamic Fund, Inc.  Sun Life Prosperity Philippine Stock Index Fund, Inc.  Sun Life Prosperity Dollar Wellspring Fund, Inc.  Sun Life Prosperity World Voyager Fund, Inc.  Sun Life Prosperity Dollar Starter Fund, Inc.</p>
UITF	Unit Investment Trust Fund
Unit Paying Feature	Privilege to receive non-guaranteed stream of income in the form of additional units to unit holders. The unit distribution shall come from cash dividends or coupon/interest earned and received from investment outlets. Such income distribution shall decrease the net asset value of the fund, and consequently, a decline in the Net Asset Value per Unit (NAVpU) similar to the effect of dividend declaration on stock prices.
Unitized Mutual Fund	Shall refer to a mutual fund company that issues units of participation, each of which represents an undivided interest in the pool of investment assets of the scheme
Units of Participation	Represents an undivided interest in the pool of investment assets in the Unitized Mutual 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 January 10, 2018 under SEC Registration No. CS201739630. The Fund's investment objective is to generate long-term capital appreciation through a portfolio of equities, fixed income securities and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2038) approaches.

Open-end mutual fund companies in the Philippines are organized as stock corporations, and are allowed to issue shares and/or units. The Fund shall not offer *common shares*, only *units* of participation.

### FINANCIAL HIGHLIGHTS

Sun Life Prosperity Achiever Fund 2038, Inc.  
(An Open-End Mutual Fund Company)  
Summary of Financial Information  
Audited Statement of Financial Position  
As of September 30, 2018

Total Assets	PHP 50,371,121
Total Liabilities	855,300
Net Assets	49,515,821
Capital Stock – P0.01 Par Value	
Authorized Capital Stock - 200,000,000 Shares	
Issued And Outstanding - 50,000,000 Shares	500,000
APIC	49,500,000
Deficit	(484,179)
Net Assets	49,515,821
Net Asset Value Per Share (NAVPS)	0.9926

\*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 Units. Each of these matters could have adverse consequences to the Fund.

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

- Market Risk
- Credit Risk
- Foreign Exchange Risk
- Fund Manager Risk
- Liquidity Risk
- Dilution Risk
- Large Transaction Risk
- Taxation Risk
- Non-Guarantee

- Regulatory Risk
- Operational Risk
- Taxation Risk

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

### TERMS OF THE OFFER

The Fund is offering 100,000,000,000 units at offer price of the current NAVPU. The Participation Units are being offered in the Philippines through SLAMCI. The Fund shall have an initial NAVPU of P1.00.

Minimum Initial Investment	PHP 1,000.00
Minimum Subsequent Investment	PHP 1,000.00
Minimum Redemption Amount	<p>PHP 1,000.00</p> <p>The minimum redemption amount of PHP1,000.00 is observed unless the redemption is part of a special arrangement or other services offered by SLAMCI.</p> <p>Should the units of the investor fall below the minimum redemption amounts after redemption, SLAMCI may, without notice, redeem the remaining units 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 Unit is the current NAVPU.
Notification Rights	Unitholders are entitled to be notified of any material change to the Registration Statement and the Subscription agreement. Unitholders shall be notified of any material change/s to the Registration Statement and/or the Subscription Agreement at least thirty (30) days prior to its effective date.
Voting Rights	Unitholders do not have voting rights.
Eligibility	Both Philippine nationals and non-Philippine nationals can subscribe to the Fund's units.
Application/Subscription Payment	<p>and</p> <p>Units of the Fund are sold on cash basis only. Installment sales will not be made.</p> <p>Units of the Fund are offered for sale on a continuous basis at the NAVPU 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 units 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</p>

	<p>may establish and deem acceptable from time to time. All payments to be forwarded to and received by SLAMCI should come with and must be supported by the appropriate documents. Payments must also be forwarded and received by SLAMCI through mediums recognized and accredited by SLAMCI. The investor's account will be credited for the subscription only when the payment is in the form of cash, cheque or electronic transfer. The subscription will not be processed into the investor's account until the payments have become available to the Fund for investment deployment. Investors should inquire with their banks the clearing time required for each form of payment and when their investments will be available to the Fund. Applicable bank charges will be deducted from the investible amount.</p> <p>SLAMCI has the option to process local cheques denominated in Philippine Pesos as cleared funds provided that:</p> <ol style="list-style-type: none"> <li>1. The Investor accomplishes a Waived Clearing Form upon payment.</li> <li>2. The cheque will be deposited into a bank accredited by SLAMCI for such purpose.</li> </ol> <p>To reduce the adverse effect to existing investors of large redemptions in the Fund, a subscription may be amended or rejected if it makes the investor a holder of 10% or more of the Fund's net assets on subscription date.</p>														
<p>Sales Loads</p>	<p>In selling the units of the Fund, SLAMCI's representatives and eligible dealers are not entitled to any commission. The investor is not charged any sales load upon purchase of units. However, if an investment is redeemed within five (5) years from date of original investment, a redemption fee (see Exhibit 1) will be charged based on the redeemed amount of the investor. Redemption on transferred units will also be subjected to applicable deferred sales charge.</p> <p style="text-align: center;">Exhibit 1.0 Back-End Load Rate</p> <table border="1" data-bbox="657 1318 1404 1633"> <thead> <tr> <th></th> <th style="text-align: center;"><b>BACK-END Load Rate</b> Based on Market Value at Time of Redemption (excluding VAT)</th> </tr> </thead> <tbody> <tr> <td>Redemption on: 1<sup>st</sup> Year</td> <td style="text-align: center;">Up to 5.00%</td> </tr> <tr> <td>Redemption on: 2<sup>nd</sup> Year</td> <td style="text-align: center;">Up to 4.00%</td> </tr> <tr> <td>Redemption on: 3<sup>rd</sup> Year</td> <td style="text-align: center;">Up to 3.00%</td> </tr> <tr> <td>Redemption on: 4<sup>th</sup> Year</td> <td style="text-align: center;">Up to 2.00%</td> </tr> <tr> <td>Redemption on: 5<sup>th</sup> Year</td> <td style="text-align: center;">Up to 1.00%</td> </tr> <tr> <td>Redemption on: Beyond 5 Years</td> <td style="text-align: center;">None</td> </tr> </tbody> </table>		<b>BACK-END Load Rate</b> Based on Market Value at Time of Redemption (excluding VAT)	Redemption on: 1 <sup>st</sup> Year	Up to 5.00%	Redemption on: 2 <sup>nd</sup> Year	Up to 4.00%	Redemption on: 3 <sup>rd</sup> Year	Up to 3.00%	Redemption on: 4 <sup>th</sup> Year	Up to 2.00%	Redemption on: 5 <sup>th</sup> Year	Up to 1.00%	Redemption on: Beyond 5 Years	None
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Redemption on: 5 <sup>th</sup> Year	Up to 1.00%														
Redemption on: Beyond 5 Years	None														
<p>Minimum Holding Period / Early Redemption Fee</p>	<p>There will be a minimum holding period of five (5) years for units purchased.</p> <p>Redemptions made within the minimum holding period from the date of investment will be charged subject to applicable deferred sales charge.</p>														

<p>Subscription Process</p>	<p>Subscriptions received by SLAMCI or its authorized distributors by 12 o'clock noon on a business day will be processed at the NAVPU 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 unitholders 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>
<p>Cut Off Period</p>	<p>If received after 12 o'clock noon, subscriptions will be processed at the NAVPU calculated for the next business day.</p>
<p>Redemption Process</p>	<p>Units are redeemable at any time at their respective NAVPU. However, there will be a redemption fee computed based on applicable deferred sales charge of the redeemed amount on investments redeemed within five (5) years from the date of investment. Further, redemption of transferred units originally will be subjected to the applicable deferred sales charge.</p> <p>A unit holder may request for the redemption of his/her units by delivering an order ticket or any document to be prescribed and recognized by SLAMCI for redemption, to the appropriate registered representative, dealer or to SLAMCI. The order ticket for redemption must be accompanied by the appropriate certificate(s), if applicable, representing the units to be redeemed.</p> <p>The redemption price is the NAVPU 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 NAVPU 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 unit holder or through bank remittance. Payments for units 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 the investor'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 in accordance with R. A. No. 2629 and/or the Implementing Rules and Regulations of the</p>

