



SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To all shareholders:

NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of Sun Life Prosperity Achiever Fund 2028, Inc. shall be held on **22 July 2020 (Wednesday)** at **11:00 A.M.** via **Zoom Webinar** at <https://bit.ly/ASHM2020>, to consider the following:

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Chairman's Address
5. Review of 2019 Operations
6. 2019 Fund Performance
7. Election of Directors for the 2020 to 2021 term
8. Approval of the Minutes of the 2019 stockholders' meetings
9. Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers (Annex A)
10. Appointment of External Auditor
11. Other Matters
12. Adjournment

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

The Board of Directors has, in accordance with the By-Laws, fixed the close of business on **30 April 2020** as the record date for the determination of the shareholders entitled to notice of and to vote as such in the annual shareholders' meeting and any adjournment thereof.

Shareholders and/or their proxies must pre-register using the provided link. Identification of the registrant will be verified during the pre-registration process.

Taguig City, Metro Manila, 10 June 2020

ATTY. ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement Definitive Information Statement

2. Name of Registrant as specified in its charter: **Sun Life Prosperity Achiever Fund 2028, Inc.**

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

4. SEC Identification Number: **CS201739631**

5. BIR Tax Identification Code: **009-942-771-00000**

6. Address of Principal Office: **Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634**

7. Registrant's telephone number, including area code: **(632) 8555-8888**

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

**22 July 2020 (Wednesday), 11:00 A.M.
via Zoom Webinar at <https://bit.ly/ASHM2020>**

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **15 June 2020**

10. In case of Proxy Solicitations:

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

Address and Telephone Number: **6th Floor Sun Life Centre, 5th Avenue cor Rizal Drive, Bonifacio Global City, Taguig City 1634; (632) 849-9452 or 849-9495**

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

Title of Each Class	Number of Shares Outstanding
Common Shares, PHP0.01 par value	50,000,000 shares (as of 31 May 2020)

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

Yes No

PART I.
INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

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

a. The annual shareholders' meeting of Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") will be held on **22 July 2020 (Wednesday) at 11:00 A.M. via Zoom Webinar at <https://bit.ly/ASHM2020>**. The principal office of the Company is located at Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634.

b. The approximate date on which the information statement and proxy form ("ASHM materials") will be sent to all shareholders is on 15 June 2020. Shareholders will receive the ASHM materials personally, by mail (by physical or electronic transmission). Further, shareholders will also receive an advance copy via e-mail and will have access to the ASHM materials via the SLAMCI website.

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

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

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

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

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 50,000,000 shares outstanding as of 30 April 2020. Each common share shall be entitled to one (1) vote with respect to all matters to be taken up during the annual shareholders' meeting.

b. The record date for determining shareholders entitled to notice of and to vote during the annual shareholders' meeting is **30 April 2020**.

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

d. Security Ownership of Certain Beneficial Owners and Management

1. Security Ownership of Certain Beneficial Owners. Holders of more than 5%, if any, are included in the list of the Top 20 Shareholders, which is submitted to the SEC through a confidential disclosure.

On 7 March 2013, SEC en banc approved the confidential treatment of the list of Top 20 shareholders of the Sun Life Prosperity Funds, including its 5% and 10% beneficial owners. This is to protect the investors' privacy, which is a privilege they enjoy when they invest in other shared investment vehicles, such as unit investment trust funds, and when they invest in bank deposits.

2. Security Ownership of Management as of 31 March 2020 follows:

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

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

3. **Voting Trust Holders of 5% or More.** No holder of 5% or more of the Company's common shares has any voting trust or similar agreement that vest voting rights or other powers to a voting trustee.

4. **Changes in Control.** There has been no change in control of the Company since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers

a. The Company's directors—including independent directors—and executive officers are as follows:

<i>Name</i>	<i>Citizenship</i>	<i>Position</i>	<i>Age</i>	<i>Term of Office</i>	<i>Period Served</i>
Benedicto C. Sison	Filipino and American	Director/President Director/Chairman	59	January 2018 – June 2018 July 2018 - present	2 terms
Maria Josefina A. Castillo	Filipino	Director/President	46	2018 - present	2 terms
Aleli Angela G. Quirino	Filipino	Independent Director	76	2018-present	2 terms
Oscar S. Reyes	Filipino	Independent Director	74	2018-present	2 terms
Oscar M. Orbos	Filipino	Independent Director	69	2018 - present	2 terms
Candy S. Esteban	Chinese	Treasurer	43	2018-present	2 terms
Anna Katrina C. Kabigting-Ibero	Filipino	Corporate Secretary	40	April 2020 - present	
Winlove Apple R. Sandalo-Esperanza	Filipino	Assistant Corporate Secretary	40	April 2020 - present	
Jemilyn S. Camania	Filipino	Compliance Officer	44	April 2020 - present	
Ria V. Mercado	Filipino	Risk Officer	44	2018-present	2 terms

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

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

BENEDICTO C. SISON

Chairman (July 2018 to present)

Director (January 2018 to June 2018)

Mr. Benedicto C. Sison is the CEO and Country Head of the Sun Life group of companies in the Philippines from 01 July 2018. He is also the President of Sun Life Financial Philippine Holding Company, Inc. (December 2015 to present) and serves as the Director and Chairman 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 Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder 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 to present). He is also the Director and Chairman of the Grepalife Funds such as Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (September 2015 to present). He is the Vice President of Sun Life Financial – Philippines Foundation, Inc., (September 2015 to present) where he also served as Trustee (September 2010 to September 2013). He is currently a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and Treasurer of the Philippine Life Insurance Association (PLIA).

Prior to his current role, Mr. Sison served as the Chief Strategy and Financial Management Officer of Sun Life of Canada (Philippines), Inc. (April 2015 to 2018). He also 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.

Mr. Sison 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.

MARIA JOSEFINA A. CASTILLO

President / Director (July 2018 to present)

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

Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., and Sun Life Prosperity World Equity Index Feeder Fund, Inc. (July 2018 to present). She is also the Director and President of the Grepalife Funds such as Grepalife Bond Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (July 2018 to present) and Treasurer (November 2012 to present).

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

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

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

ALELI ANGELA G. QUIRINO

Independent Director – (2018 to present)

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 Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), (2004 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present), Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018 to present). She is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). She is currently an Of Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law). She also serves as Director of ELC Beauty, Inc./Estee Lauder Phils. (2002 to present), among others. She also serves as a Director of Neo Pacific Property Management Corporation (2007 to present), She is the Vice-Chairman and Trustee of Ateneo de Manila Law Alumni Association, Inc. (2008 to present), and Advisory Council Member of the Asian Patent Attorney Association (2012 to present). She is also the immediate past 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.

OSCAR S. REYES

Independent Director (2018 to present)

Mr. Oscar S. Reyes, is an Independent Director of the Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2006 to present), Sun Life of Canada Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly 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), Sun Life

Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., DECA Homebuilder Fund, Inc. (March 2018 to present), Sun Life of Canada Prosperity Philippine Equity Fund, Inc., and Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2011 to present). His other positions are: member of the Advisory Board of the Philippine Long Distance Telephone Company (PLDT) (2010 to present) and Director (2001 to 2010); Member, Advisory Council of the Bank of the Philippine Islands (2016 to present) and Director (2003 to 2016); Independent Director 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), Sun Life Financial Plans, Inc., (Independent Director) (2006 to present) and Eramen Minerals Inc. (Independent Director) (2004-present) among other firms. Presently, he is an Independent Director of Philippine Dealing System Holdings Corp., Philippine Dealing & Exchange Corporation, Philippine Depository & Trust Corporation, Philippine Securities Settlement Corporation (April 2019 to present) and Team Energy Corporation (June 2019 to present). He is a Director of Asian Eye Institute (2010 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.

OSCAR M. ORBOS

Independent Director (2018 to present)

Atty. Oscar M. Orbos, is an Independent Director of the Sun Life of Canada Prosperity Philippine Equity Fund, Inc. (2000 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2009 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc. and Sun Life Prosperity World Voyager Fund, Inc. (2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dynamic Fund, Inc. (2018 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation (“Grepalife Funds”) (2018 to present). Atty. Orbos has a distinguished public service career, which started with his election as Congressman (1987 to 1990 and 1992 to 1995) and then as Governor of the Province of Pangasinan (1995 to 1998). He also served as Secretary of the Department of Transportation and Communication (1990) and then as Executive Secretary (1990 to 1991) under the administration of President Corazon C. Aquino. Atty. Orbos also serves Chairman of the Board of Alpha Insurance & Surety Co., Inc. (2000 to present) and as Partner of Orbos Cabusora & Taguam Law Office (1998 to present). He obtained his BS Economics and Bachelor of Laws from the University of the Philippines.

CANDY S. ESTEBAN

Treasurer (2018 to present)

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

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

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

JEMILYN S. CAMANIA

Compliance Officer (2020 to present)

Atty. Jemilyn S. Camania is the Chief Compliance Officer of Sun Life of Canada (Philippines), Inc.; Sun Life Financial Plans, Inc.; Sun Life Asset Management 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 Peso Starter 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 World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc.; 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; and Sun Life Grepa Financial, Inc. (01 April 2020 to present).

Atty. Camania started at Sun Life of Canada (Philippines), Inc. as Assistant Counsel (2004 to 2007), Counsel (2007 to 2011), Senior Counsel (2011 to 2012), and Deputy General Counsel (2012 to 2020) and Head of General Corporate Services (2016 to 2020). She also served as Senior International Counsel for Sun Life Asia (2016 to 2020). She also served as Corporate Secretary of Sun Life of Canada (Philippines), Inc. (2010 to 2020); Sun Life Financial Plans, Inc. (2010 to 2020); Sun Life Asset Management Company, Inc. (2005 to 2020); Sun Life Financial Philippine Holding Company, Inc. (2012 to 2020); Sun Life Financial – Philippines Foundation (2012 to 2020); 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 2020), Sun Life Prosperity Dynamic Fund, Inc. (2012 to 2020), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2015 to 2020), Sun Life Prosperity World Equity Index Feeder 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. (2018 to 2020); Grepalife Asset Management Corporation (2011 to 2020); the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation (2011 to 2020); and the Assistant Corporate Secretary of Sun Life Grepa Financial, Inc. (2011 to 2020). 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 passed the Bar Examinations 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

Corporate Secretary (2020 to present)

Atty. Anna Katrina C. Kabigting-Ibero is the Corporate Secretary of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (April 2020 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, (April 2020 to present). She is also the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Grepalife Asset Management Corporation, Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, Inc., and Assistant Corporate Secretary of Sun Life Grepa Financial, Inc. (April 2020 to present).

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

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

WINLOVE APPLE R. SANDALO-ESPERANZA

Assistant Corporate Secretary (2020 to present)

Atty. Winlove Apple R. Sandalo-Esperanza is the Assistant Corporate Secretary of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc. and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (April 2020 to present). She is also the Assistant Corporate Secretary of Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Grepalife Asset Management Corporation, Sun Life of Canada (Philippines), Inc., Sun Life Financial Philippine Holding Company, Inc., and Sun Life Financial – Philippines Foundation, Inc. (April 2020 to present).

Prior to joining Sun Life in 2020, Atty. Esperanza worked as a Junior Associate at the Abuda Asis & Associates (2009 to 2012). She later joined the Philippine National Bank as In-House Counsel (2012 to 2020).

Atty. Esperanza received her Bachelor of Arts in Economics (2003) and Juris Doctor (2009) from the University of Philippines, Diliman. She was called to the Bar in 2010.

RIA V. MERCADO

Risk Officer (2018 to present)

Ms. Ria V. Mercado has been the Head of Risk Management of Sun Life Philippines since 2015. She is also the Risk Officer 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 Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.), Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life

Prosperity World Voyager Fund, Inc., DECA Homebuilder Fund, Inc., (2015-present); Sun Life Prosperity Dollar Starter Fund, Inc., (2017-present); Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (2018-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 2019 to present). She is also the Risk Officer of Sun Life Asset Management Company, Inc., Grepalife Asset Management Corporation, Sun Life of Canada (Philippines), Inc., Sun Life Grepa Financial, Inc. (July 2015 to present) and Sun Life Financial – Philippines Foundation, Inc. (December 2019 to present).

Prior to joining Sun Life in 2015, she was with Deutsche Knowledge Services (DKS), where she was Debt and Client Risk & Control Lead. In this capacity, she was responsible for risk and control initiatives and for proactively identifying and mitigating operations risks through quality assurance initiatives. Prior to DKS, she was with Standard Chartered Bank where she rose from Graduate Associate to AVP – Unit Operational Risk Manager.

Ms. Mercado holds a Master in Business Management degree from the Asian Institute of Management. She is a BS Business Administration graduate of the University of the Philippines (Diliman).

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

2. **Nomination Process.** The Nomination Committee, composed of Atty. Quirino as Chairman and Mr. Sison and Ms. Castillo as Members, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications of the regulations named above and in accordance with the procedure outlined in the Company’s Manual on Corporate Governance (“Manual”). Except for committee members who are independent directors themselves, none of the members of the Nomination Committee are related to the independent directors. The following Final List of Candidates to the 2020 Board of Directors has been approved:

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

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

b. **Incorporators.** The incorporators of the Company are: Rizalina G. Mantaring, Benedicto C. Sison, Valerie N. Pama, Aleli Angela G. Quirino, and Oscar M. Orbos.

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

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

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

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

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

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

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

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

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

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

Item 6. Compensation of Directors and Executive Officers

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

b. **Compensation of Directors.** The 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 PHP 20,000.00 per meeting per Independent Director (the Fund has two [2] Independent Directors). There are no other forms of compensation which such Independent Directors are entitled to receive for meetings attended, other than said per diem and a retainer's fee not to exceed PHP 15,000.00 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 PHP 15,000.00 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.

Total per diem received by the Fund's directors for the year 2019 and 2018 are PHP 314,615 and PHP 375,687, respectively.

The Board has four (4) regular quarterly meetings for 2020, including the organizational board meeting after the annual shareholders' meeting. For the four (4) meetings and with two (2) members of the Board who are external directors entitled to receive per diem, the Fund forecasts a total directors' per diem of PHP 240,000 for the year 2020. The external directors are also forecasted to receive a total of PHP 14,615 as retainer's fees for 2020.

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

Item 7. Independent Public Accountants. Navarro Amper and Co./Deloitte Touche Tohmatsu served as the Company's principal accountants and external auditors since its incorporation. The signing partner is Ms. Avis B. Manlapaz, who has served in said capacity since 2016. The same auditors are being recommended for re-election at the scheduled annual shareholders' meeting. Representatives of the said firm are expected to be present at the upcoming annual shareholders' meeting to respond to appropriate questions and to make a statement if they so desire.

In compliance with SRC Rule 68, As amended, the Company intends to change external auditors or audit engagement partners, at least once every five (5) years.

Audit and Audit-Related Fees. The audit fees for 2019 and 2018 amounted to PHP 128,155 and PHP 224,806, respectively. Prior year's fees include Interim and yearend 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
The Company's Audit and Compliance Committee hears the client service plan and service fee proposal presented by the external auditor and recommends such for the approval of the Board of Directors if found acceptable. Said Committee is composed of the following: Atty. Quirino, as Chairman and Atty. Orbos and Mr. Reyes as Members.

Item 8. Compensation Plans. No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed to its directors or employees.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange. No action is to be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities. No action is to be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information.

a. **Management's Discussion and Analysis (MD&A) or Plan of Operation.**

CORPORATE INFORMATION

Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on January 10, 2018. The Company is a registered open-end investment company under the Investment Company Act (Republic Act "R.A." No. 2629) and the Securities Regulation Code (R.A. No. 8799), formerly known as the Revised Securities Act (B.P. No. 178). It is a multi-asset/asset allocation fund which aims to maximize the returns of investors based on a pre-determined target date (Year 2028) that aligns properly with the investment horizon of its investors. Due to its shorter time horizon, the Fund is positioned as a balanced fund at the onset. As the Fund draws closer to its pre-determined target date, allocation to equity securities and other high-yielding instruments is gradually shifted to fixed income securities, to reduce the overall risk and volatility.

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

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

- 2.1 **Increase/Decrease in Net Assets Value Per Share (NAVPS)** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding plus the total number of units outstanding due to deposit for future subscriptions (DFFS) and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Company’s shareholders.
- 2.2 **Net Investment Income.** Represents the total earnings of the Company from its investment securities, less operating expenses and income tax. This gauges how efficiently the Company has utilized its resources in a given time period.
- 2.3 **Assets under Management (AUM).** The assets under the Company’s disposal. This measures the profitability of the Company (increase/decrease brought about by its operational income) as well as investor confidence (increase/decrease brought about by investor subscriptions/redemptions).
- 2.4 **Cash Flow.** Determines whether the Company was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments while at the same time maintaining the maximum level of investments and minimum level of cash.

FINANCIAL STATEMENT ANALYSIS

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

Material Changes in the 1stQuarter Financial Statements

Statement of Financial Position and Statements of Changes in Equity – 31 March 2020 and 31 December 2019

Attributable to shareholders:

For the Period Ended	31-Mar-20	31-Dec-19	Movement	Percentage (%)	MDAS
	Unaudited	Audited			
Cash and cash equivalents	P 697,617	P 716,826	P (19,209)	-2.68%	
Financial assets at fair value through profit or loss	50,113,817	49,744,060	369,757	0.74%	The increase was mainly due to increase in market value in investment in equity securities
Total Assets	50,811,433	50,460,886	350,547	0.69%	
Payable to Fund Manager	-	19,759	(19,759)	-100.00%	This pertains outstanding reimbursable expenses paid in Q1 2020
Total Liabilities	-	19,759	(19,759)	-100.00%	
Net assets attributable to unit holders	P50,811,433	P50,441,127	P 370,306	100.69%	The increase mainly due to net income was brought by unrealized gains from investments during the quarter.
Net Assets Value per Unit	P 1.0162	P 1.0088	P 0.0074	0.73%	

Attributable to unit holders:

For the Period Ended	31-Mar-20	31-Dec-19	Movement	Percentage (%)	MDAS
	Unaudited	Audited			
Cash and cash equivalents	P 2,323,648	P 3,273,153	P (949,505)	-29.01%	The decrease mainly due to disposal of short-term placements classified as cash equivalents.
Financial assets at fair value through profit or loss	47,870,383	56,832,411	(8,962,028)	-15.77%	The decrease was mainly due to disposal of equity securities and unfavorable market condition during the period.
Accrued interest receivable	185,105	231,970	(46,865)	-20.20%	This account pertains to accrued interest in Tnotes. Collection of interest depends on the scheduled interest payments of each asset.
Dividends receivable	162,275	20,631	141,644	686.56%	The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received.
Prepayments and other current assets	38,709	-	38,709	0.00%	This account pertains to prepaid expenses to be amortized until end of the accounting period.
Total Assets	50,580,120	60,358,165	(9,778,045)	-16.20%	
Accrued expenses and other payables	81,622	102,593	(20,971)	-20.44%	This account pertains to outstanding audit fees, withholding taxes and supervisory fees.
Payable to Fund Manager	97,443	136,073	(38,630)	-28.39%	The decrease in fees payable to fund manager was due to lower AUM for the period.
Total Liabilities	179,065	238,666	(59,601)	-24.97%	
Net assets attributable to unit holders	P50,401,055	P60,119,499	P(9,718,444)	8.77%	Decrease due to mainly to net loss was brought by unrealized losses from investments during the quarter.
Net Assets Value per Unit	P 0.8403	P 1.0157	P (0.1755)	-17.27%	

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

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

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

Statement of Comprehensive Income for the Three months ended – 31 March 2020 and 31 March 2019

Attributable to shareholders:

	31-Mar-20	31-Mar-19	Movement	Percentage (%)	MDAS
	Unaudited	Unaudited			
Investment Income	P 875	P 31,227	P (30,352)	-97.20%	This pertains to interest income from cash in bank
Operating Expenses	150	273	(123)	-45.05%	This pertains to bank charges
Net Unrealized Gains (Losses) on Investments	369,757	-	369,757		The increase was mainly due to increase in market value in investment in equity securities
Provision for Income Tax	175	6,245	(6,070)	-97.20%	Final taxes of interest income earned from bank deposits
Net Investment Income (Loss)	P 370,306	P 24,709	P 345,597	-1398.67%	

Attributable to unit holders:

	31-Mar-20	31-Mar-19	Movement	Percentage (%)	MDAS
	Unaudited	Unaudited			
Investment Income	P 1,268,949	P 298,845	P 970,104	324.62%	The increase mainly due to interest income earned from investment in treasury notes and time deposits, and from dividend income and realized trading gain from disposal of investments during the period
Investment Expenses	49,546	98,834	(49,288)	-49.87%	The decrease mainly due to lower commission expense during the period
Operating Expenses	368,304	237,068	131,236	55.36%	The increase mainly due to higher management fees resulted from higher AUM and increase in taxes and licenses compared to same period last year.
Net Unrealized Gains (Losses) on Investments	(11,195,396)	355,179	(11,550,575)	3252.04%	Decrease due to impact of unfavorable market condition during the period.
Provision for Income Tax	139,292	38,979	100,313	257.35%	Final taxes of interest income earned from fixed income investment.
Net Investment Income (Loss)	P(10,483,589)	P 279,143	P(10,762,732)	3855.63%	

Average daily net asset value from January to March 2020 and January to March 2019 is PHP 56,615,922 and PHP 51,459,851, respectively.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

There are no other significant events and transactions that is required for disclosure this year.