	<p>Investment Company Act upon approval of the Securities and Exchange Commission.</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 units in case of death of the unit holder. In order to qualify for this waiver, redemption must be made within 1 year of a unit holder'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>
<p>Restriction on Issue, Transfer and Ownership of Units</p>	<p>SLAMCI and its nominees shall not be allowed to purchase any securities other than the offer units of the Fund.</p>
<p>Inter Fund Transfers from and to the Sun Life Prosperity Achiever Fund 2038</p>	<p><b><u>Transfers FROM the Sun Life Prosperity Achiever Fund 2038</u></b>  Investors of the Sun Life Prosperity Achiever Fund 2038 may not transfer their investments to other Sun Life Prosperity Funds.</p> <p><b><u>Transfers TO the Sun Life Prosperity Achiever Fund 2038</u></b>  Transfers from other eligible Sun Life Prosperity Funds managed by SLAMCI to the Sun Life Prosperity Fund 2038 are 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 units does not trigger a deferred sales charge ("DSC"). The new units purchased on the transfer are deemed to have the same date of purchase as the original units that were redeemed to make the transfer.</p> <p>The minimum transfer amount to the Sun Life Prosperity Achiever Fund 2038 is PHP 1,000.00, provided that the investor already has the minimum required investment with the Fund. 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, units and/or shares from other funds will be redeemed, subject to the foregoing provisions on redemption, and the proceeds of redemption will be applied to the purchase of units of the Fund, at the applicable NAVPU.</p> <p>*Please see Exhibit 1 for details of back end sales load.</p>

	<p>Exhibit 1.0 Back-End Load Rate</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: center;"><b>BACK-END Load Rate</b> Based on Market Value at Time of Redemption (excluding VAT)</th> </tr> </thead> <tbody> <tr> <td>Redemption on: 1<sup>st</sup> Year</td> <td style="text-align: center;">Up to 5.00%</td> </tr> <tr> <td>Redemption on: 2<sup>nd</sup> Year</td> <td style="text-align: center;">Up to 4.00%</td> </tr> <tr> <td>Redemption on: 3<sup>rd</sup> Year</td> <td style="text-align: center;">Up to 3.00%</td> </tr> <tr> <td>Redemption on: 4<sup>th</sup> Year</td> <td style="text-align: center;">Up to 2.00%</td> </tr> <tr> <td>Redemption on: 5<sup>th</sup> Year</td> <td style="text-align: center;">Up to 1.00%</td> </tr> <tr> <td>Redemption on: Beyond 5 Years</td> <td style="text-align: center;">None</td> </tr> </tbody> </table>		<b>BACK-END Load Rate</b> Based on Market Value at Time of Redemption (excluding VAT)	Redemption on: 1 <sup>st</sup> Year	Up to 5.00%	Redemption on: 2 <sup>nd</sup> Year	Up to 4.00%	Redemption on: 3 <sup>rd</sup> Year	Up to 3.00%	Redemption on: 4 <sup>th</sup> Year	Up to 2.00%	Redemption on: 5 <sup>th</sup> Year	Up to 1.00%	Redemption on: Beyond 5 Years	None
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Redemption on: 5 <sup>th</sup> Year	Up to 1.00%														
Redemption on: Beyond 5 Years	None														
Pre-Emptive Right	No unit holder shall, because of his ownership of a unit, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock, unit or of any other securities convertible into carrying options or warrants to purchase stock of the registrant.														
Issuance of Certificate of Participation	<p>Certificates of Participation will only be issued if so requested in writing by the unit holder. A fee of PHP1,000.00 per certificate will be charged to replace lost certificates.</p> <p>Unit holders are given official receipts and confirmation slips upon subscription. Units are recorded on a register by SLAMCI, and unit holders who do not elect to receive certificates have the same rights as if certificates had been issued to them.</p>														
<b><u>Automatic Transfer to the Sun Life Prosperity Money Market Fund</u></b>	<p>Upon prior notice, all Unit Holders shall be automatically transferred to the <b><u>Sun Life Prosperity Money Market Fund</u></b> or an equivalent fund managed by the Fund Manager ("Holding Fund") on the <b><u>last Business Day prior the target date of the fund (Year 2038)</u></b>. In the event that there is no Holding Fund available, redemption pay-outs will be automatically released to the Unit Holders subject to the redemption period allowed by law. Unit Holders who prefer to receive redemption pay-out instead of securities of the Holding Fund shall notify the Fund Manager in writing at least thirty (30) days before the date of the planned conversion. The NAVPS and/or NAVPU of the Sun Life Prosperity Money Market Fund, or an equivalent Fund and Sun Life Prosperity Achiever Fund 2038 on that Business Day shall be used as basis for computation of the transfer.</p> <p>The purpose of the automatic conversion to a Holding Fund is for investors to enjoy potentially better returns arising from a lower management fee of the Sun Life Prosperity Money Market Fund, or an equivalent fund managed by the Fund Manager, and given that the Fund will have the same investment objective as the Sun Life Prosperity Money Market Fund at the beginning of the Fund's target date (i.e. Year 2038).</p>														
Other Provision/s	The Fund shall be repurposed once it reaches its Target Date (Year 2038)														

**SUMMARY OF FEES, COMMISSIONS AND OTHER CHARGES TO BE DEDUCTED FROM THE FUND  
AND PAID BY SHAREHOLDERS/UNITHOLDERS**

<b>Management Fee</b>	0.625% p.a. (excluding VAT)	
<b>Distribution Fee</b>	0.625% p.a. (excluding VAT)	
<b>Transfer Agency Fee</b>	0.150% p.a. (excluding VAT)	
<b>External Audit Fee</b>	P 104,480 (excluding VAT) Professional Fee (PF) + 4% of PF for Out-of Pocket Expenses	
<b>Custody Fee</b>	Up to 0.02% p.a.	
<b>Regulatory Fee (SEC) for the Maintenance of the Issuance of Units</b>	0.01% p.a.	
<b>Directors' Fees</b>	The Fund forecasts a total Independent Directors' per diem of Php 306,837.00 for 2018.	
<b>Sales Loads / Redemption Fees</b>		
<b>OPTION B: BACK-END</b>	Redemption On	Deferred Sales Charge based on market value at the time of redemption (excluding VAT)
	1 <sup>st</sup> Year	Up to 5.00%
	2 <sup>nd</sup> Year	Up to 4.00%
	3 <sup>rd</sup> Year	Up to 3.00%
	4 <sup>th</sup> Year	Up to 2.00%
	5 <sup>th</sup> Year	Up to 1.00%
	Beyond 5 Years	None

## **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**

The Fund Manager's overall risk management framework establishes policies, operating guidelines, risk tolerance limits and practices for risk management. Its risk management program is designed to:

- avoid risks that could materially affect the value of the Fund,
- contribute to sustainable earnings,
- take risks that the Fund can manage in order to increase returns, and
- provide transparency of the Fund's risks through internal and external reporting.

The Fund is in the business of accepting risks for appropriate return and takes on those risks that meet its investment objectives. The program design aligns risk management with the Fund's vision and strategy and embeds it within the business management practices of the business groups. In pursuing its investment objectives, the Fund Manager is responsible for ensuring that all significant risks are appropriately identified, assessed, managed, reported and monitored.

The Board of Directors of the Fund is ultimately responsible for ensuring that risk management policies and practices are in place. The Board has oversight role with respect to ensuring the identification of major areas of risk and development of strategies to manage those risks, and to review compliance with risk management policies implemented by the Fund. The Fund's Risk Officer reports to the audit and compliance committee of the Board of Directors. Her 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.

### **Key Risk Processes**

The Fund has established a formal risk identification program whereby key risks that may impact its business are identified. Exposure to these risks is assessed on a qualitative and quantitative basis. Risk control programs and action plans are established for mitigating the exposure.

The Fund has adopted risk management policies to provide a consistent approach to measurement, mitigation and control, and monitoring of risk exposures.

### **Risk Categories**

The Company's activities expose it to a variety of operational and financial risks such as market risk (which includes interest rate risk and equity price risk), credit risk, foreign exchange risk, fund manager risk, dilution risk, liquidity risk, large transaction risk, non-guarantee, regulatory risk, and operational risk.

**Market Risk:** Market risk is the risk of possible decline in the value of the Fund due to fluctuations in prices of the fund's assets. Since the Fund may invest in both equity and fixed income securities, it is subject to two types of market risks: (1) Interest Rate Risk applicable to fixed income investments of the Fund; and (2) Equity Price Risk applicable to the equity investments of the Fund.

**Interest Rate Risk:** Interest Rate Risk is a type of Market Risk which is applicable to the Fund's investments in bonds, if any. This refers to the increase/decrease of a bond price due to movement in market factors such as changes in interest rates. A change in interest rates is the period when interest rates rise or fall thus causing the decline or increase in the market price of the bonds held by the Fund, if any. This risk is minimized by closely monitoring the direction of interest rates and aligning it with the appropriate strategy of the Fund.

**Equity Price Risk:** For equity investments, changes in prices of equity refer to the equity investments held by the Fund either for strategic or trading purposes. These equity investments, if any, are subject to the daily price fluctuations, as determined by market forces. Hence, prices may vary as a result of the general economic and political conditions, as well as developments in the company's operations and overall profitability. To manage this risk, the equity investments included in the Fund's portfolio are carefully selected based on their fundamental soundness.

**Credit Risk:** Investments in bonds carry the risk that the issuer of the bonds might not be able to meet its interest and principal payments. In which case, the value of the bonds will be adversely affected and may result in a write-off of the concerned asset held by the Fund, resulting to a significant decrease in its NAVPU. To mitigate this risk, each Issuer/Borrower/Counterparty passes through a stringent credit process to determine whether its credit quality complies with the prescribed standards of the Fund. The credit quality of the Issuer/Borrower/Counterparty is reviewed periodically to ensure that excellent credit standing is maintained. Moreover, a 15% exposure limit to a single entity is likewise observed.

**Foreign Exchange Risk:** The Fund is exposed to foreign exchange risk arising from currency exposures primarily with respect to the US dollars. Significant fluctuation in the exchange rates could significantly affect the Fund's financial position. The Fund's financial assets are primarily denominated in the same currencies as its insurance contracts, which mitigate the foreign exchange rate risk. Thus, the main foreign exchange risk arises from recognized assets and liabilities denominated in currencies other than in which the investments of the Fund are expected to be settled.

**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 Fund, however, shall ensure that all investment policies and restrictions enumerated in this Prospectus are strictly followed.

**Liquidity Risk:** The Fund is usually able to service redemptions of investors within seven (7) banking 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 sufficient cash from its sale of assets to meet the redemptions within the normal seven (7) banking 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.

**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 units 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. Hence, investors carry the risk of losing the value of their investment, without any guaranty 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.

**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.

**Operational Risk:** This is the risk of loss resulting from inadequate or failed internal processes, controls, people and systems. Categories of operational risks may fall under: sales and distribution, human resources, information technology, processes and people, accounting and finance, model risk, legal and regulatory and third party relationships. The Fund ensures that internal controls and practices are consistent with enterprise wide policies supporting the management of operational risks. The Fund has established business specific guidelines. Comprehensive investment program, including appropriate levels of self-insurance, is maintained to provide protection against potential losses.

**Taxation Risk:** Gains realized by investors upon redemption of shares in a mutual fund are not subject to personal income tax (R.A. 8424). However, since the fund will only issue units, investors are advised to consult their own professional advisers as to the tax implications of subscribing for, purchasing, holding, and redeeming units of the Fund.

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; PROSPECTIVE INVESTORS**

The Fund's investment objective is to generate long-term capital appreciation through a portfolio of equities, fixed income securities and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2038) approaches. The Fund is for retail and corporate investors, and is classified as a moderate-risk investment.

### **CONFLICT OF INTEREST POLICY**

The Fund Manager and its employees are prohibited from engaging in fraudulent, deceptive or manipulative conduct. The interests of the Fund and its employees must never conflict with or appear to conflict with those of the Fund and its stakeholders. Where such a situation may arise, the Fund Manager will seek to ensure that all stakeholders are treated fairly, and that Fund Manager employees act in the best interests of each stakeholder.

The Fund Manager and its employees are required to take reasonable steps to identify and disclose existing material conflicts of interest as well as material conflicts of interest that would be expected to arise between the Fund Manager and the Fund. The Fund Manager must respond to such conflicts by avoiding or otherwise controlling the conflict, and by disclosing such conflicts to the Fund.

### **USE OF PROCEEDS**

Proceeds from the sale of the Offer Units shall be invested in a composition of equity securities, other high-yielding instruments, fixed income securities and other debt instruments. The Fund's investment manager shall be guided by the Fund's Investment Policies and legal limitations. All the proceeds from the sale of units/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 Fund 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, transfer, management and distribution fees and annual fees based on the average net asset value of the unitized fund. Pre-operating expenses will be charged to the seed capital under shares and all subsequent expenses will be for the account of the offered units.

The Fund Manager shall shoulder the expenses incurred in the registration and offering of units.

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

## DETERMINATION OF OFFERING PRICE

The offer price will be the NAVPU at the end of the day. NAVPU is computed by dividing net asset value (total assets less total liabilities) by the total number of units issued and outstanding, 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 NAVPU determined by SLAMCI at the close of business that day. If received after 12 o'clock noon, subscriptions will be processed at the NAVPU calculated for the next business day.

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

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

## PRICE DETERMINATION OF THE ASSET

The value of the assets shall be determined based on the following:

- a. If quoted in an organized market, based on official closing price or last known transacted price;
- b. If unquoted or quoted investments where the transacted prices are not represented or not available to the market, based on fair value; Provided further that in determining the fair value of investments, the Fund Manager shall, with due care and good faith:
  - Have reference to the price that the Investment Company would reasonably expect to receive upon the sale of the investment at the time the fair value is determined;
  - Document the basis and approach for determining the fair value.

## NET ASSET VALUE CALCULATION

The net asset value shall be calculated by adding:

- The aggregate market value of the portfolio securities and other assets;
- The cash on hand;
- Any dividends on stock trading ex-dividend; and
- Any accrued interest on portfolio securities,

And subtracting:

- Taxes and other charges against the fund not previously deducted;
- Liabilities
- Accrued expenses and fees; and
- Cash held for distribution to investors of the fund on a prior date.

### **PUBLICATION OF THE NET ASSET VALUE PER UNIT (NAVPU)**

The Fund Manager (SLAMCI) shall compute and post the net asset value per unit of the Fund on a daily basis and shall:

- Publish such daily prices in at least two (2) newspapers of general circulation in the Philippines;
- Upload in its industry association website; and
- Post them daily in a conspicuous place at the principal office of the Fund as well as in all of its branches, which are designated redemption centers.

### **PLAN OF DISTRIBUTION**

The Fund does not have any underwriter, and has not entered into any underwriting agreement. There are no units designated to specified persons. There is no plan to apply for listing in any exchange the units of the Registrant. Thus, none of the Registrant's units 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 0.625% 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 units of the Fund through its registered representatives legally qualified to sell the Fund's units and dealers with whom it has entered into distribution agreements. The proceeds received by SLAMCI as Principal Distributor will be used to cover 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 back-end fees that may be charged directly to the investor.

Any order for units may be rejected by SLAMCI. The SEC, the Fund, or SLAMCI may suspend the continuous offering of units 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/units/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.

The Fund's units are available through the Principal Distributor, its online platform, agents & employees who are Certified Investment Solicitors and Mutual Fund Sub-Distributors that have entered into an agreement to sell units with the Principal Distributor.

SLAMCI, as the Fund's Principal Distributor will be in-charge of monitoring the Fund's distribution in all its accredited channels and sub-distributors. This includes monitoring of their compliance with the Investment Company Act and its implementing rules and regulations.

## CUSTODIANS OF PORTFOLIO SECURITIES

**CITIBANK, N.A.**

8741 Paseo de Roxas  
Makati City

**Hong Kong and Shanghai Banking Corporation**

7th Floor, HSBC Centre  
3058 Fifth Avenue West  
Bonifacio Global City, Taguig City

**Standard Chartered Bank**

Standard Chartered Bank Building  
6788 Ayala Avenue, Legazpi Village,  
Makati City, Philippines

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. Estimated custody fees of the Fund is up to 0.02% of the AUM per annum.

The principal custodian bank of the Fund is Citibank, N.A., which will be the custodian for fixed income securities, while the custodian for equity securities is Hong Kong and Shanghai Banking Corporation. Standard Chartered Bank will custodize securities traded with either Citibank, N.A. or Hong Kong and Shanghai Bank Corporation, to comply with the Bangko Sentral ng Pilipinas requirement to safekeep securities with a custody bank other than the issuer/dealer of such securities.

## 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 October 2017.

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

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

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<sup>1</sup>Then called the Investment Company Association of the Philippines.