3. **Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.** There have been no changes in and/or any disagreement with accountants on any accounting and financial disclosures and/or on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

b. **Registrant’s Common Equity and Related Stockholder Matters**

1. **Market Information.** Being an investment company that is not listed with the PSE and required to follow rules specific to mutual funds, shares are distributed through its principal distributor, SLAMCI.

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

The following table shows the ranges of high and low prices (NAVPU) of the Fund’s common shares for 2020 and 2019:

	2020		2019	
	HIGH	LOW	HIGH	LOW
1 st Quarter	P1.0182	P0.7895	P1.0090	P0.9673
2 nd Quarter	-	-	P1.0273	P0.9689
3 rd Quarter	-	-	P1.0534	P1.0076
4 th Quarter	-	-	P1.0474	P0.9901

2. **Holders. There are approximately 6 shareholders as of 30 April 2020**

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

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

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

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

e. **Top 20 Shareholders.** Please refer to Item 4 (d) (2).

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

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

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

D. OTHER MATTERS

Item 15. Action with Respect to Reports. The minutes of the meeting and related records are available for inspection by any shareholder at the office of the Company during business hours. Management recommends a vote FOR the approval of the minutes of the 2019 shareholders' meetings held on 17 July 2019. Also submitted for approval is the Annual Report (SEC Form 17A) and the audited Financial Statements for the year ended 31 December 2019 and the Quarterly Report for the First Quarter (SEC Form 17Q1).

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

Item 17. Amendment of Charter, Bylaws, or Other Documents. No action is to be taken with respect to amendment of the Company's charter, by-laws, or other documents.

Item 18. Other Proposed Action. Aside from the foregoing, there is no other proposed action.

Item 19. Voting Procedures. All elections and all questions, except as otherwise provided by law, shall be decided by the plurality vote of the shareholders present in person or by proxy; provided that a quorum (10% of the voting stock) is present. In case of election of directors, a majority vote (50% of the voting stock + 1) is required.

The right to vote of investors as of the Record Date may be exercised in person, through proxy, or so when so authorized in the By-laws or when approved by the majority of the Board of Directors, through remote communication or in absentia. The Fund will accept proxy votes from its stockholders by emailing SunLifeFunds@sunlife.com until Tuesday, 21 July 2020 (one business day prior to the ASHM). Investors who will decide to attend the ASHM via Zoom may also exercise their right to vote in absentia via the Zoom poll functionality available during the conduct of the ASHM. Client identification may be verified during the pre-registration process.

Thereafter, the Corporate Secretary will proceed to count and tabulate the votes casted via remote communication or in absentia, and those who voted through proxy.

PART II. INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification. The solicitation of proxies is made for and on behalf of Ms. Castillo, President of the Company, and the proxy given will be voted in accordance with the authority contained therein. Atty. Anna Katrina C. Kabigting-Ibero, Corporate Secretary, will cast the votes in case of her absence.

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

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

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

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

Item 4. Persons Making the Solicitation.

a. The proxy solicitation is conducted on behalf of the Company by SLAMCI as part of its management services and is to be made through registered mail and courier service. No director of the Company has informed the Company in writing that he intends to oppose any action intended to be taken.

b. Proxies may also be solicited by SLAMCI employees assigned to Investor Services, without additional compensation, personally or by written communication, telephone or other electronic means. **Ms. Placido** has been designated as the contact person for all inquiries related hereto at contact numbers **(632) 849-9452 or 849-9495** with address at 8th Floor Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634.

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

d. The Company will bear the cost of preparing and mailing this proxy statement and other materials furnished to shareholders in connection with the proxy solicitation. The foregoing is estimated to cost about PHP1,000,000.00 for all the Sun Life Prosperity Funds.

Item 5. Interest of Certain Persons in Matters to be Acted Upon. As of 31 March 2020, records show that SLAMCI owns 100% of the Company's outstanding capital stock. Ms. Pama, President of SLAMCI, has the power to vote of the shares or direct the voting of the shares.

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

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
OFFICE OF THE CORPORATE SECRETARY
6TH FLOOR SUN LIFE CENTRE, 5TH AVENUE COR RIZAL DRIVE
BONIFACIO GLOBAL CITY, TAGUIG CITY 1634

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

Sun Life Prosperity Achiever Fund 2028, Inc.
Issuer



ATTY. ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

Date: 10 June 2020

Annex “A”

ANNEX TO THE AGENDA

Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.
Sun Life Prosperity World Equity Index Feeder Fund, Inc.

Acts and Proceedings of the Board and Corporate Officers for Confirmation and Ratification of the Stockholders:

1. Election and/or appointment of officers, committee members and representatives to the Philippine Investment Funds Association (PIFA)
2. Updating and continuation of the Management Agreement and Distribution Agreement and Transfer Agency Agreements with Sun Life Asset Management Company, Inc. (SLAMCI)
3. Approval of the Revised Anti-Money Laundering and Terrorism Financing Prevention Program (MTPP) Operating Guidelines
4. Approval of the 2019 Audited Financial Statements
5. Approval of Manual on Corporate Governance
6. Approval of Board Committee Charters
7. The joint holding of the Sun Life Prosperity Funds’ Annual Stockholders’ Meetings on 22 July 2020. Stockholders of record of the Funds as of 30 April 2020 shall be entitled to notice of and to attend and vote at said meeting.

DIRECTORS' CERTIFICATE

We, the undersigned, constituting majority of the members of the Boards of Directors, the Chairman and the Corporate Secretary of the sixteen (16) **Sun Life Prosperity Funds**, *i.e.*, the Sun Life Prosperity Dollar **Abundance** Fund, Inc.; Sun Life Prosperity Dollar **Advantage** Fund, Inc.; Sun Life of Canada Prosperity **Balanced** Fund, Inc.; Sun Life of Canada Prosperity **Bond** Fund, Inc.; Sun Life Prosperity **Dynamic** Fund, Inc.; Sun Life of Canada Prosperity **Philippine Equity** Fund, Inc.; Sun Life Prosperity **GS** Fund, Inc.; Sun Life Prosperity **Peso Starter** Fund, Inc. (formerly, Sun Life Prosperity **Money Market** Fund, Inc.); Sun Life Prosperity **Philippine Stock Index** Fund, Inc.; Sun Life Prosperity Dollar **Wellspring** Fund, Inc.; Sun Life Prosperity **World Voyager** Fund, Inc.; Sun Life Prosperity Dollar **Starter** Fund, Inc.; Sun Life Prosperity **World Equity Index Feeder** Fund, Inc.; Sun Life Prosperity **Achiever Fund 2028**, Inc.; Sun Life Prosperity **Achiever Fund 2038**, Inc.; and Sun Life Prosperity **Achiever Fund 2048**, Inc. (collectively referred to as the "Corporations" and each individually referred to as a "FUND"), corporations duly organized and existing under Philippine laws, with common address at the Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City., do hereby certify that:

1. At its Special Joint Boards of Directors' meeting held on 07 May 2020, at which meeting a quorum was present and acting throughout, the Boards of Directors of said Corporations, upon motion duly made and seconded, there being no comments, abstentions or objections having been noted, unanimously resolved, as follows:

"RESOLVED, that the 2020 Annual Stockholders' Meeting of the sixteen (16) Sun Life Prosperity Funds ("Corporations") scheduled on 22 July 2020 will be conducted through remote communications, in accordance with SEC Memorandum No. 6, dated 12 March 2020¹."

"RESOLVED, FURTHER, that the right to vote of stockholders during the Annual Stockholders' Meeting may be exercised in person, through proxy, or through voting *in absentia*."

"RESOLVED, FINALLY, that the Internal Procedures with regard to the conduct of the 2020 Annual Stockholders' Meeting is attached as **Annex "A"**; and that the Chairman and President be, as they are hereby, delegated to approve changes to the procedures, on behalf of the Corporations."

2. We hereby certify that the foregoing resolutions and the attached Internal Procedures have not been superseded or amended as of the date of this certificate.

¹ "Section 10. Participation in Stockholders' or Members' Meetings through Remote Communication. When so provided in the bylaws or by majority of the board of directors, stockholders or members who cannot physically attend at stockholders' or members' meetings may participate in such meetings through remote communications or other alternative modes of communication."

IN WITNESS WHEREOF, we have hereunto affixed our signatures on the date and in the place written below.


BENEDICTO C. SISON
Chairman
 TIN: 304-968-236


MARIA JOSEFINA A. CASTILLO
President/Director
 TIN: 177-087-619


OSCAR S. REYES
Independent Director
 TIN: 136-623-569


ALELI ANGELA G. QUIRINO
Independent Director
 TIN: 125-673-223


OSCAR M. ORBOS
Independent Director
 TIN: 100-568-593


CIELTO F. HABITO
Independent Director
 TIN:


ANNA KATRINA K. IBERO
Corporate Secretary
 TIN: 246-525-283

SIGNED IN THE PRESENCE OF:

_____)
 REPUBLIC OF THE PHILIPPINES)
) S.S.

SUBSCRIBED AND SWORN to before me this _____ day of _____
 2018, affiants exhibited to me their passports as follows:

<u>Name</u>	<u>Government Issued ID</u>	<u>Date/Place Issued</u>
Benedicto C. Sison	P2684321A	11 April 2017/ DFA Manila
Maria Josefina A. Castillo	P2050182A	28 Feb. 2017 / DFA-Manila
Oscar S. Reyes	P5302920A	11 Dec. 2017 / DFA NCR East
Aleli Angela G. Quirino	EC8516762	19 Aug. 2016 / DFA NCR East
Oscar M. Orbos	GGG-004555	19 June 2012 / San Juan City
Cielito F. Habito	D14-75-007972	20 April 2022 / LTO
Anna Katrina K. Ibero	N02-96-324358	01 Sept. 2022 / LTO

Doc. No. _____;
 Page No. _____;
 Book No. _____;
 Series of 2020.

Annex A: 2020 Annual Stockholders' Meeting Internal Procedures

1. **Date, Time and Venue of the Meeting.** The 2020 Sun Life Prosperity Funds Annual Stockholders' Meeting ("ASHM") will be held at 01:30 P.M. on Wednesday, 22 July 2020 via *Zoom Video Communications* ("Zoom"). Present during the said meeting will be the Board of Directors, Officers, and Stockholders of the Sun Life Prosperity Funds ("Funds").
2. **Notices of the Meeting.** The investors of the Funds as of 30 April 2020 ("Record Date") will be notified of the date, time, Zoom link, and other relevant information related to the ASHM no later than 01 July 2020 through electronic mail for investors with e-mail address/es on record. Notices of the Meeting will also be published in the website of Sun Life Asset Management (www.sunlifefunds.com), and in the business section of two (2) newspaper of general circulation, in print and online format, for two (2) consecutive dates prior to 01 July 2020.
3. **Registration.** Prior the ASHM, investors as of Record Date should pre-register using the link that will be provided through various communication channels. Client identification may be verified during the pre-registration process.
4. **Right to Vote.** The right to vote of investors as of the Record Date may be exercised in person, through proxy, or so when so authorized in the bylaws, through remote communication or *in absentia*. The Funds will accept votes from its stockholders by emailing SunLifeFunds@sunlife.com until Tuesday, 21 July 2020 (one business day prior to the ASHM). Investors who will decide to attend the ASHM via Zoom may also exercise their right to vote *in absentia* via the Zoom poll functionality available during the conduct of the ASHM.
5. **ASHM Conduct.** Suitable equipment and facilities will be available during the conduct of the ASHM. Participating investors will have the opportunity to read and hear the discussions substantially using Zoom. There will be both live and pre-recorded audio and visual presentations from the Officers and Directors of the Funds. Investors may be able to ask questions during the entire conduct of the ASHM. The audio and video of the ASHM via Zoom will be recorded, and this will be made available to clients after the meeting for thirty (30) days via the official Sun Life You Tube Channel.
6. **Quorum and Minutes of the Meeting.** The Corporate Secretary of the Funds will determine quorum in the meetings, as well as the voting results regarding the matters discussed in the ASHM. She will also be responsible for the preparation of the Minutes of the Meeting, and this will be forwarded to the stockholders for their approval in the next ASHM.

7. **Others.** Sun Life shall address any administrative, technical and logical issues as to the conduct of the said meeting. Should any stoppage or stoppage occur, the audio and visual recording shall start where it was interrupted, with the Chairman/Corporate Secretary acknowledging where in the agenda they left off.

(DRAFT) MINUTES OF THE JOINT ANNUAL STOCKHOLDERS' MEETING

**Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.**

Held on 17 July 2019 from 11:30 a.m. to 11:44 a.m.
Marquis Events Place – Grey Crown Room, Marquis Building,
Rizal Drive, Bonifacio Global City, 1634 Taguig City, Philippines

Total number of shares present and represented: Please see Annex "A"

**Members of the Board
of Directors Present:**

BENEDICTO C. SISON
MA. JOSEFINA A. CASTILLO
OSCAR M. ORBOS*
ALELI ANGELA G. QUIRINO*
OSCAR S. REYES*
CIELITO F. HABITO*

Also Present:

VALERIE N. PAMA
CANDY S. ESTEBAN
MICHAEL GERARD D. ENRIQUEZ
EDGAR S. TORDESILLAS
JEMILYN S. CAMANIA
ANNA KATRINA C KABIGTING-IBERO

1. CALL TO ORDER

Mr. Benedicto C. Sison, Chairman, called to order the joint annual stockholders' meeting of the Sun Life Prosperity Achiever Fund 2028, Inc. ("Achiever Fund 2028"), Sun Life Prosperity Achiever Fund 2038, Inc. ("Achiever Fund 2038"), and Sun Life Prosperity Achiever Fund 2048, Inc. ("Achiever Fund 2048"), which are collectively known as the Sun Life Prosperity Funds (the "Funds"). He thereafter presided over the same. Atty. Anna Katrina C Kabigting-Ibero, Assistant Corporate Secretary, recorded the minutes thereof.

2. PROOF OF NOTICE OF MEETING

Atty. Jemilyn S. Camania, Corporate Secretary, certified that the stockholders of record as of 30 April 2019 were duly notified of the meeting. The notices were sent electronically to said stockholders of record.

3. CERTIFICATION OF QUORUM

The Secretary reported the attendance based on the Attendance Sheet as well as the proxies received before the meeting. The attendance is set forth in Annex "A" of the minutes.

4. CHAIRMAN'S ADDRESS

Sun Life Prosperity Funds Chairman, Mr. Benedicto C. Sison welcomed the stockholders to the Sun Life Prosperity Funds' annual meeting.

In his welcome message, Mr. Sison recounted that 2018 was a turbulent year for financial markets from equities to fixed income investments as most ended negative for the year. The Philippines was not spared with the PSEi down by 12.7% and local interest rates moved up by more than 2% across all tenors. This came about as the U.S. Fed continued with their interest rate hikes aggravated by the US-China trade dispute during the second half of the year.

Mr. Sison further mentioned that the weak and volatile performance of the Philippine market was caused by the higher than expected spike in inflation. This triggered the Bangko Sentral ng Pilipinas (BSP) to react aggressively by hiking short term rates. Amidst the chaos and volatility, the Philippine economy remained resilient as it continued to register above trend growth. This was fueled by resilient domestic consumption and growth in investments. According to Mr. Sison, Sun Life expects this trend to accelerate further this year as the government fast-tracks its infrastructure spending. Sun Life expects a better performance for the Philippine stock market due to subdued macroeconomic concerns. However, Sun Life expects it to remain volatile, as geopolitical uncertainties continue to be present. The Company likewise anticipates the Bangko Sentral ng Pilipinas to lower interest rates, as inflation continues to taper off in the coming months.

Mr. Sison assured the investors that all of these challenges are faced with renewed hope and optimism. For at Sun Life Asset Management, the focus is on its investors. No matter what movements take place in the financial landscape, Sun Life's decision-making will always be dictated by what would benefit its investors best and bring them closer to prosperity. Sun Life will continue to be vigilant in finding ways to grow your investments with us, under the care of professional and capable fund managers. Sun Life shall continue to create opportunities from adversities while coping creatively in every condition to ensure optimal returns for its investors.

Mr. Sison ended his message by thanking the investors for the continued trust and support through the years. He emphasized that the stockholders' vote of confidence will surely propel the Company to the next level.

5. 2018 OPERATIONS/ FINANCIAL PERFORMANCE

Ms. Candy S. Esteban, Treasurer of the Funds, presented a review of the Funds' operations and financial performance in 2018.

6. 2018 FUND PERFORMANCE

Mr. Michael Gerard D. Enriquez, Chief Investment Officer, made a Video Presentation on the 2018.

7. ELECTION OF DIRECTORS FOR THE TERM 2019 to 2020

The Corporate Secretary explained the election process and nomination criteria. She added that details on these have been circulated to the stockholders via the SEC Form 20-IS that was sent to them prior to the annual meeting.

With the affirmative vote of 50% + 1 of the outstanding capital stock, the following were elected as members of the Boards of Directors:

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino
4. Oscar S. Reyes
5. Oscar M. Orbos

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino
4. Oscar S. Reyes
5. Cielito F. Habito

SUN LIFE PROSPERITY ACHIEVER FUND 2048, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino
4. Oscar S. Reyes
5. Cielito F. Habito

8. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

After discussion, upon motion made and duly seconded, the stockholders present or represented during the meeting unanimously approved the minutes of the meetings held on 13 March 2018.

9. CONFIRMATION AND RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD AND CORPORATE OFFICERS

After discussion, upon motion duly made and seconded, at least a majority of the OCS present or represented by proxy approved/ratified all acts and proceedings of the Board of Directors and Corporate Officers in relation to the management and administration of the Fund.

10. APPOINTMENT OF EXTERNAL AUDITOR

After discussion, upon motion duly made and seconded, the stockholders appointed Navarro Amper and Co./Deloitte Touche Tohmatsu as the Funds' external auditor for 2019.

11. OTHER MATTERS and ADJOURNMENT

There being no other matter for discussion, upon motion duly made and seconded, the joint annual stockholders' meeting of the Sun Life Prosperity Funds was adjourned at 11:44 am.

ANNA KATRINA C. KABIGTING-IBERO
Assistant Corporate Secretary

ATTESTED TO BY:

BENEDICTO C. SISON
Chairman
Sun Life Prosperity Funds*

MA. JOSEFINA A. CASTILLO
President
Sun Life Prosperity Funds*

ALELI ANGELA G. QUIRINO
Independent Director
Sun Life Prosperity Funds*

OSCAR M. ORBOS
Independent Director
Sun Life Prosperity Achiever Fund 2028, Inc.

OSCAR S. REYES
Independent Director
Sun Life Prosperity Funds*

CIELITO F. HABITO
Independent Director
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.

Annex "A"

Stockholders Present:

No. of Shares Represented:

Sun Life Prosperity Achiever Fund 2028, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Ms. Valerie N. Pama)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

OSCAR M. ORBOS

1

ALELI ANGELA G. QUIRINO

1

OSCAR S. REYES

1

Total

50,000,000

Sun Life Prosperity Achiever Fund 2038, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Ms. Valerie N. Pama)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

CIELITO F. HABITO

1

ALELI ANGELA G. QUIRINO

1

OSCAR S. REYES

1

Total

50,000,000

Sun Life Prosperity Achiever Fund 2048, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Ms. Valerie N. Pama)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

ALELI ANGELA G. QUIRINO

1

CIELITO F. HABITO

1

OSCAR S. REYES

1

Total

50,000,000

PROXY FORM

I/we, hereby nominate, constitute and appoint **Ms. MA. JOSEFINA A. CASTILLO**, President, with right of substitution and revocation, to represent and vote all shares registered in my/our name or owned by me/us and/or such shares as I am/we are authorized to represent and vote in my/our capacity as administrator, executor or attorney-in-fact for any and all matters presented during the annual shareholders' meeting on 22 July 2020, and all adjournments and postponements thereof, of the following funds *(please tick all applicable)*:

- Sun Life Prosperity Achiever Fund 2028, Inc.
- Sun Life Prosperity Achiever Fund 2038, Inc.
- Sun Life Prosperity Achiever Fund 2048, Inc.
- Sun Life Prosperity World Equity Index Feeder Fund, Inc.

1. AUTHORITY TO VOTE FOR NOMINEES (A vote "FOR" the election of the nominees is recommended.)

- | For | Against | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Authority to vote for all nominees (Please refer to Annex "A") |

2. OTHERS (A vote "FOR" the following items is recommended.)

- | For | Against | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Approval of the Minutes of 2019 Shareholders' Meetings |
| <input type="checkbox"/> | <input type="checkbox"/> | Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers |
| <input type="checkbox"/> | <input type="checkbox"/> | Re-appointment of Navarro Amper & Co./Deloitte Touche Tohmatsu as External Auditor for 2020 |

This proxy revokes all proxies which I/we may have previously executed concerning the above matters. This proxy shall be effective until withdrawn by me through notice in writing, or superseded by subsequent proxy, delivered to the Corporate Secretary at least ten (10) days before the annual shareholders' meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

ANNEX A:

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR 2020

Please tick the box to signify your vote for the nominee. If you have ticked “FOR” under Item 1 of the Proxy Form, we will consider this as a vote FOR all of the nominees below.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

- Benedicto C. Sison
- Maria Josefina A. Castillo
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Oscar M. Orbos

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

- Benedicto C. Sison
- Maria Josefina A. Castillo
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Cielito F. Habito

SUN LIFE PROSPERITY ACHIEVER FUND 2048, INC.

- Benedicto C. Sison
- Maria Josefina A. Castillo
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Cielito F. Habito

SUN LIFE PROSPERITY WORLD EQUITY INDEX FEEDER FUND, INC.