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

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

As compensation for the management services and facilities provided by SLAMCI, an annual fee of up to 0.625% 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.
7. The current officers and directors of SLAMCI, the Investment Adviser of the Fund are the following:

Name	Position
Claude A. Accum	Chairman/Director
Valerie N. Pama	President/Director
Benedicto C. Sison	Director
Francisco S.A. Sandejas	Independent Director
Erlinda S. Echanis	Independent Director
Candy S. Esteban	Treasurer
Jemilyn S. Camania	Corporate Secretary
Anna Katrina C. Kabigting-Ibero	Asst. Corp. Sec.
Ajee T. Co	Compliance Officer

See "Directors, Executive Officers, Promoters and Control Persons" for qualifications of the above-mentioned officers and directors.

#### **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 unit holder 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.

## **INVESTOR COMPLAINT HANDLING**

In case of complaints, investors may contact:

Sun Life Asset Management Company, Inc. (SLAMCI)  
8th Floor, Sun Life Centre  
5th Avenue Corner Rizal Drive, Bonifacio Global City, Taguig City  
E-mail: [sunlink@sunlife.com](mailto:sunlink@sunlife.com)  
Website: [www.sunlifefunds.com](http://www.sunlifefunds.com)  
Telephone No.: 849-9888

For any inquiries and complaints relating to our services and products, the Investor may call SLAMCI's Client Care Center at 849-9888. If you are calling from the province, you may call toll-free at **1-800-10-SUNLIFE (1800-10-78-65433)** from any PLDT line. Client Care Center business hours are from 8:00 AM to 7:00 PM, Mondays to Fridays.

Investor may also send an e-mail at [sunlink@sunlife.com](mailto:sunlink@sunlife.com) or write a letter addressed to **Sun Life Asset Management – Investor Services**, 8F Sun Life Centre, 5<sup>th</sup> Avenue Corner Rizal Drive, Bonifacio Global City, Taguig 1634. Your complaints are logged in our system for monitoring purposes. SLAMCI endeavors to resolve your complaint at the soonest possible time. A company representative will reply to your complaint sent through e-mail within 24 hours upon receipt.

A Code of Business Conduct in dealing with sensitive information covers SLAMCI employees. Rest assured that all Investor information and details about any complaint would remain private and confidential. Investor may also check Sun Life's privacy policy at <https://apps.sunlife.com.ph/privacy>.

Alternatively, you may contact the Securities and Exchange Commission at <http://imessagemo.sec.gov.ph/login.php>. SLAMCI is regulated by the Securities and Exchange Commission (SEC).

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

At incorporation, the Fund had an ACS of PHP 2,000,000 divided into Two Hundred Million (200,000,000) unclassified common shares with a par value of PHP0.01 per share.

This Prospectus relates to the offer of One Hundred Billion (100,000,000,000) units of the Sun Life Prosperity Achiever Fund 2038, Inc. pursuant to R.A. No. 2629 and its implementing rules and regulations.

## **SECURITIES OF THE FUND**

Unless otherwise modified by the Fund, Unitholders have the following rights,

- (1) **Notification Rights.** Unitholders are entitled to be notified of any material change to the Registration Statement and the Subscription Agreement. Unitholders shall be notified of any material change/s to the Registration Statement and/or the Subscription Agreement at least thirty (30) days prior to its effective date.
- (2) **Right of Redemption.** The holder of any units 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.



- (3) **Dissolution rights.** Upon dissolution of the Fund, the Fund shall payout the applicable redemption price to its Unitholders under a distribution process to be determined by the Board of Directors of the Fund. The Fund shall submit a Redemption Plan to the Commission prior to its dissolution.
- (4) **Dividends.** The unitholders are not entitled to any dividends. The Fund may allow non-guaranteed unit-paying and/or income-paying feature/s if so declared and approved by the Board of Directors of the Fund, and accordingly permitted by the Securities and Exchange Commission.
- (5) **Modification of Rights of Unitholders.** The rights of Unitholders of the Fund shall not be modified except by amendment of the Fund's Registration Statement or Subscription/Redemption Agreement.

Other than the above and those provided by law, there are no other material rights accorded to the unitholders. Unitholders do not have voting and pre-emptive rights.

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

### **LEGAL MATTERS**

Certain legal matters under Philippine law will be passed upon for the Fund by NMGRA Law Office and Soriano 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 & Company / 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 January 10, 2018 under SEC Registration No. CS201739630. The Fund's investment objective is to generate long-term capital appreciation through a portfolio of equities, fixed income securities and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2038) approaches.

The Fund follows a "glide path", a systematic asset allocation that gradually shifts equity exposure to fixed income to reduce the Fund's overall risk and volatility as it draws closer to its target date.

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 ten (10) 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 units 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 third 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 September 30, 2018.

<b>Mutual Fund Company/Investment Company Adviser</b>	<b>Net Asset Value (in PhP billions)</b>	<b>Market Share</b>
ALFM Mutual Funds	104.6	39.3%
Sun Life Asset Management Co., Inc.	63.0	23.7%
Philam Asset Management, Inc.	61.0	22.9%

The Fund falls under the multi-asset/asset allocation category. There are currently ten (10) other mutual funds in the same category as the Fund. The top 3 multi-asset/asset allocation funds as measured by assets under management are found below:

<b>Mutual Fund</b>	<b>Net Asset Value (in PhP billions)*</b>
Sun Life of Canada Prosperity Balanced Fund, Inc.	11.24
Philam Fund, Inc.	10.25
Sun Life Prosperity Dynamic Fund, Inc.	1.81

\*as of September 30, 2018

## **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, Legal Restrictions and Limitation of Liabilities**

The Fund's investment objective is to generate long-term capital appreciation through a portfolio of equities, fixed income securities and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2038) approaches.

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 offer units.
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 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.
8. Subscribers are required to settle their subscriptions in full upon submission of their application for subscriptions.
9. The Fund may use various techniques to hedge investment risks.
10. 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 investment objective is to generate long-term capital appreciation through a portfolio of equities, fixed income securities and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2038) approaches. For purposes of liquidity, regulations require that each Fund invest a minimum of ten percent (10%) or if warranted under its liquidity contingency plan, 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;
- ii. Tradable Long-Term Negotiable Certificate of Time Deposits (LTNCTD)
- iii. Government debt securities where the issuer or the guarantor is a foreign government, sovereign or central bank with an international long-term issuer rating of investment grade.
- iv. 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.

- v. Money market instruments issued by Philippine regulated qualified buyers or those issued by an investment grade issuing body;
- vi. Other collective schemes wholly invested in liquid/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 or issuer 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.

The Fund shall not invest, in aggregate more than twenty percent (20%) of its net assets in transferrable securities, money market securities, deposits and financial derivatives issued by a single entity or issuer.

Deposits of the Fund shall not exceed twenty percent (20%) of its net assets in a single bank/non-bank with quasi bank license excluding monies for liquidation of a revoked Investment Company.

3. *Percentage of outstanding 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. *Other Investment Restrictions*

Unless otherwise approved by the Commission, the investments of the Fund in the following shall not exceed five percent (5%) of the net assets of the Fund:

- i. Deposits placed with a non-investment grade or unrated deposit taking institution
- ii. Debt securities or money market instruments not dealt in an organized market or issued by an unrated or non-investment grade issuing body and
- iii. Over-the-counter financial derivatives with non-investment grade or unrated party, unless the derivatives are used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%) of the assets of the Fund;
- iv. Unlisted shares issued by a related party.

The aggregate investments of (i), (ii), (iii), and (iv) shall not exceed ten percent (10%)

5. *Investments in Derivatives*

In investing in financial derivatives instruments for the Fund, the Fund Manager shall see to it that employs a risk-management process which captures the risks associated with the use of financial derivatives and satisfies all the following requirements:

- i. The total exposure to financial derivatives or embedded financial derivatives, including counterparty transactions, shall not exceed ten percent (10%) of the net assets of the Fund, or five percent (5%) of the net assets if the derivatives are not investment grade, unless the derivatives counterparty is used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%);
- ii. The Fund shall invest five percent (5%) of its net assets to liquid assets to meet all its payment and delivery obligations
- iii. The Fund Manager shall not act as a counterparty to an OTC derivatives invested into by the Fund.

6. *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.

7. *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 offer units.*
8. *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.*
9. *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.
10. *Minimum investment is PHP 1,000.00 while subsequent investment is PHP 1,000.00*
11. 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.
12. 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."

### **Limitation of Liabilities**

To the extent allowed by law, the Fund and/or the Fund Manager's liability shall be limited to those arising from willful default or gross negligence. The Fund Manager shall not be liable for act or omission where such action or inaction, in the good faith judgment of the Fund Manager, was then necessary, reasonable or appropriate for the proper and advantageous administration and management of the Fund. The investment risks, including but not limited to credit risk, market risk, taxation risk, regulatory risk, interest risk and liquidity associated with the Fund are to be borne solely by the investor. The liability of the investors is limited to their investments in the Fund.

### **Annual Shareholders' Meeting**

The annual shareholders' meeting of the Fund shall be held at the Fund's principal office every fourth Wednesday of June of each year or on such other date as the board of directors may determine, unless such day is a legal holiday, in which case it shall be held on the next business day following.

### **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/units 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/units in each case, and the Fund has absolute discretion to refuse to accept a subscription for shares/units 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)**

The investor acknowledges that the Company, its employees, duly authorized representatives, related companies, third party service providers and vendors, shall process and share his/her information with any person or organization to (i) service this account, (ii) process transactions and enforce this contract, and (iii) pursue its legitimate and lawful rights and interests and other purposes allowed under privacy laws and regulations.

The personal data of the investor shall be retained throughout the existence of his/her account(s) and/or until expiration of the retention limit set by laws and regulations from account closure and the period set for destruction or disposal of records. The investor certifies that he/she has read, understood and agree with the declarations and authorizations above, including Sun Life's privacy policy found in <https://apps.sunlife.com.ph/privacy>.

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

In compliance with local and foreign regulatory requirements, the Fund requires the investor to notify the Fund in writing and provide the required details or documents within thirty (30) days from a change of your circumstances. Change of circumstances means any change in the investor's circumstances which results in the Fund being subject to tax reporting and withholding requirements under local and/or foreign laws applicable to the investor or investor's property (such as the US Foreign Account Tax Compliance Act). There is a change of circumstances if there is a change in the investor's contact information, identification documents, place of residence, citizenship of the owner or beneficiary, or other circumstances as defined under applicable laws;

Failure to accomplish the foregoing gives the Fund the right to exercise any of the following: a) continue the account on the same terms and conditions; b) continue the investment on the same terms and conditions and deduct from it any amounts that the Fund has to withhold under the applicable laws; or c) terminate your account. The right to terminate the account will only be exercised after the investor has failed to provide the required information within thirty (30) days from written notice from the Fund and only after the Fund is unable to transfer your policy or take any steps other than termination in order to comply with applicable laws.

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

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

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

For a detailed discussion on the major risks involved in the business of the Fund, including procedures undertaking 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.

## **DESCRIPTION OF PROPERTY**

The Fund has financial assets in the form of cash, equities and fixed income 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, its Fund Manager or any of its subsidiaries or 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 units of the Fund are traded over-the-counter, hence, there is no public trading for the registrant's units.

### **Holders**

As of September 30, 2018, the Fund has six (6) shareholders, and no unit holders.

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

### **Financial Position as of September 30, 2018**

At incorporation, the Fund had an authorized capital stock of 200 Million common shares with a par value of PHP0.01 per share.

As of September 30, 2018, out of the present authorized capital of 200 Million shares, the Fund has 50 Million shares issued and outstanding with a par value of PHP0.01 per share.

The Fund is in the process of completing its requirements for the registration of the approved capital stock. Pre-operating expenses incurred amounted to PHP 765,725 which represents filing fees for the registration of shares and professional fees. Pre-operating expenses will be charged to the seed capital under shares and all subsequent expenses will be for the account of the offer units.

The capital structure of the Fund consists of issued capital. The PHP50,000,000 subscription represents seed capital from Sun Life Asset Management Company Inc.

Subsequent to September 30, 2018, the Company plans to issue redeemable units of participation in accordance with the SEC's policy of allowing investment companies to issue other types of securities other than their own authorized capital stock.

Redeemable units refer to units of participation each of which represents an undivided interest in the pool of investments assets earmarked for this type of security issued by a Mutual Fund Company (MFC). The MFC will buy back the redeemable units upon request of the holder.

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 high-quality debt 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.

### **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.

Given the Fund's objective to invest in a composition of equity securities and/or government and corporate debt securities, its performance is measured against 50% Philippine Stock Exchange Index (PSEi) + 45% Bloomberg Philippine Sovereign Bond Index (BPHILR) + 5% Special Savings Account (SSA).

### **IV. Peer Comparisons**

Mutual funds are also compared to their peers, or peer groups, and relevant fund categories. For example, it is common for investment research materials to compare a multi-asset/asset allocation fund, like the Sun Life Prosperity Achiever Fund 2038, to funds similar in nature (peers or peer group). While this information is made available to the Fund's investor, the same may be found in the website of the Investment Company Association of Philippines at [www.pifa.com.ph](http://www.pifa.com.ph).

### **V. Asset Size**

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

- Increase in the value of the underlying assets as a result of the strong performance of equity securities and/or bonds in the fund's portfolio. When the underlying assets in a portfolio increase in value, the fund's asset size increases.
- The inflow of investors' money. This is why a fund's asset size will continue to grow even if it has a negative return.

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

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

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

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

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

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

The audit fees for the period ended September 30, 2018 is PHP104,480.00. These fees pertain to the 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:

<b>Name</b>	<b>Citizenship</b>	<b>Position</b>	<b>Age</b>	<b>Term of Office</b>
Benedicto C. Sison	Filipino and American	Chairman /Director	57	2018
Maria Josefina A. Castillo	Filipino	President/Director	44	2018
Angela Aleli G. Quirino	Filipino	Independent Director	74	2018
Melito S. Salazar, Jr.	Filipino	Independent Director	69	2018
Oscar S. Reyes	Filipino	Independent Director	72	2018
Candy S. Esteban	Chinese	Treasurer	41	2018
Jemilyn S. Camania	Filipino	Corporate Secretary	42	2018
Anna Katrina C. Kabisigting-Ibero	Filipino	Asst. Corp. Sec.	39	2018
Ajee T. Co	Filipino	Compliance Officer	43	2018

Below is a description of each director/officer's business experience during the last 5 years.

**BENEDICTO C. SISON**  
**Chairman and Director**

Mr. Benedicto C. Sison is currently the CEO and Country Head of the Sun Life group of companies in the Philippines. Prior to his election, he was the Chief Strategy and Financial Management Officer of Sun Life

of Canada (Philippines), Inc. (April 2015 to June 2018). He is also the Director and President of Sun Life Financial Philippine Holding Company, Inc. (July 2018). Mr. Sison is currently the Chairman and Director of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (July 2018). He is also the Chairman and Director of the Grepalife Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation, and a Director of Grepalife Asset Management Corporation (July 2018). He is the Trustee and Vice President of Sun Life Financial – Philippines Foundation, Inc., July 2018). He is currently a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and Chairperson of the Finance and Investments Committee of the Philippine Life Insurance Association (PLIA).

Mr. Sison served as Chief Financial Officer of Sun Life Financial Asia (November 2012 to March 2015), Director of Sun Life Hong Kong Limited (December 4, 2012 to May 14, 2015), Commissioner of PT. Sun Life Indonesia Services (February 21, 2013 to July 5, 2013) and Commissioner of PT. Sun Life Indonesia (April 19, 2013 to April 23, 2015). He was also the Director/CFO and Treasurer of Sun Life Financial Philippine Holding Company, Inc. (September 2010 to December 2013), CFO and Treasurer of Sun Life Financial Plans, Inc. (September 2010 to December 2013), Director of Great Life Financial Assurance Corporation (July 2012 to September 2013) and Chief Financial Officer and Treasurer of Sun Life Asset Management Company, Inc. (September 2010 to June 2013) and Sun Life of Canada (Philippines), Inc. (September 2010 to October 2012). He also served as the Finance Director – Asia Pacific of Con-Agra International Food Group (September 2006 to August 2010).

He brings to the job a wealth of international finance experience gained primarily from ConAgra Foods, Inc., a multi-billion dollar global consumer products company. He held various positions with increasing responsibility in the areas of audit, financial control, planning and management in ConAgra's US, India and Asia-Pacific Operations. He was the Finance Director for the Asia Pacific Region, based in China, prior to joining Sun Life. Benedict also worked in the academe as well as in the aerospace, defense and public transit industries in the USA.

Benedict is a Magna Cum Laude graduate of BS Business Administration from the University of the Philippines (1983). He earned his Master's degree in Business Administration, Major in Finance/Accounting (1988) from the Graduate School of Management of the University of California Riverside. He is a Certified Public Accountant (CPA) and is a member of the American Institute of CPAs.