- Benedicto C. Sison
- Maria Josefina A. Castillo
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Oscar M. Orbos
- Valerie N. Pama

REPUBLIC OF THE PHILIPPINES)
) S. S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of Unit 6, Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of the following covered companies:

- o Sun Life Prosperity GS Fund, Inc. (2011-present)
- o Sun Life of Canada Prosperity Bond Fund, Inc. (2011-present)
- o Sun Life Prosperity Dynamic Fund, Inc. (2012-present)
- o Sun Life Prosperity Dollar Abundance Fund, Inc. (2006-present)
- o Sun Life Prosperity Dollar Advantage Fund, Inc. (2002-present)
- o Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.) (2011-present)
- o Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present)
- o Sun Life of Canada Philippine Equity Fund, Inc. (July 2018 to present)
- o Sun Life Prosperity World Equity Index Feeder Fund, Inc. (March 2018 to present)
- o Sun Life Prosperity Achiever Fund 2028, Inc. (March 2018 to present)
- o Sun Life Prosperity Achiever Fund 2038, Inc. (March 2018 to present)
- o Sun Life Prosperity Achiever Fund 2048, Inc. (March 2018 to present)

2. I am affiliated with the following companies or organizations :

Company/Organization	Position	Period of Service
Sun Life Financial Plans Inc.	Independent Director	2006-present
Bank of the Philippine Islands	Independent Director Member, Advisory Council	2003-2016 2016-present
Manila Water Company Inc.	Independent Director	2005-present
PLDT Inc.	Director Member, Advisory Board	2001-2010 2010-present
Basic Energy Corporation	Independent Director Member, Advisory Board	2007-2019 2019-present
Cosco Capital Inc.	Independent Director	2009-present
D.M. Wenceslao & Associates, Inc.	Independent Director	2019-present
Pepsi Cola Products Philippines, Inc.	Chairman	2007-present
PXP Energy Inc.	Director	2017-present
PLDT Equity Ventures Inc.	Director	2013-present
Link Edge, Inc.	Chairman	2002-present
Grepalife Fixed Income Fund Corporation	Independent Director	2011-present
Grepalife Dollar Bond Fund Corporation	Independent Director	2011-present
Grepalife Bond Fund Corporation	Independent Director	2011-present
Petrolift Inc.	Independent Director	2007-present
Eramen Minerals Inc.	Independent Director	2004-present
Phil Dealing System Holdings Corp.	Independent Director	April 2019
Phil. Dealing Exchange Corporation	Independent Director	April 2019
Phil. Depository & Trust Corporation	Independent Director	April 2019
Phil. Securities Settlement Corporation	Independent Director	April 2019
Team Energy Corporation	Independent Director	June 2019

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Sun Life Prosperity GS Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc., (collectively, "Covered Companies") as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending a criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of the Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place written below.


OSCAR S. REYES
Affiant

SUBSCRIBED AND SWORN to before me this ____ day of _____ at _____, affiant personally appeared before me and exhibited to me his Passport No. P5302920A issued in DFA NCR East valid until 10 December 2022.

Doc. No. _____
Page No. _____;
Book No. _____;
Series of 2020.

REPUBLIC OF THE PHILIPPINES)
) S. S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALELI ANGELA G. QUIRINO**, Filipino, of legal age and a resident of No. 404 Guevarra Avenue, San Juan City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of the following covered companies:
 - o Sun Life of Canada Prosperity Bond Fund, Inc. (January 2000 to present)
 - o Sun Life Prosperity Money Market Fund, Inc. (2004 to present)
 - o Sun Life of Canada Prosperity Balanced Fund, Inc. (December 2009 to present)
 - o Sun Life Prosperity Dynamic Fund, Inc. (October 2012 to present)
 - o Sun Life Prosperity Dollar Starter Fund, Inc. (February 2017 to present)
 - o Sun Life Prosperity GS Fund, Inc. (March 2018 to present)
 - o Sun Life Prosperity Philippine Stock Index Fund, Inc. (March 2018 to present)
 - o Sun Life Prosperity Dollar Wellspring Fund, Inc. (March 2018 to present)
 - o Sun Life Prosperity World Voyager Fund, Inc. (March 2018 to present)
 - o Sun Life Prosperity World Equity Index Feeder Fund, Inc. (March 2018 to present)
 - o Sun Life Prosperity Achiever Fund 2028, Inc. (March 2018 to present)
 - o Sun Life Prosperity Achiever Fund 2038, Inc. (March 2018 to present)
 - o Sun Life Prosperity Achiever Fund 2048, Inc. (March 2018 to present)

2. I am affiliated with the following companies or organizations listed below:

Company/Organization	Position/Relationship	Period of Service
Grepalife Balanced Fund Corporation	Independent Director	2011 to present
Grepalife Dollar Bond Fund Corporation	Independent Director	2011 to present
Grepalife Fixed Income Fund Corporation	Independent Director	2011 to present
ACCRA Law Offices	Of Counsel	2010 to present
ELC Beauty, Inc. /Estee Lauder Phils.	Director & Treasurer	2002 to present
Neo Pacific Property Management Corporation	Director	2007 to present
Ateneo de Manila Law Alumni Association, Inc.	Vice Chairman and Trustee	2013 to present
Asian Patent Attorney Association	Philippine Councillor	2007 to present
Intellectual Property Association of the Philippines	Advisory Council Member	2012 to present
Association Internationale pour la Protection dela Propriete Intellectuelle	ExCom member	2004 to present
Intellectual Property Foundation, Inc.	Trustee & Treasurer	1998 to present
Assumption College, Inc.	Trustee & Corporate Secretary	1996 To present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., and Sun Life Prosperity World Voyager Fund, Inc. Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc. and Sun Life Prosperity Achiever Fund 2048, Inc. (March 2018 to present) (collectively, "Covered Companies"), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to the following director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending a criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place written below.


ALELI ANGELA G. QUIRINO
Affiant

SUBSCRIBED AND SWORN to before me this ____ day of _____ at _____, affiant personally appeared before me and exhibited to me her Passport with no. EC 8516762 with expiry date on 18 August 2021 issued at DFA NCR East.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR MUNOZ ORBOS**, Filipino, of legal age and a resident of No. 34 Monteverde Mansions, Xavier St. Greenhills, San Juan, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of the following covered companies:
 - Sun Life of Canada Prosperity Philippine Equity Fund, Inc. (2000 to present)
 - Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 to present)
 - Sun Life Prosperity Dollar Advantage Fund, Inc. (2009 to present)
 - Sun Life Prosperity Philippine Stock Index Fund, Inc. (2015 to present)
 - Sun Life Prosperity Dollar Wellspring Fund, Inc. (2015 to present)
 - Sun Life Prosperity World Voyager Fund, Inc. (2015 to present)
 - Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present)
 - Sun Life Prosperity World Equity Index Feeder Fund, Inc. (2018 to present)
 - Sun Life Prosperity Achiever Fund 2028, Inc. (2018 to present)
 - Sun Life of Canada Prosperity Bond Fund, Inc. (2018 to present)
 - Sun Life Prosperity Peso Starter Fund, Inc. (formerly Sun Life Prosperity Money Market Fund, Inc.) (2018 to present)
 - Sun Life Prosperity Dynamic Fund, Inc. (2018 to present)

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Alpha Insurance & Surety Company, Inc.	Chairman of the Board	2000 to present
Orbos Cabusora & Taguiam Law Office	Partner	1998 to present
Grepalife Dollar Bond Fund Corporation	Independent Director	2018 to present
Grepalife Balanced Fund Corporation	Independent Director	2018 to present
Grepalife Fixed Income Fund Corporation	Independent Director	2018 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of 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 Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., and Sun Life Prosperity World Equity Index Feeder Fund, Inc., (collectively, "Covered Companies"), as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to the following director/officer/substantial shareholder of Covered Companies and their subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending a criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Covered Companies of any changes in the abovementioned information within five days from its occurrence.

Done on the date and place indicated below.



OSCAR M. ORBOS

Affiant

SUBSCRIBED AND SWORN to before me this ____ day of _____ at _____,
affiant personally appeared before me and exhibited to me his Senior Citizens ID with no. GGG-
004555 issued on 19 June 2012.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020.

Certification

I, Candy S. Esteban is a duly authorized representative of Sun Life Prosperity Achiever Fund 2028, Inc. with SEC registration number CS201739631 with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, do hereby certify and state that:

- 1) The Sun Life Prosperity Achiever Fund 2028, Inc. will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on 30 March 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-A_08May2020 is **true and correct** to the best of my knowledge.
- 3) On behalf of Sun Life Prosperity Achiever Fund 2028, Inc., I hereby **undertake** to a) submit hard or physical copies of Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-A_08May2020 with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on 08 May 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CANDY S. ESTEBAN

Treasurer
Driver's License N02-95-277891

COVER SHEET

CS201739631

S.E.C. Registration Number

S	U	N		L	I	F	E		P	R	O	S	P	E	R	I	T	Y		A	C	H	I	E	V	E	R		
F	U	N	D		2	0	2	8		I	N	C																	

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

Merobhe T. Esmele

Contact Person

555-8888

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

SEC FORM 17-A

FORM TYPE

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Month

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Day

Annual Meeting

Mutual Fund Company

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

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Remarks = pls. use black ink for scanning purposes

SEC Number: **CS201739631**

File Number: _____

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(Company's Full Name)

**8th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City, Metro Manila, Philippines**

(Company's Address)

555-88-88

(Telephone No.)

December 31

(Fiscal Year Ending)
(Month & Day)

SEC FORM 17-A ANNUAL REPORT

Form Type

Amendment Designation (If applicable)

December 31, 2019

Period Ended Date

OPEN-END INVESTMENT COMPANY

Secondary License Type and File Number

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2019**
2. SEC Identification Number **CS201739631**
3. BIR Tax Identification No. **009-942-771-00000**
4. Exact name of registrant as specified in its charter

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Sun Life Centre, 5th Avenue cor. Rizal Drive, Bonifacio Global City, Taguig City 1634**
Address of principal office Postal Code
8. **(02) 555-8888**
Registrant's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares / Units Outstanding <u>(as of December 31, 2019)</u>
<u>Common Shares, P0.01 Par Value</u>	<u>50,000,000 shares</u>
<u>Units, PHP 1.00 initial value</u>	<u>59,187,706.02 units</u>

10. Are any or all of these securities listed on the Philippine Stock Exchange?

Yes No

11. Check whether the registrant:

(a) Has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports).

Yes No

(b) Has been subject to such filing requirements for the past 90 days.

Yes No

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

The Sun Life Prosperity Achiever Fund 2028, Inc. (the "Fund") is a registered open-end investment company under the Investment Company Act (R.A. 2629) and the Securities Regulation Code (R.A. 8799). It was incorporated on January 10, 2018 under SEC Registration No. CS201739631.

Sun Life Asset Management Company, Inc. ("SLAMCI"), a wholly owned subsidiary of Sun Life of Canada (Philippines), Inc. ("SLOCPI"), acts as the Fund Manager and Principal Distributor. 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 2028) approaches. Total Revenue attributable to shareholders as of December 31, 2019 were mainly from Interest Income from Bank Deposits. Total revenue attributable to unit holders is composed of the following:

Interest Income from Bank Deposits	.04%
Interest Income from SSA	3.79%
Interest Income from Tnotes	62.16%
Trading Loss	(2.44%)
Dividend income	36.44%

The Fund was incorporated on January 10, 2018 with 200,000,000 authorized shares at par value of P0.01 per share attributable to shareholders and 100,000,000,000 offer units at P1.00 initial offer price per unit.

As at December 31, 2019, out of the present authorized share capital of 200,000,000 shares the Company has 50,000,000 issued and outstanding shares, each with a par value of P0.01 per share attributable to shareholders. And out of the present 100,000,000,000 offer units, the Fund has 59,187,706.02 subscribed units.

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.

The Fund's units are available through SLAMCI's registered representatives and eligible securities dealers that have entered into an agreement with SLAMCI to sell units.

The Fund is part of the Sixteen (16) Sun Life Prosperity Funds which offer excellent value to investors as a result of SLAMCI's collective experience in fund management, strong investment philosophy, remarkable investment performance and strong organizational structure. However, it should be noted that past performance of any fund manager is no guarantee of future results. It is only an indication of their capabilities to deal with rapid changes in the economy and market conditions in the future.

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

The financial statements have been prepared on the historical cost basis, except for financial assets carried either at fair value or at amortized cost. The first adoption of PAS 32 and PAS 39 in the 2006 audited financial statements resulted in the classification of investments in fixed income securities other than corporate loans as "financial assets at fair value through profit and loss" and its measurement at fair value with the fair value changes reflected in the statements of comprehensive income. Fair value changes therefore affect the ratios related to the Fund's total comprehensive income. The change to marked-to-market thus provides equitable treatment between investors coming in and out of the Fund. The adoption of PFRS 9 in 2018 did not affect the valuation and accounting of financial assets.

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.

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

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: 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 2028) approaches. The Fund is for retail and corporate investors, and is classified as a moderate-risk investment.

Item 2. Properties

The Fund has financial assets in the form of cash, fixed income securities, and equity securities. As prescribed by SEC Rules, all of its assets are held by its custodian banks, the Citibank, N.A., Hong Kong and Shanghai Banking Corporation, and Standard Chartered Bank.

Office space of the Fund is provided by SLAMCI pursuant to the Management Agreement between them. The Fund does not intend to acquire any real property in the course of its business.

Item 3. Legal Proceedings

There is no material pending legal proceeding to which the Fund or any of its affiliates is a party, or of which any of their property is the subject.

Item 4. Submission of Matters to a Vote of Security Holders

During the stockholders' meeting held on 17 July 2019, the required quorum of majority of the outstanding capital stock was met, the following were elected as directors for the term 2019 to 2020: Benedicto C. Sison, Ma. Josefina A. Castillo, Oscar M. Orbos (independent), Oscar S. Reyes (independent) and Aleli Angela G. Quirino (independent).

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

1. Market Information

The shares of the Fund are traded over-the-counter. The Fund's common stocks are available through registered representatives and eligible securities dealers that have entered into an agreement to sell shares with the Fund's Principal Distributor, SLAMCI.

The following table shows the ranges of high and low prices (NAVPU) of the Fund's common shares for each quarter within the last two calendar years:

	2019	
	High	Low
Q1	1.0090	0.9673
Q2	1.0273	0.9689
Q3	1.0534	1.0076
Q4	1.0474	0.9901

The Fund's NAVPU is published daily through Business World, PSE Website, Philippine Daily Inquirer and Sun Life Websites.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

2. Holders

The Fund has approximately 6 shareholders and 273 unit holders as of December 31, 2019.

On 7 March 2013, SEC en banc approved the confidential treatment of the list of Top 20 shareholders of the Sun Life Prosperity Funds, including the 5% and 10% beneficial owners. This is to protect the investors' privacy, which is a privilege they enjoy when they invest in other shared investment vehicles, such as unit investment trust funds, and when they invest in bank deposits.

The following table shows the number of institutional and retail investors and the percentage of their investments, and the geographic concentration of investments as of December 31, 2019.

% Ownership of Institutional Investors	% Ownership of Retail Investors
Attributable to shareholders	
100%	-
Attributable to unit holders	
84.48%	15.52%

Area	Percentage of Investments
LUZON	92%
VISAYAS	6%
MINDANAO	2%
TOTAL	100%

3. 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.

Item 6. Management's Discussion and Analysis or Plan of Operation.

The Performance of the Fund could be measured by the following indicators:

- 1. Increase/Decrease in Net Assets Value per Share (NAVPS.)** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding plus the total number of units outstanding due to deposit for future subscriptions (DFFS) and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Fund's shareholders.
- 2. Net Investment Income.** Represents the total earnings of the Fund from its investment securities, less operating expenses and income tax. This gauges how efficiently the Fund has utilized its resources in a given time period.
- 3. Assets Under Management (AUM).** The assets under the Fund's disposal. This measures the profitability of the Fund (increase/decrease brought about by its operational income) as well as investor confidence (increase/decrease brought about by investor subscriptions/redemptions).
- 4. Cash Flow.** Determines whether the Fund was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments, while maintaining at the same time the maximum investments level and minimum cash level.

Accounting Policies for Financial Assets at Fair Value Through Profit and Loss

Financial assets

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL.

Classification and subsequent measurement

The Company classifies its financial assets in the following measurement categories:

- FVTPL
- Fair value through other comprehensive income (FVTOCI); and
- Amortized cost

As at December 31, 2019 and 2018, the Company does not have financial assets classified as FVTOCI.

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent solely payment of principal and interest (SPPI).

All other debt and equity instruments, including investments in complex debt instruments and equity investments, must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:

- Amortized cost. Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- FVTPL. Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in period in which it arises. Interest income from these financial assets is included in finance income.

The business model reflects how the Company manages the assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable, then the financial assets are classified as part of 'other' business model and measured at FVTPL. Factors considered by the Company in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent SPPI. In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired (POCI) financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (ECL), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

FINANCIAL MARKETS REVIEW (2019)

INVESTMENT APPROACH

The fund aims 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 2028) approaches.

Following a glide path, the Fund adjusts its asset allocation as the target date approaches: the allocation to equity securities is gradually shifted to fixed income securities, to reduce the overall risk and volatility of the Fund. The fund ended December 2019 with 63.3% in Equities, 36.7% in Fixed Income and Cash.

PERFORMANCE REVIEW

Equity portion

The year that was 2019 saw the equity market bounce back, gaining 4.68% on the back of inflation returning to more stable levels.

Regionally, the Philippines was in the middle of the pack in terms of annual gains with a 10% gain in USD terms: China's Shenzhen leads with a 35.9% gain, followed by New Zealand (+31.6%), Taiwan (+31.5%), Australia (+25.3%), Japan (+22.4%), Hong Kong (+13.6%), Thailand (+13.3%), India (+11%), Singapore (+10.9%), Indonesia (+8.7%), and Malaysia (-1.8%)

The year started on strong footing as the first quarter saw the local bourse gain 6%, with a strong January performance at 7.5%, as net foreign buying surged to \$620 million in the quarter from the \$1 billion outflow in 2018. Bonds as well surged 10% in 1Q as investor sentiment returned to the domestic market due to the normalizing inflation rate, which printed successively lower from the peak of 6.7% printed in September 2018 to 3.3% by March 2019.

However, there was a concern on growth as the 2019 budget was bogged down in delays and was not signed at the end of 2018. This led to some projects being underfunded and delayed the government infrastructure program. This in turn had investors concerned that such a delay will cut into GDP growth. Indeed, as the first quarter GDP data rolled in it showed a rather soft GDP of 5.6% vs consensus of 6%. This was followed by a second quarter GDP—a few months later—coming in at 5.5% vs consensus of 6%. In fact, the third quarter saw the equities correct by at least 2.5% in the third quarter while bonds continued to advance another 3% as inflation kept on falling.

By the last quarter of the year, the equity market was rocked by the issue of the arbitration case of the water utilities and the stand of the government towards it. Since the government lost the case against East Zone concessionaire Manila Water, this sparked demands from President Duterte to revise the water concession agreements of the water utilities, which he deemed "onerous and disadvantageous" to the government. The water regulator, MWSS, then unilaterally revoked the concession extension of the water concessionaires. The terms of the concessions were extended to 2037 (from 2022) by former President Arroyo in 2009 in order to temper the projected increases in water tariffs. This caused a massive sell-off in listed water company (MWC), which was down more than -40% in the December while MPI, which owns Maynilad in the West Zone, also saw a large sell-off (-19% in December). AC, parent of Manila Water, likewise succumbed to selling pressure as it dropped 2.5% during the month. On the other hand, DMC, a major shareholder of Maynilad, bucked the trend as it rose 1.7% for the same period.

Earnings also returned in 2019, as it marked the end of a seemingly harsh 6-year recession in earnings of listed companies, coming in at paltry single-digit performances. 9M19 earnings grew by 13% year on year. It is expected that full year 2019 earnings will grow by a very healthy 13% jump, and is seen to gain another 10.5% in 2020.

In terms of sector performance, the industrial sector (-12%); mining sector (-1%); and holdings sector (+3%) lagged the index while the financial sector (+4%); services sector (+6%); and property sector (+14%) outperformed the PSEi.

The top performing index members for 2019 were JG Summit Holdings (+45%), Robinsons Land (+37%), and International Container Terminal Services Inc (+28%). On the other hand, the worst performing stocks were DMCI Holdings Inc. (-48%), LT Group Inc (-27%), and Jollibee Foods Corp (-26%).

Fixed income portion

After a rough 2018 wherein all asset classes violently sold off, 2019 was all about recovery. In fact, recovery is such an understatement when it comes to the peso bond market as we saw double digit returns for fixed income funds. Local bonds were able to retrace most of the losses in the previous year as yields collapsed by close to 300 basis points – 7.00% in January to a low of 4.30% in August for the 10-year bond.

Local markets were boosted by the following positive factors: (1) Bangko Sentral ng Pilipinas cutting rates incessantly throughout the year, (2) inflation averaging 2.5% for the whole year, (3) supply of government securities did not overwhelm given the weaker spending trajectory especially in the middle of the year, and finally (4) global interest rates at very depressed levels.

After hiking by 175 basis points the previous year, the Bangko Sentral ng Pilipinas reversed course in 2019 by cutting by 75 basis points to land at 4.00% by year-end. On top of this, appointed central bank chief Ben Diokno cut the ratio of reserves banks are required to keep with the BSP from 18% to 14%, flooding the market with more cash.