**MA. JOSEFINA A. CASTILLO**  
**President and Director**

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

Ms. Castillo is also the Treasurer of Sun Life Grepa Financial Inc., and Grepalife Asset Management Corporation, Inc. (November 2012 to present). She was the Treasurer of the three Grepalife Funds (Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation) (from November 2017 to June 2018), MS. Castillo was the Controller and Head of Financial Planning and Analysis (October 2013 to July 2015) and Head of Finance Integration (June 2011 to September 2013) of Sun Life of Canada (Philippines), Inc. She currently serves as the Vice President and Trustee of the Philippine Investments Funds Association (PIFA).

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

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

**OSCAR S. REYES**  
**Independent Director**

Mr. Oscar S. Reyes, is an Independent Director of the Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2005 to present), Sun Life of Canada Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc. (2011 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation ("Grepalife Funds") (2011 to present). His other positions are: member of the Advisory Board of the Philippine Long Distance Telephone Company (PLDT) (2010 to present); Advisory Council of the Bank of the Philippine Islands (2016 to present); member of the Board of Directors of Manila Water Co., Inc. (2005 to present); Pepsi Cola Products Philippines, Inc. (Chairman) (2007 to present); PLDT Communications and Energy Ventures, Inc. (Director) (2013 to present); Basic Energy Corporation (Independent Director) (2007 to present); Cosco Capital Inc. (Independent Director) (2009 to present); Petrolift Inc. (Independent Director) (2007 to present) and Sun Life Financial Plans, Inc., (Independent Director) (2006 to present) among other firms. He is a Director of Manila Electric Company (2010 to present) where he also holds the position of President and Chief Executive Officer (2012 to present). He is also President of Meralco PowerGen Corporation (2010 to present) and Chairman of Meralco Industrial Engineering Services Corporation (MIESCOR) (2010 to present), CIS Bayad Center (2010 to present), Meralco Energy, Inc. (MEI) (2010 to present), Redondo Peninsula Energy, Inc. (2011 to present), MRrail Inc. (2015 to present), MSpectrum Inc. (2015 to present), Atimonan One Energy Inc. (2016 to present), and PacificLight Pte. Ltd (2013 to present). He is a Director of Asian Eye Institute (2010 to present); Republic Surety & Insurance Co., Inc. (2010 to present), and Clark Electric Development Corporation (2013 to present). He completed his Bachelor of Arts degree in Economics at the Ateneo de Manila University in 1965 (Cum Laude) and did post-graduate studies at the Ateneo Graduate School of Business, Waterloo Lutheran University and the Harvard Business School.

**MELITO S. SALAZAR, JR.**  
**Independent Director**

Mr. Melito S. Salazar Jr., is an independent Director of Sun Life of Canada Prosperity GS Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc. (2014 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (September 2015 to present), and Sun

Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018). He is the Chairman and President of Quickminds Corporation (2011 to present) and Ominipay (Formerly PVB Card, Inc.) (2014 to present). Among his other positions are: Director of PhilsFirst Insurance Company (2007 to present), Concepcion Industrial Corporation (2013 to present), Yanmar Philippines (2015-present) and TECO Philippines (2015-present); Editor-in-Chief of Philippine Rotary (2011 to present); Dean of Centro Escolar University, School of Accountancy and Management (June 2014 to present); and Regent of Philippine Normal University System (2014 to present). He is also a columnist of the Manila Bulletin (2006 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.

**ALELI ANGELA G. QUIRINO**  
**Independent Director**

Atty. Aleli Angela G. Quirino, is an Independent Director of Sun Life of Canada Prosperity Bond Fund, Inc. (2000 to present), Sun Life of Canada Prosperity Balanced Fund, Inc. (2010 to present), Sun Life of Canada Money Market Fund, Inc. (2004 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc. (2017 to present) and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018). She is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). She is currently a Senior Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law). She also serves as Director-Treasurer of SysNet Integrators, Inc. (2001 to present), EP2, Inc. (2003 to present), Ideawurx Inc. (2001 to present), ELC Beauty, Inc./Estee Lauder Phils. (2002 to present), Vani-Txt, Inc. (2005 to present), and the Jejecom, Inc. (2011 to present), among others. She also serves as a Director of Anglo-Eastern Crew Management (SPV-AMC), Inc. (1999 to present), Plaka Athena Holdings Corporation (2005 to present), New Pacific Resources Management (SPV-AMC), Inc. (2007 to present), LNC (SPV) – AMC Corp. (2005 to present), and LNC 3 Asset Management, Inc. (2006 to present). She is the Vice-Chairman and Trustee of Ateneo de Manila Law Alumni Association, Inc. (2008 to present), and Asian Patent Attorney Association (2012 to present). She is also the Vice-President and Philippine Councilor of ASEAN Intellectual Property Association (2015 to present) and Vice-President and ExCom Member of Association Internationale pour la Protection de la Propriete Intellectuelle (2004 to present). She is the Trustee of Cancare Foundation, Inc. (2010 to present), Trustee-Treasurer of Intellectual Property Foundation, Inc. (1998 to present), and Trustee-Corporate Secretary of Assumption College, Inc. (1996 to present). Atty. Quirino received her Bachelor of Arts and Bachelor of Science in Education (magna cum laude) from Assumption College and Bachelor of Laws (with honors) from the Ateneo de Manila University.

**CANDY S. ESTEBAN**  
**Treasurer**

Ms. Esteban is the Treasurer of sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2015 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2016 to present), DECA Homebuilder Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), and the Sun Life Asset Management Company, Inc. (2015 to present). She is concurrently the Head of Financial Planning and Analysis for Sun Life of Canada (Philippines), Inc. Prior to joining the Fund, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, both leading global banking institutions. She is a graduate of the Ateneo de

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

**JEMILYN S. CAMANIA**  
**Corporate Secretary**

Atty. Jemilyn S. Camania is the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2005 to present) Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2015 to present), DECA Homebuilder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), Great Life Financial Assurance Corporation 2012 to present), Grepalife Asset Management Corporation, the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation(2011 to present); and the Assistant Corporate Secretary of Sun Life Grepa Financial, Inc (2011 to present).

With over sixteen (16) years of experience, Atty. Camania started at Sun Life as Assistant Counsel in 2004, and then moved up the ranks to become Counsel (2007 to 2011) and Senior Counsel (2011 to 2012). She is currently Sun Life's Deputy General Counsel (2012 to present) and Head of General Corporate Services (from 01 May 2016). In April 2016, she was appointed in a concurrent capacity as Senior International Counsel for Sun Life Financial Asia. Prior to joining Sun Life, she worked as an Associate at the Cayetano Sebastian Ata Dado & Cruz Law Offices (2001 to 2004).

Atty. Camania received her Bachelor of Arts in Psychology (1992) and Bachelor of Laws (2001) degrees from the University of the Philippines (Diliman). She was called to the Bar in 2002. She is also a Fellow, Life Management Institute (2010), Professional, Customer Service (with honors) (2011), and Associate, Insurance Regulatory Compliance (2014) of the Life Office Management Association (LOMA).

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

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

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

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

**AJEE T. CO**  
**Compliance Officer**

Atty. Ajee T. Co is the Compliance Officer of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), Sun Life Grepa Financial, Inc., Grepalife Asset Management Corporation, Great Life Financial Assurance Corporation, and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation (2017 to present). She is responsible for leading the Compliance team in the Philippines in the development and implementation of programs and systems to support the overall Sun Life Compliance strategy and in partnering with business leaders to identify, assess, and mitigate compliance risks.

Atty. Co brings to Sun Life more than 18 years of experience, coming most recently from Standard Chartered Bank as Compliance Head for seven years after two years as Wholesale Banking Compliance Adviser. Prior to this, she was Assistant Vice- President – Legal & Compliance Officer at Pru Life Insurance Corporation of UK for almost three years. She is a former Associate Lawyer at Siguion-Reyna, Montecillo & Ongsiako Law Offices and Senior Associate at Sycip, Gorres, Velayo & Co. Market Circle 1, Tax Group.

Atty. Co graduated from the University of the Philippines (Diliman) with a degree in Bachelor of Laws and from the De La Salle University-Taft with a degree in Bachelor of Science in Accountancy. She ranked 8th in the CPA Board Examinations in 1994.

**Officers and Directors of the Investment Company Adviser (SLAMCI)**

**CLAUDE A. ACCUM**  
**Chairman/Director**

Mr. Claude A. Accum is currently the President of Sun Life Financial Asia. He serves on the Boards of Directors of Sun Life of Canada (Philippines). Inc. and Sun Life Grepa Financial, Inc. (from June 2017 to present). He is the Chairman of the Boards of Directors of Sun Life Asset Management Company, Inc. and Grepalife Asset Management Corporation (from December 2017 to present). Prior to this post, he held the position of Executive Vice President & Chief Risk Officer, Sun Life Financial. Mr. Accum is responsible for growing Sun Life Financial Asia to realize its full potential, through distribution excellence, strong partner relationships, and by leveraging the rest of Sun Life.

Prior to his risk role, Mr. Accum led several businesses including Group Retirement Services in Canada, Sun Life's former 401k retirement business in the U.S., and its Individual Insurance business in the U.S. He has a track record of growth, innovation and close collaboration with distribution. In his role as Chief Risk Officer, Claude has created a lasting impact on the company by defining and embedding a strong risk framework, including a well defined risk culture, one that is supporting Sun Life's growth objectives and creating competitive advantage. Claude has also been a strong advocate of Sun Life's innovation agenda for clients, which has included the formation of the Insurance Lab, the global innovation and advanced predictive analytics team.

Mr. Accum graduated with a bachelor of science degree from the University of Toronto. He is also a Fellow of the Canadian Institute of Actuaries and of the Society of Actuaries.

**ERLINDA S. ECHANIS**  
**Independent Director**

Dr. Echanis, is an Independent Director of SLAMCI. Before that, she was an independent director of the Sun Life Prosperity GS Fund, Inc. (2004 to 2009) and Sun Life of Canada Prosperity Balanced Fund, Inc. (1999 to 2009). She also serves as an Independent Director of GAMC. She is a distinguished member of the academe, having served as Dean of the UP Virata School of Business (formerly College of Business Administration, University of the Philippines). A Certified Public Accountant, she has been published locally and internationally on subjects such as the fundamentals of management, investment management, financial reporting, corporate finance and the Philippine stock market. She is also the President of Mayer Consultants, Inc. (1997 to present). Dr. Echanis received her Bachelor of Science in Business Administration (major in Accounting) (cum laude), Master of Business Administration and Doctor of Business Administration from the University of the Philippines.

**FRANCISCO S.A. SANDEJAS**  
**Independent Director**

Dr. Francisco S.A. Sandejas is the Founder and Managing Director of Narra Ventures from December 2001 to present, a boutique early-stage investment group that has invested in over 35 high-technology companies, with some notable companies being Inphi (NYSE:IPHI), SiRF (NASDAQ: QCOM), Amulaire, Quintic (NASDAQ: NXPI), Calypto (NASDAQ: MENT) and Sandbridge.

Mr. Sandejas is also the Founder and CEO of Xepto Digital Education from October 2007 to present, a system developer and integrator of the most innovative platform for the delivery of Digital Education content and tools for schools of the developing world. He also founded and chairs Stratpoint Technologies, Inc. from October 2005 to present, one of Southeast Asia's leading software consulting firms for Digital Transformation.

Mr. Sandejas also serves as Independent Board member and Chairman of the Technology Steering Committee of UnionBank of the Philippines from June 2014 to present. He is an Independent Director of Sun Life of Canada (Philippines), Inc. from 2016 to present.

Mr. Sandejas is an active trustee of the Philippine Development Foundation from 2013 to present and co-founder of the Brain Gain Network ([www.BGN.org](http://www.BGN.org)) from 1992 to present, he advises various agencies of the Philippine Government, De La Salle University and the University of the Philippines. He has worked at H&Q Asia Pacific, Applied Materials and Siliscape.

Mr. Sandejas graduated with a B.S. Applied Physics degree (*summa cum laude*) from the University of the Philippines. In 1989, he was awarded Ten Outstanding Students of the Philippines. At Stanford where he completed his Ph.D. and M.S. in Electrical Engineering, he co-invented the Grating Light Valve (GLV), one of Stanford's top IP money-makers. Also, he holds 5 international patents in nanotechnology and optoelectronics.

**BENEDICTO C. SISON**  
**Director**

Mr. Benedicto C. Sison is currently the CEO and Country Head of the Sun Life group of companies in the Philippines. Prior to his election, he was the Chief Strategy and Financial Management Officer of Sun Life of Canada (Philippines), Inc. (April 2015 to June 2018). He is also the Director and President of Sun Life Financial Philippine Holding Company, Inc. (July 2018). Mr. Sison is currently the Chairman and Director of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund,



Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (July 2018). He is also the Chairman and Director of the Grepalife Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation, and a Director of Grepalife Asset Management Corporation (July 2018). He is the Trustee and Vice President of Sun Life Financial – Philippines Foundation, Inc., (July 2018). He is currently a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and Chairperson of the Finance and Investments Committee of the Philippine Life Insurance Association (PLIA).

Mr. Sison served as Chief Financial Officer of Sun Life Financial Asia (November 2012 to March 2015), Director of Sun Life Hong Kong Limited (December 4, 2012 to May 14, 2015), Commissioner of PT. Sun Life Indonesia Services (February 21, 2013 to July 5, 2013) and Commissioner of PT. Sun Life Indonesia (April 19, 2013 to April 23, 2015). He was also the Director/CFO and Treasurer of Sun Life Financial Philippine Holding Company, Inc. (September 2010 to December 2013), CFO and Treasurer of Sun Life Financial Plans, Inc. (September 2010 to December 2013), Director of Great Life Financial Assurance Corporation (July 2012 to September 2013) and Chief Financial Officer and Treasurer of Sun Life Asset Management Company, Inc. (September 2010 to June 2013) and Sun Life of Canada (Philippines), Inc. (September 2010 to October 2012). He also served as the Finance Director – Asia Pacific of Con-Agra International Food Group (September 2006 to August 2010).

He brings to the job a wealth of international finance experience gained primarily from ConAgra Foods, Inc., a multi-billion dollar global consumer products company. He held various positions with increasing responsibility in the areas of audit, financial control, planning and management in ConAgra's US, India and Asia-Pacific Operations. He was the Finance Director for the Asia Pacific Region, based in China, prior to joining Sun Life. Benedict also worked in the academe as well as in the aerospace, defense and public transit industries in the USA.

Benedict is a Magna Cum Laude graduate of BS Business Administration from the University of the Philippines (1983). He earned his Master's degree in Business Administration, Major in Finance/Accounting (1988) from the Graduate School of Management of the University of California Riverside. He is a Certified Public Accountant (CPA) and is a member of the American Institute of CPAs.

## **VALERIE N. PAMA**

President

Ms. Valerie N. Pama, is currently the Director and President of Sun Life Asset Management Company, Inc. (2011 to present). Ms. Pama was formerly Director of ten (10) 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 June 2018), Sun Life Prosperity Dynamic Fund, Inc. (2012 to June 2018), Sun Life Prosperity Philippine Stock Index Fund, Inc. (December 2014 to June 2018), Sun Life Prosperity Dollar Wellspring Fund, Inc. (September 2015 to June 2018), Sun Life Prosperity World Voyager Fund, Inc. (September 2015 to June 2018) and Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to June 2018) and formerly Director of the three (3) Grepalife Mutual Funds i.e. Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (2011 to June 2018). Ms. Pama was formerly the President of the Sun Life Prosperity Funds and the Grepalife Mutual Funds (2011 to 2012). She also served as the Chief Operating Officer of Sun Life Asset Management Company, Inc. (2011 to 2012) before being appointed as its President in 2013.

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

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

Ms. Pama was a member of the Board of Trustees of the Philippine Investment Funds Association (PIFA) from 2011-2013 and was elected Chairman from 2013-2015. She is currently in the PIFA Board of Advisors. This enabled her to represent the mutual fund industry in advocating investor literacy, customer protection and regulatory advancements to government agencies, key market players and the general public.

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

**CANDY S. ESTEBAN**  
**Treasurer**

Ms. Esteban is the Treasurer of sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2015 to present), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2016 to present), DECA Homebuilder Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), and the Sun Life Asset Management Company, Inc. (2015 to present). She is concurrently the Head of Financial Planning and Analysis for Sun Life of Canada (Philippines), Inc. Prior to joining the Fund, Ms. Esteban held various positions in Citibank and American Express Bank Philippines, both leading global banking institutions. She is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in Management Engineering and she holds a Master's degree in Business Administration from INSEAD in Singapore and France.