While local factors such as low inflation and manageable supply was supportive for peso bonds, it was mostly global rates which anchored the returns for the year. The sheer amount of bonds trading in negative yields made emerging market bonds attractive in comparison.

OUTLOOK

Equity portion

We remain positive on the local equity market for 2020 as the government continues its infrastructure push as no delay is seen in the budget this time. This will support our higher-than-street 2020 GDP growth forecast of 7.0%. Corporate earnings growth will remain healthy at 10.5%, which implies a price-to-earnings multiple of 15.0x at the current levels of our PSEi close to 7,700. Our 2020 target for the PSEi is at 8,500 (a 10% discount to our bottom up target of 9,400, implies a 16.3x P/E multiple.

Fixed income portion

Though it might be a stretch to expect a repeat of last year's performance, we still expect rates to stay low or even go a bit lower from here. Expect returns to be moderate in the year to come as absolute yield levels are not that lofty anymore. Nonetheless, we still expect some capital gains in peso bonds, as well as a healthy dose of accrual income for the year.

FINANCIAL STATEMENT ANALYSIS

Material Changes in the 2019 Financial Statements

Statement of Financial Position and Statements of Changes in Equity – 31 December 2019 and 31 December 2018

Attributable to shareholders:

For the Period Ended	31-Dec-19	31-Dec-18	Movement	Percentage (%)	MDAS
	Audited	Audited			
Cash and cash equivalents	P 716,826	P 50,406,703	P (49,689,877)	-98.58%	Liquidity requirements are met.
Financial assets at fair value through profit or loss	49,744,060	-	49,744,060	0.00%	This account pertains to investment in mutual during the period.
Total Assets	50,460,886	50,406,703	54,183	-98.58%	
Accrued expenses and other payables	-	77,078	(77,078)	-100.00%	This account pertains to audit fees for the year ended December 31, 2018 paid in 2019.
Payable to Fund Manager	19,759	944,851	(925,092)	-97.91%	This account pertains to reimbursable expenses incurred by the Company
Total Liabilities	19,759	1,021,929	(1,002,170)	-97.91%	
Net assets attributable to unit holders	P 50,441,127	P 49,384,774	P 9,200,765	11266.77%	Contributions and net income as of the year-ended December 31, 2019.
Net Assets Value per Unit	P 1.0088	P 0.9877	P 0.0211	2.14%	

Attributable to unit holders:

For the Period Ended	31-Dec-19	MDAS
	Audited	
Cash and cash equivalents	P 3,273,153	Mainly due to placements of short term time deposits.
Financial assets at fair value through profit or loss	56,832,411	This account pertains to acquisition of fixed income investments and equity securities during the period.
Accrued interest receivable	231,970	This account pertains to accrued interest in fixed income investments. Collection of interest depends on the scheduled interest payments of each asset.
Dividends receivable	20,631	The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received.
Total Assets	60,358,165	
Accrued expenses and other payables	102,593	This account pertains to outstanding audit fees, withholding taxes, custodianship fees and supervisory fees.
Payable to Fund Manager	136,073	This account pertains to fees payable to fund manager based the AUM for the period.
Total Liabilities	238,666	
Net assets attributable to unit holders	P 60,119,499	Contributions and net income as of the year-ended December 31, 2019.
Net Assets Value per Unit	P 1.0157	

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

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

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

Statement of Comprehensive Income for the Years Ended – 31 December 2019 and 31 December 2018

Attributable to shareholders:

	31-Dec-19	31-Dec-18	Movement	Percentage (%)	MDAS
	Audited	Audited			
Investment Income	P 142,243	P 384,066	P (241,823)	-62.96%	This account pertains to interest income earned from time deposits during the period
Operating Expenses	1,500	922,479	(920,979)	-99.84%	This account pertains to reimbursable expenses for the period.
Net Unrealized Gains (Losses) on Investments	944,059	-	944,059	0.00%	This is due to impact of favorable market condition during the period.
Provision for Income Tax	28,449	76,813	(48,364)	-62.96%	Final taxes of interest income earned from fixed income investment.
Net Investment Income (Loss)	P 1,056,353	P (615,226)	P 1,671,579	271.70%	

Attributable to unit holders:

	31-Dec-19	MDAS
	Audited	
Investment Income	P 1,566,759	This account pertains to interest income earned from investment in fixed-income, and from dividend income partially offset by realized trading loss from disposal of investments during the period.
Investment Expenses	117,152	This account pertains to commission expense during the period
Operating Expenses	1,411,355	This account pertains to management fees, directors and audit fees, taxes and licenses, etc., for the period.
Net Unrealized Gains (Losses) on Investments	1,025,567	This is due to impact of favorable market condition during the period.
Provision for Income Tax	210,805	Final taxes of interest income earned from fixed income investment.
Net Investment Income (Loss)	P 853,014	

Average daily net asset value attributable to shareholders in 2019 and 2018 is P50,441,127 and P49,384,774, respectively.

Average daily net asset value attributable to unit holders in 2019 P 56,373,640.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

There are no other significant events and transactions that is required for disclosure in this report.

The Fund is guided by its investment policies and legal limitations. All the proceeds from the sale of units, 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. 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.

Item 7. Financial Statements

Copies of the following audited financial statements are attached as Exhibits:

1. Statements of Financial Position, 2019, 2018
2. Statements of Comprehensive Income, 2019, 2018
3. Statements of Changes in Equity, 2019, 2018
4. Statements of Cash Flows, 2019, 2018
5. Notes to Financial Statements

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Navarro Amper & Co. /Deloitte Touche Tohmatsu, , with address at 19/F Net Lima Plaza, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City, Philippines, has acted as external auditor of the Fund since its incorporation.

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

External Audit Services/Audit and Audit-Related Fees

For 2019 and 2018, aggregate fees billed for professional services rendered by the external auditor for the audit of the Fund's annual financial statements and services normally provided by external auditors in connection with statutory and regulatory filings inclusive of VAT and out-of pocket expenses amounted to P128,155 and P224,806, respectively. There were no other payments made to the auditor for any other service, including assurance, tax, and related services.

External auditors of the Fund are designated in accordance with Section 29 of the ICA subject to ratification at the annual stockholders' meeting by the vote of a majority of the outstanding voting securities attending.

The Fund's Board of Directors has an Audit and Compliance Committee, which is composed of Atty. Aleli Angela G. Quirino (independent director), Mr. Oscar Orbos (independent director), Atty. Oscar M. Orbos (independent director) and Mr. Oscar S. Reyes (independent director) as members. The Audit and Compliance Committee has considered and endorsed for the approval of the Board of Directors the external auditor's service fees, which were so approved.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers

1. Directors and Executive Officers

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

The following are the incumbent Directors and Executive Officers of the Fund:

Name	Citizenship	Position	Age	Term of Office	Period Served
Benedicto C. Sison	Filipino and American	Director/Chairman	58	2018 - present	1 term
Maria Josefina A. Castillo	Filipino	Director/President	46	2018 – present	1 term
Aleli Angela G. Quirino	Filipino	Independent Director	75	2018-present	1 term
Oscar S. Reyes	Filipino	Independent Director	73	2018-present	1 term
Oscar M. Orbos	Filipino	Independent Director	68	2018-present	1 term
Candy S. Esteban	Chinese	Treasurer	42	2018-present	1 term
Jemilyn S. Camania	Filipino	Corporate Secretary	44	2018-present	1 term
Anna Katrina C. Kabigting-Ibero	Filipino	Asst. Corp. Sec.	40	2018 – present	1 term
Ajee T. Co	Filipino	Compliance Officer	45	2018 – present	1 term
Ria V. Mercado	Filipino	Risk Officer	44	2015-present	4 terms

A brief write-up on the business experience of the incumbent directors and executive officers of Sun Life Prosperity Achiever Fund 2028, Inc. follows:

BENEDICTO C. SISON
Chairman and Director (2018 to present)

Mr. Benedicto C. Sison is the CEO and Country Head of the Sun Life group of companies in the Philippines from 01 July 2018. He is also the President of Sun Life Financial Philippine Holding Company, Inc. (December 2015 to present) and serves as the Director and Chairman 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., (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity World Equity Index Feeder 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 to present). He is also the Director and Chairman of the Grepalife Funds such as Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (September 2015 to present). He is the Vice President of Sun Life Financial – Philippines Foundation, Inc., (September 2015 to present) where he also served as Trustee (September 2010 to September 2013). He is currently a Senior Advisor to the Board of Trustees of the Philippine Investment Funds Association (PIFA) and Treasurer of the Philippine Life Insurance Association (PLIA).

Prior to his current role, Mr. Sison served as the Chief Strategy and Financial Management Officer of Sun Life of Canada (Philippines), Inc. (April 2015 to 2018). He also 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.

Mr. Sison 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.

MARIA JOSEFINA A. CASTILLO
President / Director (2018 to present)

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

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

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

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

ALELI ANGELA G. QUIRINO

Independent Director (2018 to present)

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 Prosperity Money Market Fund, Inc. (2004 to present), Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present), Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018 to present). She is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation ("Grepalife Funds") (2011 to present). She is currently an Of Counsel of Angara Abello Concepcion Regala & Cruz Law Offices (ACCRA Law). She also serves as Director of ELC Beauty, Inc./Estee Lauder Phils. (2002 to present), among others. She also serves as a Director of Neo Pacific Property Management Corporation (2007 to present), She is the Vice-Chairman and Trustee of Ateneo de Manila Law Alumni Association, Inc. (2008 to present), and Advisory Council Member of the Asian Patent Attorney Association (2012 to present). She is also the immediate past President and Philippine Councilor of ASEAN Intellectual Property Association (2015 to present) and Vice-President and ExCom Member of Association Internationale pour la Protection dela 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.

OSCAR S. REYES

Independent Director (2018 to present)

Mr. Oscar S. Reyes, is an Independent Director of the Sun Life Prosperity Dollar Advantage Fund, Inc. (2002 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2006 to present), Sun Life of Canada Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc. (2011 to present); Sun Life Prosperity Dynamic Fund, Inc. (2012 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., DECA Homebuilder Fund, Inc. (March 2018 to present), Sun Life of Canada Prosperity Philippine Equity Fund, Inc., and Sun Life of Canada Prosperity Balanced Fund, Inc. (July 2018 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation ("Grepalife Funds") (2011 to present). His other positions are: member of the Advisory Board of the Philippine Long Distance Telephone Company (PLDT) (2010 to present) and Director (2001 to 2010); Member, Advisory Council of the Bank of the Philippine Islands (2016 to present) and Director (2003 to 2016); Independent Director 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), Sun Life Financial Plans, Inc., (Independent Director) (2006 to present) and Eramen Minerals Inc. (Independent Director) (2004-present) among other firms. Presently, he is an Independent Director of Philippine Dealing System Holdings Corp., Philippine Dealing & Exchange Corporation, Philippine Depository & Trust Corporation, Philippine Securities Settlement Corporation (April 2019 to present) and Team Energy Corporation (June 2019 to present). He is a Director of Asian Eye Institute (2010 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.

OSCAR M. ORBOS

Independent Director (2018 to present)

Atty. Oscar M. Orbos, is an Independent Director of the Sun Life of Canada Prosperity Philippine Equity Fund, Inc. (2000 to present), Sun Life Prosperity Dollar Advantage Fund, Inc. (2009 to present), Sun Life Prosperity Dollar Abundance Fund, Inc. (2009 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc. and Sun Life Prosperity World Voyager Fund, Inc. (2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity World Equity Index Feeder Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc. (2018 to present). He is also an Independent Director of the Grepalife Dollar Bond Fund Corporation, Grepalife Balanced Fund Corporation, and Grepalife Fixed Income Fund Corporation ("Grepalife Funds") (2018 to present). Atty. Orbos has a distinguished public service career, which started with his election as Congressman (1987 to 1990 and 1992 to 1995) and then as Governor of the Province of Pangasinan (1995 to 1998). He also served as Secretary of the Department of Transportation and Communication (1990) and then as Executive Secretary (1990 to 1991) under the administration of President Corazon C. Aquino. Atty. Orbos also serves Chairman of the Board of Alpha Insurance & Surety Co., Inc. (2000 to present) and as Partner of Orbos Cabusora & Taguiam Law Office (1998 to present). He obtained his BS Economics and Bachelor of Laws from the University of the Philippines.

CANDY S. ESTEBAN

Treasurer (2018 to present)

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

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

Ms. Esteban is a graduate of the Ateneo de Manila University with a Bachelor of Science degree in

Management Engineering and she holds a Masters degree in Business Administration from INSEAD in Singapore and France.

JEMILYN S. CAMANIA

Corporate Secretary (2018 to present)

Atty. Jemilyn S. Camania is the Corporate Secretary of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., Sun Life Financial Philippine Holding Company, Inc., Sun Life Financial – Philippines Foundation, the sixteen (16) 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 GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., (2005 to present); Sun 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), Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc. (2017 to present), Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (2018 to present), 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 (2018 to present)

Atty. Anna Katrina C. Kabigting-Ibero is the Assistant Corporate Secretary of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity 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., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (2018 to present) and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation, (2018 to present). She is also the Assistant Corporate Secretary of Sun Life Asset Management Company, Inc., Sun Life Financial Plans, Inc., Grepalife Asset Management Corporation (2016 to present), Great Life Financial Assurance Corporation (2017 to present), Sun Life of Canada (Philippines), Inc., Sun Life Financial Philippine Holding Company, Inc., and Sun Life Financial – Philippines Foundation, Inc. (December 2019 to present).

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

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

AJEE T. CO

Compliance Officer (2018 to present)

Atty. Ajee T. Co is the Compliance Officer of Sun Life of Canada (Philippines), Inc., Sun Life Financial Plans, Inc., Sun Life Asset Management Company, Inc., the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., 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 was the Compliance Head of Standard Chartered Bank for seven years after two years as Wholesale Banking Compliance Adviser. Prior to this, she was Assistant Vice- President – Legal & Compliance Officer at Pru Life Insurance Corporation of UK for almost three years. She is a former Associate Lawyer at Siguion-Reyna, Montecillo & Ongsiako Law Offices and Senior Associate at Sycip, Gorres, Velayo & Co. Market Circle 1, Tax Group.

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

RIA V. MERCADO

Risk Officer (2015-present)

Ms. Ria V. Mercado has been the Head of Risk Management of Sun Life Philippines since 2015. She is also the Risk Officer of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Starter Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity 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., DECA Homebuilder Fund, Inc., Sun Life Prosperity Achiever Fund 2048, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., Sun Life Prosperity Achiever Fund 2028, Inc., (2015-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 2019 to present). She is also the Risk Officer of Sun Life Asset Management Company, Inc., Grepalife Asset Management Corporation, Sun Life of Canada (Philippines), Inc., Sun Life Grepa Financial, Inc. (July 2015 to present) and Sun Life Financial – Philippines Foundation, Inc. (December 2019 to present).

Prior to joining Sun Life in 2015, she was with Deutsche Knowledge Services (DKS), where she was Debt and Client Risk & Control Lead. In this capacity, she was responsible for risk and control initiatives and for proactively identifying and mitigating operations risks through quality assurance initiatives. Prior to

DKS, she was with Standard Chartered Bank where she rose from Graduate Associate to AVP – Unit Operational Risk Manager.

Ms. Mercado holds a Master in Business Management degree from the Asian Institute of Management. She is a BS Business Administration graduate of the University of the Philippines (Diliman).

Incorporators

The following are the incorporators of the company:

1. Rizalina G. Mantaring
2. Benedicto C. Sison
3. Valerie N. Pama
4. Aleli Angela G. Quirino
5. Oscar M. Orbos

2. 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).

3. Family Relationships

None of the current directors or officers are related to each other up to the 4th civil degree of affinity or consanguinity.

4. Material Pending Legal Proceedings

The Fund has no knowledge of any material pending legal proceedings, for the past five (5) years and to date, to which any of the directors and executive officers of the Fund is a party of which any of their property is the subject.

There was no bankruptcy petition filed by or against any business of which any of the directors and executive officers of the Fund was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time.

No director or executive officer of the Fund was convicted by final judgment in a criminal proceeding, domestic or foreign and neither is any director or officer subject to any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses.

No director or executive officer of the Fund is being subject to any order, judgment or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities

No director or executive officer of the Fund is being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

Item 10. Executive Compensation

1. Compensation of Executive Officers.

The executive officers of the Fund do not receive any form of compensation from their appointment up to the present.

2. Compensation of Directors.

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 P20,000 per meeting per Independent Director (the Fund has two [2] Independent Directors). There are no other forms of compensation which such Independent Directors are entitled to receive for meetings attended, other than said per diem and a retainer’s fee not to exceed P15,000 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 P15,000 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.

Total per diem received by the Fund’s directors for the year 2019 and 2018 are P 314,615 and P375,687, respectively as presented in the audited financial statements .

The Board has four (4) regular quarterly meetings for 2020, including the organizational board meeting after the annual shareholders’ meeting. For the four (4) meetings and with two (2) members of the Board who are external directors entitled to receive per diem, the Fund forecasts a total directors’ per diem of P240,000 for the year 2020. The external directors are also forecasted to receive a total of P14,615 as retainer’s fees for 2020.

Item 11. Security Ownership of Certain Beneficial Owners and Management

1. Security ownership of more than 5% of the Fund’s outstanding capital stock as of December 31, 2019:

<i>Title of Class</i>	<i>Name of Record Owner/Relationship with Issuer</i>	<i>Address</i>	<i>Name of Beneficial Owner/Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Number of Shares Held</i>	<i>Percent of Class</i>
Common	SLAMCI	8 th Floor Sun Life Centre, 5 th Ave. Corner Rizal Drive, Bonifacio Global City, Taguig City	Both the Record (R) & Beneficial (B) Owner	Filipino	50,000,000	100%

Title of Class	Name of Record Owner/Relationship with Issuer	Address	Name of Beneficial Owner/Relationship with Record Owner	Citizenship	Number of Units Held	Percent of Class
Common	SLAMCI	8 th Floor Sun Life Centre, 5 th Ave. Corner Rizal Drive, Bonifacio Global City, Taguig City	Both the Record (R) & Beneficial (B) Owner	Filipino	50,000,000	84.48%

Ms. Valerie N. Pama, President of SLAMCI, has the power to vote or dispose of the shares or direct the voting or disposition of the shares held by SLAMCI. The directors may be reached through the Corporate Secretary, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City.

2. Security Ownership of Management as of December 31, 2019:

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

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

1. Voting Trust Holders of 5% or More

No holder of 5% or more of the Fund's common shares has any voting trust or similar agreement that vest voting rights or other powers to a voting trustee.

2. Change in Control

The Fund has no knowledge of any arrangement that may result in a change of control of the Fund.

Item 12. Certain Relationships and Related Transactions

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

Director/Officer	Fund	SLAMCI
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
Ria V. Mercado	Risk Officer	Risk 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.

PART IV - CORPORATE GOVERNANCE

Item 13. Compliance with Leading Practice on Corporate Governance

The Fund is committed to performing its obligations following sound standards of business and financial practices and assesses the level of compliance of the Board of Directors and top-level management with its Manual on Corporate Governance through the Corporate Governance Self-Rating Form.

Likewise, the Fund requires the directors to answer a Board Effectiveness Questionnaire to determine their outlook on current practices and further enhance their performance. Internal audit and compliance units of the Fund also actively ensure that the Fund meets its regulatory and moral obligations to the government agencies and the general public, respectively.

There has been no reported incident of any deviation from the Fund's Manual on Corporate Governance. A strong ethical business culture in the performance of duties is continuously upheld and promoted. Nonetheless, the Fund makes an effort to improve corporate governance of the company by holding training sessions for its Board and officers whenever possible.

Compliance with Foreign Account Tax Compliance Act (FATCA)

In accordance with the requirements of the US Internal Revenue Service ("IRS") and the Intergovernmental Agreement ("IGA") between the Government of the United States of America and the Government of the Republic of the Philippines to Improve International Tax Compliance and to Implement FATCA which was signed last July 13, 2015, the Fund has registered with the Internal Revenue Service (IRS) and has obtained its own Global Intermediary Identification Number ("GIIN") as a sponsored entity. Sun Life Asset Management Company, Inc. ("SLAMCI") continues to assume responsibilities for the Fund's FATCA compliance as the Sponsoring Entity and has implemented FATCA onboarding processes and procedures as well as system enhancements to monitor its new and pre-existing account holders who are U.S. Persons and have U.S. Indicia.

The Fund, together with its Sponsoring Entity, SLAMCI, is preparing to comply for FATCA reporting on the date which will be set by the Bureau of Internal Revenue as soon as the IGA has been ratified by the Senate.

PART V – EXHIBITS AND SCHEDULES

A. Audited Financial Statements

1. Statements of Financial Position, 2019, 2018
2. Statements of Comprehensive Income, 2019, 2018
3. Statements of Changes in Equity, 2019, 2018
4. Statements of Cash Flows, 2019, 2018
5. Notes to Financial Statements

B. Reports on SEC Form 17-C

- SIGNATURE PAGE FOLLOWS -

SIGNATURES

Pursuant to the requirements of Section 11 of the RSA and Section 177 of the Revised Corporation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of _____ on _____, 2020.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.


Issuer

Pursuant to the requirements of the Revised Securities Act, this annual report has been signed by the following persons in the capacities and on the dates indicated.

By:



Maria Josefina A. Castillo
Principal Accounting Officer/President



Valerie N. Pama
Principal Operating Officer / SLAMCI President



Sherwin S. Sampang
Controller



Candy S. Esteban
Principal Financial Officer/Treasurer



Anna Katrina C. Kabigting-Ibero
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2020, affiants exhibiting their government issued identification cards, as follows:

Name	Government ID No.	Date of Issue	Place of Issue
Valerie N. Pama	Passport No. P1484048A	01/06/2017	Manila
Candy S. Esteban	Driver's License N02-95-277891	05/08/2018	Quezon City
Ma. Josefina Castillo	Passport No. P2050182A	02/28/2017	Manila
Sherwin S. Sampang	Passport No. P9427178A	11/06/2018	DFA NCR East
Anna Katrina C. Kabigting-Ibero	Driver's License N02-96-324358	08/30/2017	Makati City

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2020.

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 59,966,443.85	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	1.0269	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

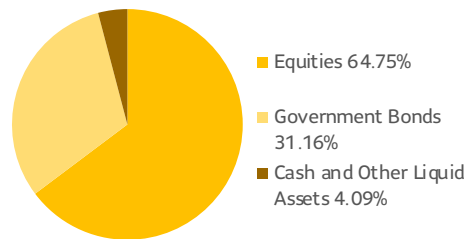
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

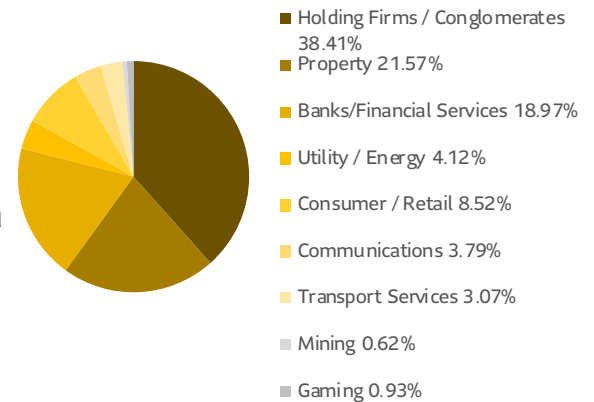
Top Equity Holdings

1. SM Investments Corporation, 9.72%
2. Ayala Land Inc., 6.42%
3. SM Prime Holdings Inc., 5.88%
4. BDO Unibank Inc., 4.98%
5. Ayala Corporation, 4.04%
6. JG Summit Holdings Inc., 3.65%
7. Bank of the Philippine Islands, 3.42%
8. Metropolitan Bank & Trust Co., 2.43%
9. Aboitiz Equity Ventures Inc., 2.41%
10. Universal Robina Corporation, 2.39%

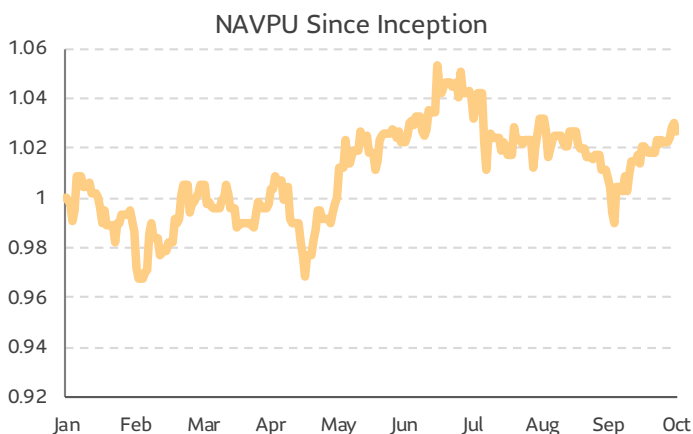
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
2.69%	-	-	-	-

Market Review

- The PSEi gained 2.5% in October to settle at 7,977.12 on slowing domestic inflation and overall monetary easing by the BSP.
- Market drivers: (1) October inflation slowed further to 0.8% YoY (2) BSP cut bank reserve requirements by another 100 bps (14% effective Dec. 2019) (3) net foreign buying of \$73m in October (4) positive earnings results from the banks.
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 59,290,845.21	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	1.0057	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

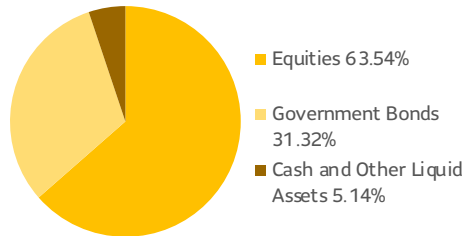
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

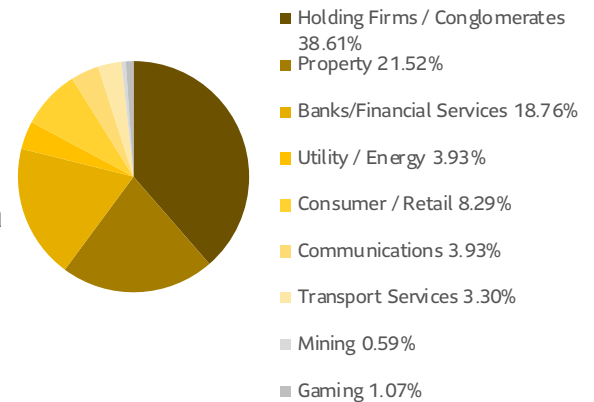
Top Equity Holdings

1. SM Investments Corporation, 10.12%
2. Ayala Land Inc., 6.09%
3. SM Prime Holdings Inc., 5.95%
4. BDO Unibank Inc., 4.94%
5. Ayala Corporation, 3.83%
6. JG Summit Holdings Inc., 3.73%
7. Bank of the Philippine Islands, 3.07%
8. Metropolitan Bank & Trust Co., 2.41%
9. Universal Robina Corporation, 2.4%
10. Aboitiz Equity Ventures Inc., 2.13%

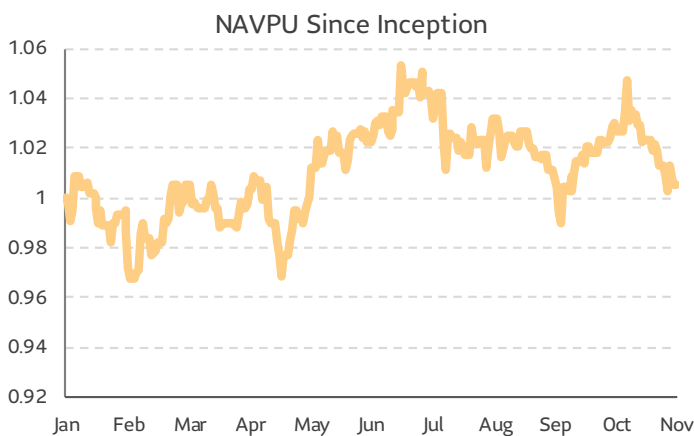
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
0.57%	-	-	-	-

Market Review

- The PSEi lost 3.0% in November to settle at 7,738.96 as funds flowed out of the equity market as a result of the rebalancing of the MSCI indices.
- Market drivers: (1) November inflation picked up to 1.3% YoY (2) 3Q19 GDP grew at 6.2% YoY (3) net foreign selling of \$259m in November.
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 60,122,163.97	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	1.0158	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

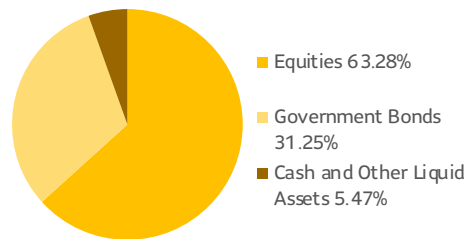
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

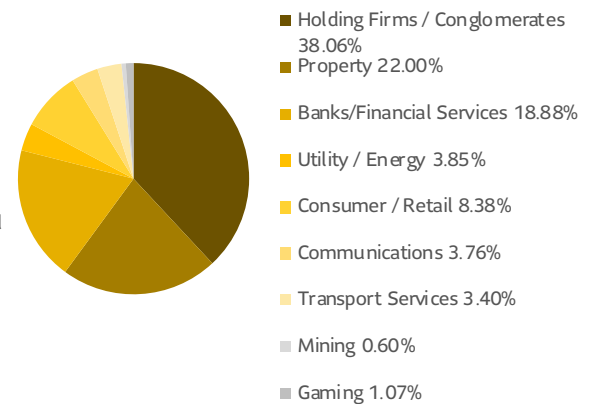
Top Equity Holdings

1. SM Investments Corporation, 9.82%
2. SM Prime Holdings Inc., 6.33%
3. Ayala Land Inc., 6%
4. BDO Unibank Inc., 5.07%
5. JG Summit Holdings Inc., 3.86%
6. Ayala Corporation, 3.68%
7. Bank of the Philippine Islands, 3.1%
8. Metropolitan Bank & Trust Co., 2.38%
9. Universal Robina Corporation, 2.29%
10. Aboitiz Equity Ventures Inc., 2.21%

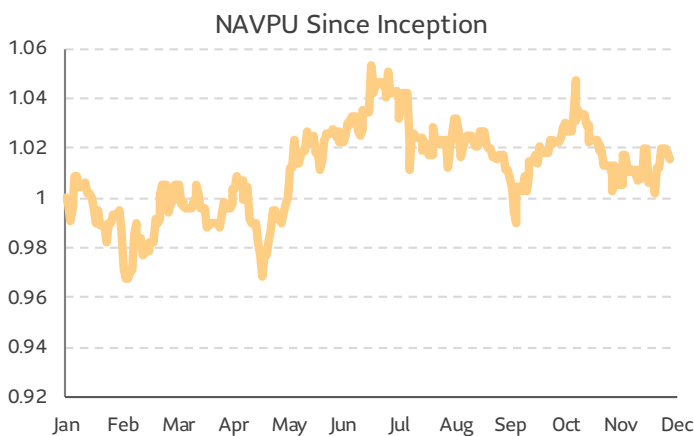
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
1.58%	-	-	-	-

Market Review

- The PSEi gained 1.0% for the month of December to settle at 7815.23 on the seasonal year-end rally mostly owing to the global risk-on sentiment.
- Market drivers: (1) December inflation rose to 2.5% YoY (2) heightened regulatory risk (3) net foreign selling of \$173m in December.
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

Certification

I, Candy S. Esteban is a duly authorized representative of Sun Life Prosperity Achiever Fund 2028, Inc. with SEC registration number CS201739631 with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, do hereby certify and state that:

- 1) The Sun Life Prosperity Achiever Fund 2028, Inc. will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on 30 March 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in Sun Life Prosperity Achiever Fund 2028, Inc._ 2019 Audited FS_08May2020 is **true and correct** to the best of my knowledge.
- 3) On behalf of Sun Life Prosperity Achiever Fund 2028, Inc., I hereby **undertake** to a) submit hard or physical copies of Sun Life Prosperity Achiever Fund 2028, Inc._ 2019 Audited FS_08May2020 with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on 08 May 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CANDY S. ESTEBAN

Treasurer
Driver's License N02-95-277891

**SUN LIFE PROSPERITY ACHIEVER
FUND 2028, INC.**

(An Open-end Investment Company)

**Financial Statements
December 31, 2019 and 2018
and
Independent Auditors' Report**

Sun Life Centre, 5th Ave. Cor. Rizal Drive
Bonifacio Global City, Taguig City

INDEPENDENT AUDITORS' REPORT TO ACCOMPANY INCOME TAX RETURN

Bureau of Internal Revenue
BIR Building, East Triangle
Diliman, Quezon City

Gentlemen:

In connection with our audit of the statement of financial position of Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") as at December 31, 2019, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, on which we have rendered our report dated March 10, 2020, and in compliance with the Statement required by Section 8-A of Revenue Regulations V-1, as amended by Revenue Regulations V-20, we state that no partner of our Firm is related by consanguinity or affinity to any of the principal officers or shareholders of the Company.

Navarro Amper & Co.
BOA Registration No. 0004, valid from November 12, 2018 to July 16, 2021
SEC Accreditation No. 0001-FR-5, issued on January 15, 2019; effective until January 14, 2022, Group A
TIN 005299331

By:



Avis B. Manlapaz
Partner

CPA License No. 0074249

SEC A.N. 1669-A, issued on March 13, 2018; effective until March 12, 2021, Group A
TIN 120964002

BIR A.N. 08-002552-008-2019, issued on July 03, 2019; effective until July 02, 2022

PTR No. A-4689428, issued on January 2, 2020, Taguig City

Taguig City, Philippines
March 10, 2020



INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders
SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
(An Open-end Investment Company)
Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") which comprise the statements of financial position as at December 31, 2019 and 2018, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the periods then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the periods then ended in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with PFRS, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.



Report on Other Legal and Regulatory Requirements

Report on the Supplementary Information Required by the Bureau of Internal Revenue

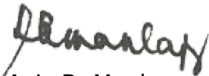
Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information in Note 20 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such supplementary information is the responsibility of Management and has been subjected to the auditing procedures applied in our audits of the basic financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Navarro Amper & Co.

BOA Registration No. 0004, valid from November 12, 2018 to July 16, 2021

SEC Accreditation No. 0001-FR-5, issued on January 15, 2019; effective until January 14, 2022, Group A
TIN 005299331

By:



Avis B. Manlapaz
Partner

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PTR No. A-4689428, issued on January 2, 2020, Taguig City

Taguig City, Philippines

March 10, 2020





**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR ANNUAL INCOME TAX RETURN**

The Management of Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2019. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value-added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and all other tax returns.

In this regard, the Management affirms that the attached audited financial statements as at and for the year ended December 31, 2019 and the accompanying Annual Income Tax Return are in accordance with the books and records of the Company, complete and correct in all material respects. Management likewise affirms that:

- a. The Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- b. Any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances; and
- c. The Company has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

Signature: *Benedicto C. Sison*
Benedicto C. Sison, Chairman of the Board

Signature: *Maria Josefina A. Castillo*
Maria Josefina A. Castillo, President

Signature: *Candy S. Esteban*
Candy S. Esteban, Treasurer



Bureau of Internal Revenue
Republic of the Philippines

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REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
BUREAU OF INTERNAL REVENUE

FILING REFERENCE NO.

TIN	: 009-942-771-000
Name	: SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
RDO	: 044
Form Type	: 1702
Reference No.	: 122000035414648
Amount Payable (Over Remittance)	: 0.00
Accounting Type	: C - Calendar
For Tax Period	: 12/31/2019
Date Filed	: 04/15/2020
Tax Type	: IT

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Reference No : 122000035414648
 Date Filed : April 15, 2020 10:18 AM
 Batch Number : 0



For BIR Use Only BCS/Item

1702-RT06/13P1

Republika ng Pilipinas Kagawaran ng Pananalapi Kawanihan ng Rentas Internas		Annual Income Tax Return For Corporation, Partnership and Other Non-Individual Taxpayer Subject Only to REGULAR Income Tax Rate Enter all required information in CAPITAL LETTERS. Mark applicable boxes with an "X". Two Copies MUST be filed with the BIR and one held by the taxpayer.		BIR Form No. 1702-RT June 2013 Page 1
1 For <input checked="" type="radio"/> Calendar <input type="radio"/> Fiscal 2 Year Ended (MM/20YY) 12 2019	3 Amended Return? <input type="radio"/> Yes <input checked="" type="radio"/> No	4 Short Period Return? <input type="radio"/> Yes <input checked="" type="radio"/> No	5 Alphanumeric Tax Code (ATC) IC055 <input type="checkbox"/> Minimum Corporate Income Tax (MCIT) <input type="checkbox"/> IC010 <input type="checkbox"/> CORPORATION IN GENERAL - JAN 1, 2009 <input checked="" type="checkbox"/>	

Part I - Background Information			
6 Taxpayer Identification Number (TIN)	009 - 942 - 771 - 000	7 RDO Code	044
8 Date of Incorporation/Organization (MM/DD/YYYY)			
9 Registered Name (Enter only 1 letter per box using CAPITAL LETTERS) SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.			
10 Registered Address (Indicate complete registered address) SUN LIFE CENTRE 5TH AVE COR RIZAL DRIVE, BONIFACIO GLOBAL CITY TAGUIG CITY			
11 Contact Number	85558888	12 Email Address	may.quebrata@sunlife.com
13 Main Line of Business NON-BANK THRIFT INSTITUTION OPERATION			14 PSIC Code 6698
15 Method of Deductions <input checked="" type="radio"/> Itemized Deductions [Section 34 (A-J), NIRC] <input type="radio"/> Optional Standard Deduction (OSD) - 40% of Gross Income [Section 34(L), NIRC as amended by RA No. 9504]			

Part II - Total Tax Payable (Do NOT enter Centavos)	
16 Total Income Tax Due (Overpayment) (From Part IV Item 44)	0
17 Less: Total Tax Credits/Payments (From Part IV Item 45)	0
18 Net Tax Payable (Overpayment) (Item 16 Less Item 17) (From Part IV Item 46)	0
19 Add: Total Penalties (From Part IV Item 50)	0
20 TOTAL AMOUNT PAYABLE (Overpayment) (Sum of Item 18 and 19) (From Part IV Item 51)	0
21 If Overpayment, mark "X" one box only (Once the choice is made, the same is irrevocable)	
<input type="checkbox"/> To be refunded <input type="checkbox"/> To be issued a Tax Credit Certificate (TCC) <input type="checkbox"/> To be carried over as tax credit next year/quarter	


We declare under the penalties of perjury, that this annual return has been made in good faith, verified by us, and to the best of our knowledge and belief, is true and correct pursuant to the provisions of the National Internal Revenue Code, as amended, and the regulations issued under authority thereof. (If Authorized Representative, attach authorization letter and indicate TIN)


 MARIA JOSEFINA A. CASTILLO Signature over printed name of President/Principal Officer/Authorized Representative	 CANDY S. ESTEBAN Signature over printed name of Treasurer/Assistant Treasurer
Title of Signatory	PRESIDENT / TREASURER
Number of pages filed	8


22 <input checked="" type="radio"/> Community Tax Certificate (CTC) Number <input type="radio"/> SEC Reg No.	00095723	23 Date of Issue (MM/DD/YYYY)	01/21/2020
24 Place of Issue	CITY OF TAGUIG	25 Amount, if CTC	1,534


Part III - Details of Payment				
Details of Payment	Drawee Bank/Agency	Number	Date (MM/DD/YYYY)	Amount
26 Cash/Bank Debit Memo				0
27 Check				0
28 Tax Debit Memo				0
29 Others (Specify Below)				0

Machine Validation/Revenue Official Receipts Details (if not filed with an Authorized Agent Bank)	Stamp of receiving Office/AAB and Date of Receipt (RO's Signature/Bank Teller's Initial)
---	--

Annual Income Tax Return Page 2		BIR Form No. 1702-RT June 2013	 1702-RT06/13P2
Taxpayer Identification Number (TIN)		Registered Name	
009	-942	-771	-000
		SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.	
Part IV - Computation of Tax (Do NOT enter Centavos)			
30 Net Sales/Revenues/Receipts/Fees (From Schedule 1 Item 6)		0	
31 Less: Cost of Sales/Services (From Schedule 2 Item 27)		0	
32 Gross Income from Operation (Item 30 Less Item 31)		0	
33 Add: Other Taxable Income Not Subjected to Final Tax (From Schedule 3 Item 4)		0	
34 Total Gross Income (Sum of Items 32 & 33)		0	
Less: Deductions Allowable under Existing Law			
35 Ordinary Allowable Itemized Deductions (From Schedule 4 Item 40)		1,530,007	
36 Special Allowable Itemized Deductions (From Schedule 5 Item 5)		0	
37 NOLCO (only for those taxable under Sec. 27(A to C); Sec. 28(A)(1) & (A)(6)(b) of the tax Code) (From Schedule 6A Item 8D)		0	
38 Total Itemized Deductions (Sum of Items 35 to 37)		1,530,007	
OR [in case taxable under Sec 27(A) & 28(A)(1)]			
39 Optional Standard Deduction (40% of Item 34)		0	
40 Net Taxable Income (Item 34 Less Item 38 OR 39)		(1,530,007)	
41 Income Tax Rate		30.0%	
42 Income Tax Due other than MCIT (Item 40 x Item 41)		0	
43 Minimum Corporate Income Tax (MCIT) (2% of Gross Income in Item 34)		0	
44 Total Income Tax Due (Normal Income Tax in Item 42 or MCIT in Item 43, whichever is higher) (To part II Item 16)		0	
45 Less: Total Tax Credits/Payments (From Schedule 7 Item 12) (To Part II Item 17)		0	
46 Net Tax Payable (Overpayment) (Item 44 Less Item 45) (To Part II Item 18)		0	
Add Penalties			
47 Surcharge		0	
48 Interest		0	
49 Compromise		0	
50 Total Penalties (Sum of Items 47 to 49) (To part II Item 19)		0	
51 Total Amount Payable (Overpayment) (Sum Item 46 & 50) (To Part II Item 20)		0	
Part V - Tax Relief Availment (Do NOT enter Centavos)			
52 Special Allowable Itemized Deductions (30% of Item 36)		0	
53 Add: Special Tax Credits (From Schedule 7 Item 9)		0	
54 Total Tax Relief Availment (Sum of Items 52 & 53)		0	
Part VI - Information - External Auditor/Accredited Tax Agent			
55 Name of External Auditor/Accredited Tax Agent			
NAVARRO AMPER AND CO.			
		56 TIN	005 - 299 - 331 - 000
57 Name of Signing Partner (If External Auditor is a Partnership)			
AVIS B. MANLAPAZ			
		58 TIN	120 - 964 - 002 - 000
59 BIR Accreditation No.		60 Issue Date (MM/DD/YYYY)	61 Expiry Date (MM/DD/YYYY)
08	-002552	-008	-2019
		07/03/2019	07/02/2022