**JEMILYN S. CAMANIA**  
**Corporate Secretary**

Atty. Jemilyn S. Camania is the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2005 to present) Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2015 to present), DECA Homebuilder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), Great Life Financial Assurance Corporation 2012 to present), Grepalife Asset Management Corporation, the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation(2011 to present); and the Assistant Corporate Secretary of Sun Life Grepa Financial, Inc (2011 to present).

With over sixteen (16) years of experience, Atty. Camania started at Sun Life as Assistant Counsel in 2004, and then moved up the ranks to become Counsel (2007 to 2011) and Senior Counsel (2011 to 2012). She is currently Sun Life's Deputy General Counsel (2012 to present) and Head of General Corporate Services (from 01 May 2016). In April 2016, she was appointed in a concurrent capacity as Senior International

Counsel for Sun Life Financial Asia. Prior to joining Sun Life, she worked as an Associate at the Cayetano Sebastian Ata Dado & Cruz Law Offices (2001 to 2004).

Atty. Camania received her Bachelor of Arts in Psychology (1992) and Bachelor of Laws (2001) degrees from the University of the Philippines (Diliman). She was called to the Bar in 2002. She is also a Fellow, Life Management Institute (2010), Professional, Customer Service (with honors) (2011), and Associate, Insurance Regulatory Compliance (2014) of the Life Office Management Association (LOMA).

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

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

Prior to joining Sun Life in 2014, Atty. Kabigting-Ibero worked as an Associate Lawyer at the David Cui-David Buenaventura and Ang Law Offices (2006 to 2010). She later joined the Bank of the Philippine Islands as Legal and Compliance Officer of the bank's Asset Management and Trust Group (2010 to 2014). Atty. Kabigting-Ibero received her Bachelor of Arts Major in Legal Management (2000) and Bachelor of Laws (2005) from the University of Santo Tomas. She was called to the Bar in 2006.

**AJEE T. CO**  
**Compliance Officer**

Atty. Ajee T. Co is the Compliance Officer of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018), Sun Life Grepa Financial, Inc., Grepalife Asset Management Corporation, Great Life Financial Assurance Corporation, and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation (2017 to present). She is responsible for leading the Compliance team in the Philippines in the development and implementation of programs and systems to support the overall Sun Life Compliance strategy and in partnering with business leaders to identify, assess, and mitigate compliance risks.

Atty. Co brings to Sun Life more than 18 years of experience, coming most recently from Standard Chartered Bank as Compliance Head for seven years after two years as Wholesale Banking Compliance Adviser. Prior to this, she was Assistant Vice-President – Legal & Compliance Officer at Pru Life Insurance Corporation of UK for almost three years. She is a former Associate Lawyer at Siguion-Reyna, Montecillo & Ongsiako Law Offices and Senior Associate at Sycip, Gorres, Velayo & Co. Market Circle 1, Tax Group.

Atty. Co graduated from the University of the Philippines (Diliman) with a degree in Bachelor of Laws and from the De La Salle University-Taft with a degree in Bachelor of Science in Accountancy. She ranked 8th in the CPA Board Examinations in 1994.

### **Incorporators**

The following are the incorporators of the company:

1. Rizalina G. Mantaring
2. Benedicto C. Sison
3. Valerie N. Pama
4. Oscar S. Reyes
5. Melito S. Salazar, Jr.

### **Significant Employees**

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

### **Family Relationship**

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

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

None of the directors or executive officers of the Fund and the Fund Manager 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 30<sup>th</sup> 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 three [3] 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 2018, the Fund forecasts a total Independent Directors' per diem of Php306,837.00.

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

### Security Ownership of Certain Record and Beneficial Owners as of September 30, 2018

Title of Class	Name of and Address of Record Owner	Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Number of Shares Held	Percent of Class
Common	SLAMCI 8 <sup>th</sup> Floor Sun Life Centre, 5 <sup>th</sup> Ave. Corner Rizal Drive, Bonifacio Global City, Taguig City	More than 5% owner	Both the Record (R) & Beneficial (B) Owner	49,999,995	99.99%

The President of SLAMCI (Valerie N. Pama) will exercise voting power over the shares of SLAMCI.

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

### Security Ownership of Management as of September 30, 2018

Title of Class	Name of Beneficial Owner	Number of Shares	Nature of Ownership	Citizenship	Percent of Class
Common	Benedicto C. Sison	1	Beneficial (B) and Record ('R)	Filipino and American	0.00%
Common	Maria Josefina A. Castillo	1	B & R	Filipino	0.00%
Common	Melito S. Salazar, Jr.	1	B & R	Filipino	0.00%
Common	Oscar M. Orbos	1	B & R	Filipino	0.00%
Common	Aleli Angela G. Quirino	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:

<b>Director/Officer</b>	<b>Fund</b>	<b>SLAMCI</b>
Benedicto C. Sison	Chairman And Director	Director
Jemilyn S. Camania	Corporate Secretary	Corporate Secretary
Anna Katrina C. Kabigting-Ibero	Assistant Corporate Secretary	Assistant Corporate Secretary
Candy S. Esteban	Treasurer	Treasurer
Ajee T. Co	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 4, 2018 in order for SLAMCI to provide certain services to the Fund, such as: investment and re-investment of the assets, preparation and submission of such information and data relating to the Fund; coordination of the activities; preparation of reports, circulars and notices and other information as may be required; representation with government offices; accounting, bookkeeping, clerical and other administrative facilities; provision of office space and other administrative facilities to the Fund; and carrying out of due diligence with respect to any broker through whom the Fund deals in the conduct of its investment operations.

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

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

The Fund agrees to pay SLAMCI an annual fee of up to 0.625% 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 4, 2018 in order for SLAMCI to act as Principal Distributor and sell units of the Fund on a best efforts at a public offering price

equal to the NAVPU in effect at the time of the sale and the sales commission payable to SLAMCI. The Distribution Agreement is presented annually to the Board of Directors for its approval.

The Fund agrees to pay SLAMCI an annual fee of up to 0.625% 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 4, 2018 for SLAMCI to perform transfer agency services for the Fund. This Agreement became effective on September 15, 2018 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.

#### **TAXATION**

Investors are advised to consult their own professional advisers as to the tax implications of subscribing for, purchasing, holding, and redeeming units of the Fund. Tax related laws, rules and regulations are factors that are subject to rapid change and which could detrimentally affect the performance of the Fund.

#### **REGULATORY FEE/S**

The Fund shall pay an annual fee of 1 basis point based on the average net asset value of the unitized funds within (30) days from the recently ended calendar year; or not later than 31 January of every year after the registration of the units of the Funds

**SIGNATURES**

Pursuant to the requirements of the Code, this Amended Registration Statement is signed on behalf of the Registrant by the undersigned, thereunto duly authorized, in Taguig City on \_\_\_\_\_ 2018.

By:

**SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.**  
*Investment Company*

**BENEDICTO C. SISON**  
*Chairman/Director*

**MARIA JOSEFINA A. CASTILLO**  
*President/Director*

**ALELI ANGELA G. QUIRINO**  
*Director*

**CANDY S. ESTEBAN**  
*Treasurer*

**JEMILYN S. CAMANIA**  
*Corporate Secretary*

**SUN LIFE ASSET MANAGEMENT COMPANY, INC.**  
*Fund Manager*

**BENEDICTO C. SISON**  
*Director*

**ERLINDA S. ECHANIS**  
*Director*

**VALERIE N. PAMA**  
*President*



SUBSCRIBED AND SWORN to me before this \_\_\_\_ day of \_\_\_\_\_ 2018, affiants exhibiting to me their identification, as follows:

<u>Name</u>	<u>Passport No/Driver's License</u>	<u>Date/Place of Issuance</u>
Benedicto C. Sison	P2684321A	11 April 2017 / DFA-Manila
Maria Josefina A. Castillo	P2050182A	28 February 2017 / DFA-Manila
Aleli Angela G. Quirino	EC8516762	19 August 2016 / DFA-NCR East
Candy S. Esteban	N02-95-277891	Quezon City, Philippines
Jemilyn S. Camania	EC2498769	22 Oct. 2014 / DFA-NCR South
Erlinda S. Echanis	EC3476431	18 February 2015 / DFA-NCR Northeast
Valerie N. Pama	P1484048A	06 Jan. 2017 / DFA-Manila

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Page No. \_\_\_\_;  
Book No. \_\_\_\_;  
Series of 2018.