Annual Income Tax Return				BIR Form No.			
Page 3 - Schedules 1 & 2				1702-RT			
Taxpayer Identification Number (TIN)				Registered Name			
009	-942	-771	-000	SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.			
Schedule 1 - Sales/Revenues/Receipts/Fees (Attach additional sheet/s, if necessary)							
1 Sale of Goods/Properties							0
2 Sale of Services							0
3 Lease of Properties							0
4 Total (Sum of Items 1 to 3)							0
5 Less: Sales Returns, Allowances and Discounts							0
6 Net Sales/Revenues/Receipts/Fees (Item 4 Less Item 5) (To Part IV Item 30)							0
Schedule 2 - Cost of Sales (Attach additional sheet/s, if necessary)							
Schedule 2A - Cost of Sales (For those Engaged in Trading)							
1 Merchandise Inventory - Beginning							0
2 Add: Purchases of Merchandise							0
3 Total Goods Available for Sale (Sum of Items 1 & 2)							0
4 Less: Merchandise Inventory, Ending							0
5 Cost of Sales (Item 3 Less Item 4) (To Schedule 2 Item 27)							0
Schedule 2B - Cost of Sales (For those Engaged in Manufacturing)							
6 Direct Materials, Beginning							0
7 Add: Purchases of Direct Materials							0
8 Materials Available for Use (Sum of Items 6 & 7)							0
9 Less: Direct Materials, Ending							0
10 Raw Materials Used (Item 8 Less Item 9)							0
11 Direct Labor							0
12 Manufacturing Overhead							0
13 Total Manufacturing Cost (Sum of Items 10, 11 & 12)							0
14 Add: Work in Process, Beginning							0
15 Less: Work in Process, Ending							0
16 Cost of Goods Manufactured (Sum of Items 13 & 14 Less Item 15)							0
17 Finished Goods, Beginning							0
18 Less: Finished Goods, Ending							0
19 Cost of Goods Manufactured and Sold (Sum of Items 16 & 17 Less Item 18) (To Sched. 2 Item 27)							0
Schedule 2C - Cost of Services (For those Engaged in Services, indicate only those directly incurred or related to the gross revenue from rendition of services)							
20 Direct Charges - Salaries, Wages and Benefits							0
21 Direct Charges - Materials, Supplies and Facilities							0
22 Direct Charges - Depreciation							0
23 Direct Charges - Rental							0
24 Direct Charges - Outside Services							0
25 Direct Charges - Others							0
26 Total Cost of Services (Sum of Items 20 to 25) (To Item 27)							0
27 Total Cost of Sales/Services (Sum of Items 5, 19 & 26, if applicable) (To Part IV Item 31)							0

Annual Income Tax Return Page 4 - Schedules 3 & 4		BIR Form No. 1702-RT June 2013	 1702-RT06/13P4
Taxpayer Identification Number (TIN)		Registered Name	
009	-942	-771	-000
		SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.	
Schedule 3 - Other Taxable Income Not Subjected to Final Tax <i>(Attach additional sheet/s, if necessary)</i>			
1			0
2			0
3			0
4	Total Other Taxable Income Not Subjected to Final Tax <i>(Sum of Items 1 to 3) (To Part IV Item 33)</i>		0
Schedule 4 - Ordinary Allowable Itemized Deductions <i>(Attach additional sheet/s, if necessary)</i>			
1	Advertising and Promotions		0
	Amortizations <i>(Specify on Items 2, 3 & 4)</i>		
2			0
3			0
4			0
5	Bad Debts		0
6	Charitable Contributions		0
7	Commissions	113,117	
8	Communication, Light and Water		0
9	Depletion		0
10	Depreciation		0
11	Director's Fees	314,615	
12	Fringe Benefits		0
13	Fuel and Oil		0
14	Insurance		0
15	Interest		0
16	Janitorial and Messengerial Services		0
17	Losses		0
18	Management and Consultancy Fee	818,545	
19	Miscellaneous	19,477	
20	Office Supplies	7,812	
21	Other Services		0
22	Professional Fees	128,155	
23	Rental		0
24	Repairs and Maintenance - (Labor or Labor & Materials)		0
25	Repairs and Maintenance - (Materials/Supplies)		0
26	Representation and Entertainment		0
27	Research and Development		0
28	Royalties		0
29	Salaries and Allowances		0

Annual Income Tax Return Page 5 - Schedules 4, 5 & 6	BIR Form No. 1702-RT June 2013	 1702-RT06/13P5
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Taxpayer Identification Number (TIN) 009 -942 -771 -000	Registered Name SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
--	---

Schedule 4 - Ordinary Allowable Itemized Deductions (Continued from Previous Page)

30 Security Services	0
31 SSS, GSIS, Philhealth, HDMF and Other Contributions	0
32 Taxes and Licenses	89,149
33 Tolling Fees	0
34 Training and Seminars	0
35 Transportation and Travel	0
Others [Specify below; Add additional sheet(s), if necessary]	
36 TRANSACTION COSTS	4,035
37 CUSTODIANSHIP FEES	35,102
38	0
39	0

40 Total Ordinary Allowable Itemized Deductions (Sum of Items 1 to 39) (To Part IV Item 35)	1,530,007
--	------------------

Schedule 5 - Special Allowable Itemized Deductions (Attach additional sheet/s, if necessary)

Description	Legal Basis	Amount
1		0
2		0
3		0
4		0
5 Total Special Allowable Itemized Deductions (Sum of Items 1 to 4) (To Part IV Item 36)		0

Schedule 6 - Computation of Net Operating Loss Carry Over (NOLCO)

1 Gross Income (From Part IV Item 34)	0
2 Less: Total Deductions Exclusive of NOLCO & Deduction Under Special Law	1,530,007
3 Net Operating Loss (To Schedule 6A)	(1,530,007)

Schedule 6A - Computation of Available Net Operating Loss Carry Over (NOLCO)

Net Operating Loss		B) NOLCO Applied Previous Year
Year Incurred	A) Amount	
4 2019	1,530,007	0
5 2018	922,479	0
6	0	0
7	0	0

Continuation of Schedule 6A (Item numbers continue from the table above)

C) NOLCO Expired	D) NOLCO Applied Current Year	E) Net Operating Loss (Unapplied)
4	0	1,530,007
5	0	922,479
6	0	0
7	0	0
8 Total NOLCO (Sum of Items 4D to 7D) (To Part IV Item 37)	0	

Annual Income Tax Return Page 6 - Schedules 7, 8 & 9			BIR Form No. 1702-RT June 2013	 1702-RT06/13P6	
Taxpayer Identification Number (TIN)			Registered Name		
009	-942	-771	-000	SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.	
Schedule 7 - Tax Credits/Payments (attach proof) <i>(Attach additional sheet/s, if necessary)</i>					
1	Prior Year's Excess Credits Other Than MCIT			0	
2	Income Tax Payment under MCIT from Previous Quarter/s			0	
3	Income Tax Payment under Regular/Normal Rate from Previous Quarter/s			0	
4	Excess MCIT Applied this Current Taxable Year <i>(From Schedule 8 Item 4F)</i>			0	
5	Creditable Tax Withheld from Previous Quarter/s per BIR Form No. 2307			0	
6	Creditable Tax Withheld per BIR Form No. 2307 for the 4th Quarter			0	
7	Foreign Tax Credits, if applicable			0	
8	Tax Paid in Return Previously Filed, if this is an Amended Return			0	
9	Special Tax Credits <i>(To Part V Item 53)</i>			0	
10	Other Credits/Payments <i>(Specify)</i>			0	
11				0	
12	Total Tax Credits/Payments <i>(Sum of Items 1 to 11) (To Part IV Item 45)</i>			0	
Schedule 8 - Computation of Minimum Corporate Income Tax (MCIT)					
	Year	A) Normal Income Tax as Adjusted	B) MCIT	C) Excess MCIT over Normal Income Tax	
1		0	0	0	
2		0	0	0	
3		0	0	0	
Continuation of Schedule 8 <i>(Line numbers continue from table above)</i>					
	D) Excess MCIT Applied/Used for Previous Years	E) Expired Portion of Excess MCIT	F) Excess MCIT Applied this Current Taxable Year	G) Balance of Excess MCIT Allowable as Tax Credit for Succeeding Year/s	
1	0	0	0	0	
2	0	0	0	0	
3	0	0	0	0	
4	Total Excess MCIT <i>(Sum of Column for Items 1F to 3F) (To Schedule 7 Item 4)</i>			0	
Schedule 9 - Reconciliation of Net Income per Books Against Taxable Income <i>(Attach additional sheet/s, if necessary)</i>					
1	Net Income/(Loss) per books			2,148,621	
Add: Non-deductible Expenses/Taxable Other Income					
2	REALIZED LOSS ON INVESTMENT			38,183	
3				0	
4	Total <i>(Sum of Items 1 to 3)</i>			2,186,804	
Less: A) Non-taxable Income and Income Subjected to Final Tax					
5	INTEREST INCOME			1,176,271	
6	OTHERS			2,540,540	
B) Special Deductions					
7				0	
8				0	
9	Total <i>(Sum of Items 5 to 8)</i>			3,716,811	
10	Net Taxable Income (Loss) <i>(Item 4 Less Item 9)</i>			(1,530,007)	

Annual Income Tax Return
Page 7 - Schedules 10 & 11

BIR Form No.
1702-RT
June 2013



Taxpayer Identification Number (TIN)				Registered Name	
009	-942	-771	-000	SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.	


Schedule 10 - BALANCE SHEET

Assets	
1 Current Assets	110,843,888
2 Long-Term Investment	0
3 Property, Plant and Equipment - Net	0
4 Long-Term Receivables	0
5 Intangible Assets	0
6 Other Assets	0
7 Total Assets <small>(Sum of Items 1 to 6)</small>	110,843,888

Liabilities and Equity	
8 Current Liabilities	283,262
9 Long-Term Liabilities	0
10 Deferred Credits	0
11 Other Liabilities	0
12 Total Liabilities <small>(Sum of Items 8 to 11)</small>	283,262
13 Capital Stock	500,000
14 Additional Paid-in Capital	108,766,485
15 Retained Earnings	1,294,141
16 Total Equity <small>(Sum of Items 13 to 15)</small>	110,560,626
17 Total Liabilities and Equity <small>(Sum of Items 12 & 16)</small>	110,843,888

Schedule 11- Stockholders Partners Members Information (Top 20 Stockholders, partners or Members)
(On column 3 enter the amount of capital contribution and on the last column enter the percentage this represents on the entire ownership)

REGISTERED NAME	TIN				Capital Contribution	% to Total
SISON, B.C.	304	- 968	- 236	- 000	1	0.01
CASTILLO, M.J. A	177	- 087	- 619	- 000	1	0.01
QUIRINO, A.A. G.	125	- 673	- 223	- 000	1	0.01
ORBOS, O.M.	100	- 568	- 593	- 000	1	0.01
REYES, O.S.	136	- 623	- 569	- 000	1	0.01
SLAMCI	204	- 845	- 231	- 000	499,995	99.95
		-	-	-		
		-	-	-		
		-	-	-		
		-	-	-		
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		-	-	-		
		-	-	-		

Annual Income Tax Return Page 8 - Schedules 12 & 13	BIR Form No. 1702-RT June 2013	 1702-RT06/13P8
Taxpayer Identification Number (TIN) 009 -942 -771 -000	Registered Name SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.	

Schedule 12 - Supplemental Information (Attach additional sheet/s, if necessary)

I) Gross Income/Receipts Subjected to Final Withholding	A) Exempt	B) Actual Amount/Fair Market Value/Net Capital Gains	C) Final Tax Withheld/Paid
1 Interests	0	1,176,271	235,254
2 Royalties	0	0	0
3 Dividends	0	0	0
4 Prizes and Winnings	0	0	0

II) Sale/Exchange of Real properties	A) Sale/Exchange #1	B) Sale/Exchange #2
5 Description of Property (e.g. land, improvement, etc.)		
6 OCT/TCT/CCT/Tax Declaration No.		
7 Certificate Authorizing Registration (CAR) No.		
8 Actual Amount/Fair Market Value/Net Capital Gains		
9 Final Tax Withheld/Paid		

III) Sale/Exchange of Shares of Stock	A) Sale/Exchange #1	B) Sale/Exchange #2
10 Kind(PS/CS)/Stock Certificate Series No.	PS SCRIPTLESS	
11 Certificate Authorizing Registration (CAR) No.	NOT APPLICABLE	
12 Number of Shares	28,390	
13 Date of Issue (MM/DD/YYYY)	12/31/2019	
14 Actual Amount/Fair Market Value/Net Capital Gains	666,579	
15 Final Tax Withheld/Paid	4,000	

IV) Other Income (Specify)	A) Other Income #1	B) Other Income #2
16 Other Income Subject to Final Tax Under Sections 57(A)/127/others of the Tax Code, as amended (Specify)		
17 Actual Amount/Fair Market Value/Net Capital Gains		
18 Final Tax Withheld/Paid		

19 Total Final Tax Withheld Paid (Sum of Items 1C to 4C, 9A, 9B, 15A, 15B, 18A & 18B)	239,254
--	---------

Schedule 13 - Gross Income/Receipts Exempt from Income Tax

1 Return of Premium (Actual Amount/Fair Market Value)	0
---	---

I) Personal/Real Properties Received thru Gifts, Bequests, and Devices	A) Personal/Real Properties #1	B) Personal/Real Properties #2
2 Description of Property (e.g. land, improvement, etc.)		
3 Modes of Transfer (e.g Donation)		
4 Certificate Authorizing Registration (CAR) No.		
5 Actual Amount/Fair Market Value		

II) Other Exempt Income/Receipts	A) Other Exempt Income #1	B) Other Exempt Income #2
6 Other Exempt Income/Receipts Under Sec. 32 (B) of the Tax Code, as amended (Specify)		
7 Actual Amount/Fair Market Value/Net Capital Gains		

8 Total Income Receipts Exempt From Income Tax (Sum of Items 1, 5A, 5B, 7A & 7B)	0
---	---

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	2	0	1	7	3	9	6	3	1
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Company Name

S	U	N	L	I	F	E	P	R	O	S	P	E	R	I	T	Y	A	C	H	I	E	V	E	R
F	U	N	D	2	0	2	8	,	I	N	C	.												

Principal Office (No./Street/Barangay/City/Town)Province)

S	U	N	L	I	F	E	C	E	N	T	R	E	,	S	T	H	A	V	E	.	C	O	R	.	
R	I	Z	A	L	D	R	I	V	E	,	B	O	N	I	F	A	C	I	O	G	L	O	B	A	L
C	I	T	Y	,	T	A	G	U	I	G	C	I	T	Y											

Form Type

A	A	F	S
---	---	---	---

Department requiring the report

C	R	M	D
---	---	---	---

Secondary License Type, If Applicable

	N	A	
--	---	---	--

COMPANY INFORMATION

Company's Email Address

www.sunlife.com
--

Company's Telephone Number/s

(632) 8555-8888

Mobile Number

N/A

No. of Stockholders

6

Annual Meeting
Month/Day

Every Fourth Friday of June

Fiscal Year
Month/Day

12/31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

CANDY S. ESTEBAN

Email Address

Candy.Esteban@sunlife.com
--

Telephone Number/s

8555-8888

Mobile Number

N/A

Contact Person's Address

SUN LIFE CENTRE, 5TH AVE. COR. RIZAL DRIVE, BONIFACIO GLOBAL CITY, TAGUIG CITY
--

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



STATEMENT OF MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Management of Sun Life Prosperity Achiever Fund 2028, Inc. (the “Company”) is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, as at December 31, 2019 and 2018 and for the years ended December 31, 2019 and 2018, in accordance with the Philippine Financial Reporting Standards, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

Navarro Amper & Co., the independent auditors appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audits.

Benedicto C. Sison
Benedicto C. Sison, Chairman of the Board

Maria Josefina A. Castillo
Maria Josefina A. Castillo, President

Candy S. Esteban
Candy S. Esteban, Treasurer

Signed this 10th day of March 2020

Subscribed and sworn to before me this ___ day of _____ 2020 at _____,
affiants exhibiting to me competent evidence of identity, as follows:

Table with 3 columns: Name, Government ID, Date/Place of Issue. Rows include Benedicto C. Sison, Maria Josefina A. Castillo, and Candy S. Esteban.

Doc. No. ___;
Page No. ___;
Book No, ___;
Series of 2020

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(An Open-end Investment Company)

STATEMENTS OF FINANCIAL POSITION

December 31					
		2019		2018	
	Notes	Shareholders	Unit Holders	Shareholders	Unit Holders
ASSETS					
Current Assets					
Cash and cash equivalents	6	P 716,826	P 3,273,153	P50,406,703	P -
Financial assets at fair value through profit or loss	8	49,744,060	56,832,411	-	-
Accrued interest receivable	7	-	231,970	-	-
Dividends receivable	8	-	20,631	-	-
		P50,460,886	P60,358,165	P50,406,703	P -
LIABILITIES AND EQUITY					
Current Liabilities					
Accrued expenses and other payables	9	P -	P 102,593	P 77,078	P -
Payable to fund manager	10	19,759	136,073	944,851	-
Total Current Liabilities		19,759	238,666	1,021,929	-
EQUITY					
Net assets attributable to shareholders	11	50,441,127	-	49,384,774	-
Net assets attributable to unit holders	11	-	60,119,499	-	-
Total Equity		50,441,127	60,119,499	49,384,774	-
		P50,460,886	P60,358,165	P50,406,703	P -
Net Asset Value Per Share /Unit	12	P 1.0088	P 1.0157	P 0.9877	P -

*See Notes to Financial Statements.**The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.*

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(An Open-end Investment Company)

STATEMENTS OF COMPREHENSIVE INCOME

For the Periods Ended December 31

	Notes	2019		2018	
		Shareholders	Unit Holders	Shareholders	Unit Holders
Investment Income - net					
Dividend income	8	P -	P 570,914	P -	P -
Interest income	13	142,243	1,034,028	384,066	-
Net realized loss on investments	8	-	(38,183)	-	-
		142,243	1,566,759	384,066	-
Investment Expenses					
Commission		-	113,117	-	-
Clearing fees		-	4,035	-	-
		-	117,152	-	-
Net Investment Income		142,243	1,449,607	384,066	-
Operating Expenses					
Management fees	10	-	818,545	-	-
Directors' fees	10	-	314,615	375,687	-
Professional fees		-	128,155	340,198	-
Taxes and licenses		-	89,149	133,859	-
Custodian fees		-	35,102	-	-
Printing and supplies		-	7,812	59,472	-
Miscellaneous		1,500	17,977	13,263	-
		1,500	1,411,355	922,479	-
Profit(Loss) Before Net Unrealized Gains on Investments		140,743	38,252	(538,413)	-
Net Unrealized Gains on Investments	8	944,059	1,025,567	-	-
Profit(Loss) Before Tax		1,084,802	1,063,819	(538,413)	-
Provision for Income Tax		28,449	210,805	76,813	-
Profit Attributable to Shareholders		1,056,353	-	(615,226)	-
Profit Attributable to Unit Holders		-	853,014	-	-
Total Comprehensive Income for the Peri	14	P1,056,353	P 853,014	(P615,226)	P -
Basic Earnings(Loss) Per Share/Unit	14	P 0.021	P 0.017	(P 0.012)	P0.000

See Notes to Financial Statements.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(An Open-end Investment Company)

STATEMENTS OF CHANGES IN EQUITY**For the Periods Ended December 31, 2019 and 2018**

	Shareholders				Total
	Note	Capital Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	
Issuance of share capital	11	P500,000	P49,500,000	P -	P50,000,000
Total Comprehensive Income for the Period		-	-	(615,226)	(615,226)
Balance, December 31, 2018	11	500,000	49,500,000	(615,226)	49,384,774
Total Comprehensive Income for the Period		-	-	1,056,353	1,056,353
Balance, December 31, 2019		P500,000	P49,500,000	P 441,127	P50,441,127

For the Period Ended December 31, 2019

	Unit Holders			
	Notes	Principal	Retained Earnings	Total
Balance, January 1, 2019		P -	P -	P -
Transactions with owners:				
Contributions	11	59,574,143	-	59,574,143
Withdrawals		(307,658)	-	(307,658)
Total transactions with owners		59,266,485	-	59,266,485
Total Comprehensive Income for the Period	15		853,014	853,014
Balance, December 31, 2019	11,12	P59,266,485	P853,014	P60,119,499

*See Notes to Financial Statements.**The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019*

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(An Open-End Investment Company)

STATEMENTS OF CASH FLOWS

	Notes	For the Periods Ended December 31			
		2019		2018	
		Shareholders	Unit Holders	Shareholders	Unit Holders
Cash Flows from Operating Activities					
Profit (loss) before tax		P 1,084,802	P 1,063,819	(P 538,413)	P -
Adjustments for:					
Net unrealized gains on investments	5	(944,059)	(1,025,567)	-	-
Net realized loss on investments	5	-	38,183	-	-
Interest income	13	(142,243)	(1,034,028)	(384,066)	-
Dividend income		-	(570,914)	-	-
Operating cash flows before working capital changes		(1,500)	(1,528,507)	(922,479)	-
Increase (Decrease) in:					
Accrued expenses and other payables	9	(77,078)	102,593	77,078	-
Payable to fund manager	10	(925,092)	136,073	944,851	-
Cash used in operations		(1,003,670)	(1,289,841)	99,450	-
Acquisitions of financial assets at fair value through profit or loss		(48,800,001)	(57,519,704)	-	-
Proceeds from disposal and maturities of financial assets at fair value through profit or loss		-	1,674,677	-	-
Interest income received	14	142,243	802,058	384,066	-
Dividends received		-	550,283	-	-
Income taxes paid		(28,449)	(210,805)	(76,813)	-
Net cash generated from (used in) operating activities		(49,689,877)	(55,993,332)	406,703	-
Cash Flows from Financing Activities					
Proceeds from issuance of share capital/units	11	-	59,574,143	50,000,000	-
Payments on withdrawals of units	12	-	(307,658)	-	-
Net cash generated from financing activities		-	59,266,485	50,000,000	-
Net Increase (Decrease) in Cash and Cash Equivalents		(49,689,877)	3,273,153	50,406,703	-
Cash and Cash Equivalents, Beginning		50,406,703	-	-	-
Cash and Cash Equivalents, End		P 716,826	P 3,273,153	P50,406,703	P -

See Notes to Financial Statements.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(An Open-end Investment Company)

NOTES TO FINANCIAL STATEMENTS**AS AT FOR THE PERIODS ENDED DECEMBER 31, 2019 AND 2018****1. CORPORATE INFORMATION**

Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on January 10, 2018 and started commercial operations on January 28, 2019. The Company is a registered open-end investment company under the Investment Company Act (Republic Act "R.A." No. 2629) and the Securities Regulation Code (R.A. No. 8799), formerly known as the Revised Securities Act (B.P. No. 178). It is a multi-asset/asset allocation fund which aims to maximize the returns of investors based on a pre-determined target date (Year 2028) that aligns properly with the investment horizon of its investors. Due to its shorter time horizon, the Fund is positioned as a balanced fund at the onset. As the Fund draws closer to its pre-determined target date, allocation to equity securities and other high-yielding instruments is gradually shifted to fixed income securities, to reduce the overall risk and volatility.

The Company appointed Sun Life Asset Management Company, Inc. (SLAMCI), an investment management company incorporated in the Philippines and a wholly owned subsidiary of Sun Life of Canada (Philippines), Inc. (SLOCPI), as its fund manager, adviser, administrator, distributor and transfer agent and provider of management, distribution and all required operational services, as disclosed in Note 10.

The Company's registered office address and principal place of business is at the 2nd Floor, Sun Life Centre, 5th Avenue cor. Rizal Drive, Bonifacio Global City, Taguig City.

2. FINANCIAL REPORTING FRAMEWORK AND BASIS OF PREPARATION AND PRESENTATION**Statement of Compliance**

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS), which include all applicable PFRS, Philippine Accounting Standards (PAS) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC) and Standing Interpretations Committee (SIC) as approved by the Financial Reporting Standards Council (FRSC) and the Board of Accountancy (BOA), and adopted by the SEC.

Basis of Preparation and Presentation

The financial statements of the Company have been prepared on the historical cost basis, except for certain financial assets measured at fair value and certain financial instruments carried at amortized cost.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Functional and Presentation Currency

These financial statements are presented in Philippine peso, the currency of the primary economic environment in which the Company operates. All amounts are recorded to the nearest peso, except when otherwise indicated.

3. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

Adoption of New and Revised Accounting Standards Effective in 2019

The new and revised accounting standards and interpretations that have been published by the International Accounting Standards Board (IASB) and approved by the FRSC in the Philippines were adopted by the Company as at December 31, 2019 and assessed as not applicable and have no impact on the Company's financial statements.

New Accounting Standards Effective after the Reporting Period Ended December 31, 2019

The Company will adopt the following standards when these become effective:

PFRS 17, Insurance Contracts

PFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The objective of PFRS 17 is to ensure that an entity provides relevant information that faithfully represents those contracts. This information gives a basis for users of financial statements to assess the effect that insurance contracts have on the entity's financial position, financial performance and cash flows.

The key principles in PFRS 17 are that an entity:

- identifies as insurance contracts those contracts under which the entity accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder;
- separates specified embedded derivatives, distinct investment components and distinct performance obligations from the insurance contracts;
- divides the contracts into groups that it will recognize and measure;
- recognizes and measures groups of insurance contracts at:
 - i. a risk-adjusted present value of the future cash flows (the fulfilment cash flows) that incorporates all of the available information about the fulfilment cash flows in a way that is consistent with observable market information; plus (if this value is a liability) or minus (if this value is an asset)
 - ii. an amount representing the unearned profit in the group of contracts (the contractual service margin);
- recognizes the profit from a group of insurance contracts over the period the entity provides insurance cover, and as the entity is released from risk. If a group of contracts is or becomes loss-making, an entity recognizes the loss immediately;
- presents separately insurance revenue (that excludes the receipt of any investment component), insurance service expenses (that excludes the repayment of any investment components) and insurance finance income or expenses; and
- discloses information to enable users of financial statements to assess the effect that contracts within the scope of PFRS 17 have on the financial position, financial performance and cash flows of an entity.

PFRS 17 includes an optional simplified measurement approach, or premium allocation approach, for simpler insurance contracts.

The standard is effective for periods beginning on or after January 1, 2023. Earlier application is permitted.

The future adoption of the standard will have no effect on the Company's financial statements as the Company does not issue insurance contracts.

Amendments to PAS 1 and PAS 8, *Definition of Material*

The amendments relate to a revised definition of 'material':

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.

Three new aspects of the new definition include (i) obscuring; (ii) could reasonably be expected to influence; and (iii) primary users.

The amendments stress especially five ways material information can be obscured:

- if the language regarding a material item, transaction or other event is vague or unclear;
- if information regarding a material item, transaction or other event is scattered in different places in the financial statements;
- if dissimilar items, transactions or other events are inappropriately aggregated;
- if similar items, transactions or other events are inappropriately disaggregated; and
- if material information is hidden by immaterial information to the extent that it becomes unclear what information is material.

The amendments are effective for periods beginning on or after January 1, 2020. Earlier application is permitted.

The Company will continue its assessment and will finalize the same upon the effectivity of this standard.

Amendments to PFRS 3, *Definition of Business*

The amendments are to:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 and to asset acquisitions that occur on or after the beginning of that period.

The Company will continue its assessment and will finalize the same upon the effectivity of this standard.

PIC Q&A No. 2019-02, *Accounting for Cryptographic Assets*

The interpretation provides guidance regarding accounting treatment for cryptographic assets. In classifying cryptographic assets, two relevant factors to consider are (i) its primary purpose, and (ii) how these assets derive its inherent value. The interpretation provided two (2) cryptographic classifications based on the aforementioned factors, these are (a) cryptocurrency, or (b) cryptographic assets other than cryptocurrencies, which are (b.1) asset-based token, (b.2) utility token, and (b.3) security token, or collectively the "security tokens".

From the holder of these assets' point-of-view, in the absence of a definitive accounting and reporting guidance from the IASB, the interpretation suggested to report cryptographic assets in the financial statements as either (i) cryptocurrencies held by an entity, or (ii) cryptographic assets other than cryptocurrencies.

From the issuer of these assets' point of view, as a consensus, the following accounting treatments are suggested:

- Cryptocurrencies held by an entity can be treated either as (i) inventory under PAS 2, or (ii) intangible asset under PAS 38.
- Cryptographic assets other than cryptocurrencies, the interpretation suggested the following relevant accounting frameworks for consideration:
 - i. If the token meets the definition of a financial liability, apply guidance in PFRS 9;
 - ii. If the token meets the definition of an equity instrument, apply guidance in PAS 32;
 - iii. If the token is a prepayment for goods and services from a contract with a customer, apply guidance in PFRS 15; and
 - iv. If the token does not meet any of the aforementioned, consider other relevant guidance.

The interpretation is effective for periods beginning on or after February 13, 2019.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have cryptographic assets.

New Accounting Standards Effective in 2019 - Adopted by FRSC but pending for approval by the BOA

PIC Q&A No. 2019-04, *Conforming Changes to PIC Q&As – Cycle 2019*

The interpretation sets out the changes (i.e., amendments or withdrawal) to certain interpretations. These changes are made as a consequence of the issuance of new PFRS that become effective starting January 1, 2019 and other relevant developments.

PIC Q&As Amended

The following table summarizes the changes made to the amended interpretations:

PIC Q&A Amended	Amendment
PIC Q&A No. 2011-05: PFRS 1 – Fair Value or Revaluation as Deemed Cost	Updated because of applying PFRS 16, Leases, for the first time starting January 1, 2019
PIC Q&A No. 2011-06: Acquisition of investment properties – asset acquisition or business combination?	Reference to PAS 40, Investment Property, has been updated because of applying PFRS 16 for the first time starting January 1, 2019.
PIC Q&A No. 2012-02: Cost of a new building constructed on the site of a previous building	Reference to PAS 40 has been updated because of applying PFRS 16 for the first time starting January 1, 2019.
PIC Q&A No. 2017-02: PAS 2 and PAS 16 - Capitalization of operating lease cost as part of construction costs of a building	Updated to comply with the provisions of PFRS 16 and renamed as PIC Q&A No. 2017-02: PAS 2 and PAS 16 - Capitalization of depreciation of right-of-use asset as part of construction costs of a building
PIC Q&A No. 2017-10: PAS 40 - Separation of property and classification as investment property	Reference to PAS 40 has been updated because of applying PFRS 16 for the first time starting January 1, 2019.
PIC Q&A No. 2018-05: PAS 37 - Liability arising from maintenance requirement of an asset held under a lease	Updated to comply with the provisions of PFRS 16
PIC Q&A No. 2018-15: PAS 1- Classification of Advances to Contractors in the Nature of Prepayments: Current vs. Non-current	Reference to PAS 40 (included as an attachment to the Q&A) has been updated because of applying PFRS 16 for the first time starting January 1, 2019.

PIC Q&A Withdrawn

PIC Q&A Withdrawn	Basis for Withdrawal
PIC Q&A No. 2017-09: PAS 17 and Philippine Interpretation SIC-15 - Accounting for payments between and among lessors and lessees	This PIC Q&A is considered withdrawn starting January 1, 2019, which is the effective date of PFRS 16. PFRS 16 superseded PAS 17, Leases, and Philippine Interpretation SIC-15, Operating Leases— Incentives
PIC Q&A No. 2018-07: PAS 27 and PAS 28 - Cost of an associate, joint venture, or subsidiary in separate financial statements	This PIC Q&A is considered withdrawn upon publication of IFRIC agenda decision - Investment in a subsidiary accounted for at cost: Step acquisition (IAS 27 Separate Financial Statements) in January 2019.

The effective date of the amendments is included in the affected interpretations.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have any leased property and asset classified as investment property.

PIC Q&A No. 2019-06, *Accounting for Step Acquisition of a Subsidiary in a Parent*

The interpretation clarifies how a parent should account for the step acquisition of a subsidiary in its separate financial statements.

Salient points of the interpretation are the following:

IFRIC concluded either of the two approaches may be applied:

- Fair value as deemed cost approach

Under this approach, the entity is exchanging its initial interest (plus consideration paid for the additional interest) for a controlling interest in the investee (exchange view). Hence, the entity's investment in subsidiary is measured at the fair value at the time the control is acquired.

- Accumulated cost approach

Under this approach, the entity is purchasing additional interest while retaining the initial interest (non-exchange view). Hence, the entity's investment in subsidiary is measured at the accumulated cost (original consideration).

Any difference between the fair value of the initial interest at the date of obtaining control of the subsidiary and its original consideration is taken to profit or loss, regardless of whether, before the step acquisition transaction, the entity had presented subsequent changes in fair value of its initial interest in profit or loss or other comprehensive income (OCI).

The interpretation is effective for periods beginning on or after October 19, 2019.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company is not engaged in acquisition of a subsidiary.

PIC Q&A No. 2019-07, *Classification of Members' Capital Contributions of Non-Stock Savings and Loan Associations (NSSLAs)*

Background:

The Bangko Sentral ng Pilipinas (BSP) issued Circular No. 1045 on August 29, 2019 to amend the Manual of Regulations for Non-Bank Financial Institutions Applicable to Non-Stock Savings and Loan Associations (MORNBFI-S) – Regulatory Capital of Non-Stock Savings and Loan Associations (NSSLAs) and Capital Contributions of Members.

Under the Circular, each qualified member of an NSSLA shall maintain only one capital contribution account representing his/her capital contribution. While only one capital account is maintained, the Circular breaks down a member's capital contributions as follows:

- a. Fixed capital which cannot be reduced for the duration of membership except upon termination of membership. The minimum amount of fixed capital is Php1,000, but a higher minimum can be prescribed under the NSSLAs by-laws.
- b. Capital contribution buffer, which pertains to capital contributions in excess of fixed capital. The capital contribution buffer can be withdrawn or reduced by the member without affecting his membership. However, the NSSLA shall establish and prescribe the conditions and/or circumstances when the NSSLA may limit the reduction of the members' capital contribution buffer, such as, when the NSSLA is under liquidity stress or is unable to meet the capital-to-risk assets ratio requirement under Sec. 4116S of the MORNBFI-S Regulations. Such conditions and/or circumstances have to be disclosed to the members upon their placement of capital contribution buffer and in manners as may be determined by the Board.

For purposes of identifying and monitoring the fixed capital and capital contribution buffer of a member's capital contribution, NSSLAs shall maintain subsidiary ledgers showing separately the fixed and capital contribution buffer of each member. Further, upon receipt of capital contributions from their members, NSSLAs shall simultaneously record the amount contributed as fixed and capital contribution buffer in the aforementioned subsidiary ledgers. However, NSSLAs may use other systems in lieu of subsidiary ledgers provided that that the system will separately show the fixed and capital contribution buffer of each member.

The interpretation assessed and concluded that both Fixed Capital and the Capital contribution buffer qualify as "equity" in the NSSL's financial statements as they both meet all the requirements of paragraphs 16A and 16B of PAS32, Financial Instruments: Presentation.

The interpretation is effective for periods beginning on December 11, 2019, and should be applied retrospectively.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company is not classified as a non-bank financial institution under non-stock savings and loan associations.

PIC Q&A No. 2019-08, *PFRS 16, Leases - Accounting for Asset Retirement or Restoration Obligation ("ARO")*

The interpretation clarifies the recognition of ARO under the following scenarios:

1) Accounting for ARO at lease commencement date

The cost of dismantling and restoration (i.e., the ARO) should be calculated and recognized as a provision in accordance with PAS 37, with a corresponding adjustment to the related right-of-use (ROU) asset as required by PFRS 16.24(d). As such, the lessee will add the amount of ARO to the cost of the ROU asset on lease commencement date, which will then form part of the amount that will be amortized over the lease term.

2) Change in ARO after initial recognition

2.1) Because ARO is not included as a component of lease liability, the measurement of such ARO is outside the scope of PFRS 16. Hence, its measurement is generally not affected by the transition to PFRS 16. Except in cases where the reassessment of lease-related assumptions (e.g., lease term) would affect the measurement of ARO-related provision, the amount of ARO existing at transition date would not be remeasured; rather, the balance of the ARO provision and any related asset will remain as previously measured. The asset will simply be reclassified from property and equipment to the related ROU asset as required under PFRS 16.24(d).

2.2) Assuming there is a change in lease-related assumptions that would impact the ARO measurement (e.g., change in lease term due to the new PFRS 16 requirements), the following will be the accounting treatment depending on the method used by the lessee in adopting PFRS 16:

a. *Modified retrospective approach* - Under this approach, the lessee uses the remaining lease term to discount back the amount of provision to transition date. Any adjustment is recognized as an adjustment to the ROU asset and ARO provision. This adjustment applies irrespective of which of the two methods in measuring the ROU asset will be chosen under the modified retrospective approach.

b. *Full retrospective approach* - The ARO provision and related asset, which gets adjusted to the ROU asset, should be remeasured from commencement of the lease, and then amortized over the revised or reassessed lease term. Because full retrospective approach is chosen, it is possible that the amount of cumulative adjustment to the ARO provision and the ROU asset at the beginning of the earliest period presented will not be the same; hence, it is possible that it might impact retained earnings.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have leased property with any related ARO.

PIC Q&A No. 2019-09, *Accounting for Prepaid Rent or Rent Liability Arising from Straight-lining under PAS 17 on Transition to PFRS 16 and the Related Deferred Tax Effects*

The interpretation aims to provide guidance on the following:

- How a lessee should account for its transition from PAS 17 to PFRS 16 using the modified retrospective approach. Specifically, this aims to address how a lessee should, on transition, account for any existing prepaid rent or rent liability arising from straight-lining of an operating lease under PAS 17, and
- How to account for the related deferred tax effects on transition from PAS 17 to PFRS 16.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have prepaid rent or rent liability recognized for leased property.

PIC Q&A No. 2019-10, *Accounting for variable payments with rent review*

Some lease contracts provide for market rent review in the middle of the lease term to adjust the lease payments to reflect a fair market rent for the remainder of the lease term. This Q&A provides guidance on how to measure the lease liability when the contract provides for a market rent review.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-11, *Determining the current portion of an amortizing loan/lease liability*

The interpretation aims to provide guidance on how to determine the current portion of an amortizing loan/lease liability for proper classification/presentation between current and non-current in the statement of financial position.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-12, *PFRS 16, Leases – Determining the lease term*

The interpretation provides guidance how an entity determine the lease term under PFRS 16.

A contract would be considered to exist only when it creates rights and obligations that are enforceable. Therefore, any non-cancellable period or notice period in a lease would meet the definition of a contract and, thus, would be included as part of the lease term. To be part of a contract, any option to extend or terminate the lease that are included in the lease term must also be enforceable.

If optional periods are not enforceable (e.g., if the lessee cannot enforce the extension of the lease without the agreement of the lessor), the lessee does not have the right to use the asset beyond the non-cancellable period. Consequently, by definition, there is no contract beyond the non-cancellable period (plus any notice period) if there are no enforceable rights and obligations existing between the lessee and lessor beyond that term.

In assessing the enforceability of a contract, an entity should consider whether the lessor can refuse to agree to a request from the lessee to extend the lease. Accordingly, if the lessee has the right to extend or terminate the lease, there are enforceable rights and obligations beyond the initial non-cancellable period and thus, the parties to the lease would be required to consider those optional periods in their assessment of the lease term. In contrast, a lessor's right to terminate a lease is ignored when determining the lease term because, in that case, the lessee has an unconditional obligation to pay for the right to use the asset for the period of the lease, unless and until the lessor decides to terminate the lease.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, an entity shall consider all relevant facts and circumstances (i.e., including those that are not indicated in the lease contract) that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-13, PFRS 16, Leases – Determining the lease term of leases that are renewable subject to mutual agreement of the lessor and the lessee

The interpretation provides guidance how an entity determine the lease term under PFRS 16. This interpretation focuses on lease contracts that are renewable subject to mutual agreement of the parties.

A renewal option is only considered in determining the lease term if it is enforceable. A renewal that is still subject to mutual agreement of the parties is legally unenforceable under Philippine laws until both parties come to an agreement on the terms.

In instances where the lessee have known to be, historically, renewing the lease contract after securing mutual agreement with the lessor to renew the lease contract, the lessee's right to use the underlying asset does not go beyond the one-year period covered by the current contract, as any renewal still has to be agreed on by both parties. A renewal is treated as a new contract.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

4. SIGNIFICANT ACCOUNTING POLICIES

Financial Assets

Initial Recognition and Measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss (FVTPL), transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Classification and Subsequent Measurement

The Company classifies its financial assets in the following measurement categories:

- FVTPL
- Fair value through other comprehensive income (FVTOCI); and
- Amortized cost

As at December 31, 2019 and 2018, the Company does not have financial assets classified as FVTOCI.

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent solely payment of principal and interest (SPPI).

All other debt and equity instruments, including investments in complex debt instruments and equity investments, must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:

- Amortized cost. Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- FVTPL. Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in period in which it arises. Interest income from these financial assets is included in finance income.

The business model reflects how the Company manages the assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable, then the financial assets are classified as part of 'other' business model and measured at FVTPL. Factors considered by the Company in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent SPPI. In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments other than purchased originated credit-impaired (POCI) financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (ECL), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective, that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company subsequently measures all equity investments at FVTPL, except where the Company's Management has elected, at initial recognition, to irrevocably designate an equity instrument at FVTOCI. The Company's policy is to designate equity investments as FVTOCI when those investments are held for the purposes other than to generate investment returns. When the election is used, fair value gains and losses are recognized in OCI and are not subsequently reclassified to profit or loss, including disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognized in profit or loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at FVTPL are recognized in net realized gains (losses) on investments in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

As at December 31, 2019 and 2018, the Company does not have financial assets at FVTOCI.

Impairment of financial assets

The Company recognizes a loss allowance for ECL on investments in debt instruments that are measured at amortized cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

With the exception of POCI financial assets, ECLs are required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Company under the contract and the cash flows that the Company expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's effective interest rate.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original effective interest rate, regardless of whether it is measured on an individual basis or a collective basis.

The Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognized. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Forward-looking information considered includes the future prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument (e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortized cost);
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if:

- it has a low risk of default;
- the borrower is considered, in the short term, to have a strong capacity to meet its obligations; and
- the Company expects, in the longer term, that adverse changes in economic and business conditions might, but will not necessarily, reduce the ability of the borrower to fulfill its obligations.

The Company considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

Write-off

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner.

Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the asset's cash flows expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognized in OCI and accumulated in equity is recognized in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognized in OCI is not subsequently reclassified to profit or loss.

Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) held for trading, or (ii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

It is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities at FVTPL are measured at fair value, with any gains/losses arising on remeasurement recognized in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain/loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in OCI are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

In making the determination of whether recognizing changes in the liability's credit risk in OCI will create or enlarge an accounting mismatch in profit or loss, the Company assesses whether it expects that the effects of changes in the liability's credit risk will be offset in profit or loss by a change in the fair value of another financial instrument measured at FVTPL. This determination is made at initial recognition.

Since the Company does not have financial liabilities classified at FVTPL, all financial liabilities are subsequently measured at amortized cost.

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

The Company's financial liabilities classified under this category include accrued expenses and other payables and payable to fund manager.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

A right to offset must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Share capital

Share capital consisting of ordinary shares is classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax. Any excess of proceeds from issuance of shares over its par value is recognized as additional paid-in capital.

Retained earnings

Retained earnings represent accumulated profit attributable to equity holders of the Company after deducting dividends declared. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Units of participation

Represents an undivided interest in the pool of investment assets earmarked for this type of security issued by the Company.

Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit or loss as these are consumed in operations or expire with the passage of time.

Prepayments are classified in the statements of financial position as current asset when the cost of services related to the prepayments are expected to be incurred within one (1) year or the Company's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

Revenue Recognition

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.

Transaction price

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Dividend income

Dividend income from investments is recognized when the shareholders' rights to receive payments have been established, usually at ex-dividend rate, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Realized gains or losses

Gains or losses arising on the disposal of investments are determined as the difference between the sales proceeds and the carrying amount of the investments and is recognized in profit or loss.

Fair value gains or losses

Gains or losses arising from changes in fair values of investments are disclosed under the policy on financial assets.

Other income

Other income is income generated outside the normal course of business and is recognized when it is probable that the economic benefits will flow to the Company and it can be measured reliably.

Expense Recognition

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognized in profit or loss on the basis of: (i) a direct association between the costs incurred and the earning of specific items of income; (ii) systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or, (iii) immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position as an asset.

Expenses in the statements of comprehensive income are presented using the function of expense method. Investment expenses are transaction costs incurred in the purchase and sale of investments. Operating expenses are costs attributable to administrative and other business expenses of the Company including management fees and custodianship fees.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Levels 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Related Party Transactions

A related party transaction is a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged.

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. An entity that is a post-employment benefit plan for the employees of the Company and the key management personnel of the Company are also considered to be related parties.

Taxation

Income tax expense represents the sum of the current tax, final tax and deferred tax expense.

Current tax

The current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax expense is calculated using 30% regular corporate income tax (RCIT) rate or 2% minimum corporate income tax (MCIT) rate, whichever is higher.

Final tax

Final tax expense represents final taxes withheld on interest income from cash in banks, special savings deposits and fixed-income securities and final taxes withheld on proceeds from sale of listed equity securities.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liability is generally recognized for all taxable temporary differences. Deferred tax asset is generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax asset and liability are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax asset and liability are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax asset and liability are offset when there is a legally enforceable right to offset current tax asset against current tax liability and these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax asset and liability on a net basis.

Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in OCI or directly in equity, in which case, the current and deferred taxes are also recognized in OCI or directly in equity, respectively.

Earnings (Loss) per Share/Unit

The Company computes its basic earnings (loss) per share or unit by dividing profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares or units outstanding during the period.

For the purpose of calculating diluted earnings (loss) per share/unit, profit or loss for the year attributable to ordinary equity holders of the Company and the weighted average number of shares/units outstanding are adjusted for the effects of deposit for future stock subscriptions which are dilutive potential ordinary shares or units.

Net Asset Value per Share (NAVPS)

The Company computes its NAVPS by dividing the total net asset value attributable to shareholders as at the end of the reporting period by the number of issued and outstanding shares.

Net Asset Value per Unit (NAVPU)

The Company computes its NAVPU by dividing the total net asset value attributable to unit holders as at the end of the reporting period by the number of its outstanding units.

Events After the Reporting Period

The Company identifies events after the end of the reporting period as those events, both favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. The financial statements of the Company are adjusted to reflect those events that provide evidence of conditions that existed at the end of the reporting period. Non-adjusting events after the end of the reporting period are disclosed in the notes to the financial statements when material.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments in Applying Accounting Policies

The following are the critical judgments, apart from those involving estimations, that Management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements.

Business model assessment

Classification and measurement of financial assets depend on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost or FVTOCI that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

The Company measures its financial assets at amortized cost if the financial asset qualifies for both SPPI and business model test. The Company's business model test is to hold the asset and to collect its cash flows which are SPPI. All other financial assets that do not meet the SPPI and business model test are measured at FVTPL.

As at December 31, 2019 and 2018, the Company's financial assets measured at FVTPL attributable to shareholders amounted to P49,744,060 and nil, respectively, while attributable to unit holders amounted to P56,832,411 and nil, respectively.

Significant increase in credit risk

ECL is measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL assets for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. PFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Company takes into account qualitative and quantitative reasonable and supportable forward looking information.

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the qualitative and quantitative criteria have been met as disclosed in Note 18.

As at December 31, 2019 and 2018, the Company's financial instrument measured at amortized cost has not experienced a significant increase in its credit risk.

Models and assumptions used

The Company uses various models and assumptions in measuring the fair value of financial assets as well as in estimating ECL. Judgment is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

The Company's model and assumptions used in measuring the fair value of financial assets and estimating ECL are disclosed in Notes 15 and 18, respectively.

Functional currency

Based on the economic substance of the underlying circumstances relevant to the Company, the functional currency of the Company has been determined to be the Philippine peso (PHP). The PHP is the currency of the primary economic environment in which the Company operates. It is the currency being used to report the Company's results of operations.

Puttable shares designated as equity instruments

The Company designated its redeemable share capital as equity instruments when the Company adopted the amendments in PAS 32, *Financial Instruments: Presentation*, and PAS 1, *Presentation of Financial Statements: Financial Instruments Puttable at Fair Value and Obligations Arising on Liquidation*, effective for annual reporting periods beginning on or after January 1, 2009. The Company's share capital met the specified criteria to be presented as equity.

A puttable financial instrument includes a contractual obligation for the issuer to repurchase or redeem that instrument for cash or another financial asset on exercise of the put. As an exception to the definition of a financial liability, an instrument that includes such an obligation is classified as an equity instrument if it has met all the following features:

- a. it entitles the holder to a pro rata share of the entity's net assets in the event of the entity's liquidation. The entity's net assets are those assets that remain after deducting all other claims on its assets;
- b. it is in the class of instruments that is subordinate to all other classes of instruments;
- c. all financial instruments in the class of instruments that is subordinate to all other classes of instruments have identical features;
- d. apart from the contractual obligation for the issuer to repurchase or redeem the instrument for cash or another financial asset, the instrument does not include any contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity, and it is not a contract that will or may be settled in the entity's own equity instruments; and

- e. the total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the entity over the life of the instrument (excluding any effects of the instrument).

As at December 31, 2019 and 2018, the recognized amount of share capital attributable to shareholders in the statements of financial position amounted to P500,000 while the amount of net contributions attributable to unit holders amounted to P59,266,485 and nil, respectively, as disclosed in Note 11.

Key Sources of Estimation Uncertainty

The following are the Company's key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Probability of default (PD)

PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As at December 31, 2019 and 2018, the Company assessed a nil probability of default for all of its financial assets measured at amortized cost. The assumptions used by the Company in estimating PD is disclosed in Note 18.

Loss Given Default (LGD)

LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

The Company uses portfolio averages from external estimates sourced out from Standard and Poor's (S&P) as the LGD estimates.

Estimating loss allowance for ECL

The measurement of the ECL allowance for financial assets measured at amortized cost and FVTOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior. Explanation of the inputs, assumptions and estimation techniques used in measuring ECL is further detailed in Note 18 Credit Risk - ECL measurement, which also sets out the key sensitivities of the ECL to changes in these elements.

A number of significant judgments are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL; and
- Establishing the number and relative weightings of forward-looking scenarios and the associated ECL.

As at December 31, 2019 and 2018, Management believes that the recoverability of the Company's receivables is certain, accordingly, no loss allowance for ECL was recognized in both years. Dividends receivable as at December 31, 2019 and 2018 attributable to shareholders is nil while attributable to unit holders amounted to P20,631 and nil, respectively, as disclosed in Note 8. Accrued interest receivable as at December 31, 2019 and 2018 attributable to shareholders is nil while attributable to unit holders amounted to P231,970 and nil, respectively, as disclosed in Note 7.

Deferred tax asset

The Company reviews the carrying amount at the end of each reporting period and reduces deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. However, there is no assurance that the Company will generate sufficient taxable profit that will allow all or part of its deferred tax asset to be utilized.

Based on Management's expectation of the Company's future taxable income, the Company did not recognize deferred tax asset as at December 31, 2019 and 2018, as disclosed in Note 16.

Determining fair value of investments in debt classified as financial assets at FVTPL

The Company carries its investments in traded debt securities at fair value, which requires the use of accounting estimates and judgment. Since market interest rate is a significant component of fair value measurement, fair value would differ if the Company applied a different set of reference rates in the valuation methodology. Any change in the fair value of these financial assets would affect profit or loss and equity.

As at December 31, 2019 and 2018, the carrying amounts of investments in debt securities classified as financial assets at FVTPL attributable to unit holders amounted to P18,785,850 and nil, respectively, as disclosed in Note 8.

6. CASH AND CASH EQUIVALENTS

This account consists of:

	2019	2018
Attributable to Shareholders		
Cash in banks	P 716,826	P50,406,703
Attributable to Unit Holders		
Cash in banks	P 573,153	P -
Cash equivalents	2,700,000	-
	P3,273,153	P -

Cash in bank attributable to shareholders earned interest amounting to P142,243 and P384,066 in 2019 and for the period from January 10, 2018 to December 31, 2018, respectively, at average interest rates of 0.25% and 0.25% in 2019 and 2018, respectively, as disclosed in Note 13.

Cash in bank attributable to unit holders earned interest amounting to P705 and nil at average interest rates of 0.14% and nil in 2019 and for the period from January 10, 2018 to December 31, 2018, respectively, as disclosed in Note 13.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Company classifies an investment as cash equivalents if that investment has a maturity of three months or less from the date of acquisition.

Cash equivalents attributable to unit holders earned interest amounting P59,364 and nil at average interest rates of 2.10% and nil in 2019 and for the period from January 10, 2018 to December 31, 2018, respectively, as disclosed in Note 13.

7. ACCRUED INTEREST RECEIVABLE

This account consists of accrued interest on the following:

	2019	2018
Attributable to Unit Holders		
Fixed-income securities	P231,970	P -

8. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

This account consists of:

	Note	2019	2018
Attributable to Shareholders			
Investments in mutual fund	10	P49,744,060	P -
Attributable to Unit Holders			
Investments in listed equity securities		P38,046,561	P -
Investments in fixed-income		18,785,850	
		P56,832,411	P -

Investments in fixed income securities are composed of treasury notes while investments in listed equity securities are composed of ordinary shares.

Investment in mutual funds are investments placed in other Sun Life Prosperity Funds.

The Company recognized dividend income from investments in listed equity securities amounting to P570,914 and nil in 2019 and for the period from January 10, 2018 to December 31, 2018, respectively. Dividends receivable amounted to P20,631 and nil as at December 31, 2019 and 2018, respectively.

Interest income earned on fixed-income securities amounted to P973,959 and nil in 2019 and for the period from January 10, 2018 to December 31, 2018, respectively, as disclosed in Note 13. Average rates earned on these investments are also disclosed in Note 13.

Net gains (losses) on investments recognized in profit or loss arising from financial assets at FVTPL are as follows:

	2019	2018
Attributable to Shareholders		
Net unrealized gains on investments	P 944,059	P -
Attributable to Unit Holders		
Net realized loss on investments	P (38,183)	P -
Net unrealized gains on investments	1,025,567	-
	P 987,384	P -

Net gains and losses on investments in equity securities are composed of listed equity shares while fixed-income securities are composed of treasury notes.

The following presents the breakdown of the maturity profile of the principal amounts of fixed-income securities:

	2019	2018
Attributable to Unit Holders		
Due after five years through ten years	P17,000,000	P -

9. ACCRUED EXPENSES AND OTHER PAYABLES

This account consists of:

	Note	2019	2018
Attributable to ShareHolders			
Professional fees		P -	P77,078
Attributable to Unit Holders			
Withholding and documentary stamp taxes		P 12,944	-
Professional fees		76,613	-
Custodianship fees		7,816	-
Supervisory fees		5,220	-
		P102,593	P -

Due to investors account pertains to amounts payable to investors for the redemption of their investments processed on or before the reporting period, which are usually paid four days after the transaction date. Other payables are non-interest bearing and are normally settled within one year.

10. RELATED PARTY TRANSACTIONS

In the normal course of business, the Company transacts with entities which are considered related parties under PAS 24, *Related Party Disclosures*.

The details of amounts and transactions with related parties attributable to shareholders are set out below.

Nature of transaction	Transactions during the period		Outstanding Balances Receivable(Payable)		Terms	Condition	Note
	2019	2018	2019	2018			
SLAMCI-Fund Manager							
Reimbursement of expenses	P1,500	P944,851	(P19,759)	(P944,851)	Payable on demand; non-interest bearing; to be settled in cash	Unsecured; unguaranteed; unimpaired	a

As at December 31, 2019, below is the outstanding investment of the Company in Sun Life Prosperity Money Market Fund, Inc.:

	Note	Shares	Current Value
Investments in mutual fund	8	39,335,805	P49,744,060

The details of amounts and transactions with related parties attributable to unit holders are set out below.

Nature of transaction	Transactions during the period		Outstanding Balances Receivable(Payable)		Terms	Condition	Notes
	2019	2018	2019	2018			
SLAMCI - Fund Manager							
Management Distribution and Transfer fees	P 818,545	P -	(P136,073)	P -	Non-interest bearing; Annual rate of 1.40% of average daily net assets; settled in cash on or before the 15 th day of the following month	Unsecured; unguaranteed	a
Key Management Personnel							
Directors' fees	314,615	-	-	-	Payable on demand; Settle in cash	Unsecured; Unguaranteed	b
Affiliates							
Sun Life of Canada Prosperity Bond Fund, Inc.							
Sale	1,000,000	-	-	-	Non-interest bearing; Settled in cash on the day of transaction	Unsecured; No impairment	c

Details of the Company's related party transactions are as follows:

a. Investment Management

On October 4, 2018, the Company appointed SLAMCI as its fund manager, adviser, administrator, distributor and transfer agent that provides management, distribution and all required operational services. Under the Management and Distribution Agreement (MDA), SLAMCI receives aggregate fees for these services at an annual rate of 1.25% (exclusive of VAT) of the net assets attributable to shareholders on each valuation day. Moreover, under the Transfer Agency Agreement, SLAMCI receives aggregate fees for these services at an annual rate of 0.15% (exclusive of VAT) of the net assets attributable to shareholders on each valuation day.

SLAMCI paid certain pre-operating expenses in behalf of the Company. Payable to the fund manager in the statements of financial position attributable to shareholders amounted to P19,759 and P944,851 as at December 31, 2019 and 2018, respectively.

Management fees attributable to unit holders charged by SLAMCI to the Company in 2019 and 2018 amounted to P 818,545 and nil, respectively. Accrued management fees as at December 31, 2019 and 2018 amounting to P136,073 and nil, respectively, are shown as "Payable to Fund Manager" in the statements of financial position.

b. Remuneration of Directors

Remuneration of directors attributable to unit holders is presented in the statements of comprehensive income under "Directors' Fees" account amounting to P314,615 and nil in 2019 and 2018, respectively, which are usually paid to Directors based on the number of meetings held and attended. There were no accrued directors' fees as at December 31, 2019 and 2018.

Except for the Board of Directors, the Company has no key management personnel and employees. Pursuant to the Company's MDA with SLAMCI, the latter provides all the staff of the Company, including executive officers and other trained personnel.

c. Purchase and Sale of Investments

These types of transactions are buy and sell of the same security between portfolios of two separate affiliated legal entities of and whose assets are managed by Investment Department. Portfolio Managers determine that this is appropriate and in the best interest of certain portfolios and ensure that the trade will be executed in a manner that is fair and equitable to both parties involved in the cross trade.

11. EQUITY

Details of share capital are as follows:

	2019		2018	
	Shares	Amount	Shares	Amount
Attributable to shareholders				
Authorized:				
at P0.01 par value	200,000,000	P 2,000,000	200,000,000	P2,000,000
Issued and outstanding	50,000,000	P 500,000	50,000,000	P 500,000
	Units	Amount	Units	Amount
Attributable to unit holders				
Offer units:				
at P1.00 initial offer price	100,000,000,000	P100,000,000,000	-	P -
Contributions	59,492,844.66	P 59,574,143	-	P -
Withdrawals	(305,138.64)	(307,658)	-	-
	59,187,706.02	P 59,266,485		

Incorporation

The Company was incorporated on January 10, 2018 with 200,000,000 authorized shares at par value of P0.01 per share attributable to shareholders and 100,000,000,000 offer units at P1.00 initial offer price per unit.

Current state

As at December 31, 2019, out of the present 200,000,000 authorized shares, the Company has 50,000,000 issued and outstanding shares, with par value of P0.01 per share attributable to shareholders. And out of the present 100,000,000,000 offer units, the Company has 59,187,706.02 subscribed units.

Redeemable shares

Redeemable shares carry one vote each, and are subject to the following:

a. Distribution of dividends

Each shareholder has a right to any dividends declared by the Company's Board of Directors and approved by 2/3 of its outstanding shareholders.

b. Denial of pre-emptive rights

No shareholder shall, because of his ownership of the shares, has a pre-emptive or other right to purchase, subscribe for, or take any part of shares or any other securities convertible into or carrying options or warrants to purchase shares of the registrant.

c. Right of redemption

The holder of any shares of the Company, upon its presentation to the Company or to any of its duly authorized representatives, is entitled to receive by way of redemption approximately his proportionate share of the Company's current net assets or the cash equivalent thereof. Shares are redeemable at any time at their net assets value less any applicable sales charges and taxes.

Redeemable Units

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.

Additional paid-in capital attributable to shareholders amounting to P49,500,000 as at December 31, 2019 and 2018 pertains to excess payments over par value from investors.

12. NET ASSET VALUE PER SHARE / PER UNIT

NAVPS/NAVPU is computed as follows:

	Note	2019	2018
Attributable to Shareholders			
Total equity		P 50,441,127	P49,384,774
Issued and fully paid shares	8	50,000,000	50,000,000
NAVPS		P 1.0088	P 0.9877
Attributable to Unit Holders			
Total equity		P 60,119,499	P -
Subscribed units	8	59,187,706.02	-
NAVPU		P 1.0157	P -

NAVPS is based on issued, outstanding and fully paid shares while NAVPU is based on issued, outstanding and fully paid units. The expected cash outflow on redemption of these shares/units is equivalent to computed NAVPS/NAVPU as at reporting period.

13. INTEREST INCOME

This account consists of interest income on the following:

	Notes	2019	2018
Attributable to Shareholders			
Cash in banks	6	P 142,243	P384,066
Attributable to Unit Holders			
Fixed-income securities	8	P 973,959	P -
Cash equivalents	6	59,364	-
Cash in banks	6	705	-
		P1,034,028	P -

Interest income is recorded gross of final withholding tax which is shown as "Income Tax Expense" account in the statements of comprehensive income.

Average interest rates of investments and cash in banks in 2019 and 2018 are as follows:

	Notes	2019	2018
Attributable to Shareholders			
Cash in banks	6	0.25%	0.25%
Attributable to Unit Holders			
Fixed-income securities	8	6.25%	-
Cash equivalents	6	2.10%	-
Cash in banks	6	0.14%	-

Interest income earned on financial assets, analyzed by category, is as follows:

	Notes	2019	2018
Attributable to Shareholders			
Cash and cash equivalents	6	P 142,243	P384,066
Attributable to Shareholders			
Financial assets at FVTPL	8	P 973,959	P -
Cash and cash equivalents	6	60,069	-
		P1,034,028	P -

14. EARNINGS (LOSS) PER SHARE/UNIT

The calculation of the basic and diluted loss per share/unit is based on the following data:

	Note	2019	2018
Attributable to shareholders			
Profit (Loss) for the period		P 1,056,353	(P 615,226)
Weighted average number of shares:			
Issued and outstanding	8	50,000,000	50,000,000
Basic and diluted earnings (loss) per share		P 0.021	(P 0.012)
Attributable to unit holders			
Profit for the period		P 853,014	P -
Weighted average number of units:			
Subscribed units	8	50,709,659.90	
Basic and diluted earnings per unit		P 0.017	P -

As at December 31, 2019 and 2018, the Company has no dilutive potential ordinary shares.

15. FAIR VALUE OF FINANCIAL INSTRUMENTS

Assets and liabilities measured at fair value on a recurring basis

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the inputs to fair value are observable.

	Note	Level 1
December 31, 2019		
Attributable to Shareholders		
Mutual funds	8	P49,744,060
Attributable to Unit Holders		
Fixed income securities	8	P18,785,850
Investment in listed equity securities	8	38,046,561
		P56,832,411

Investment in traded and mutual funds are valued at their published NAVPS at reporting date

The fair values of fixed-income securities classified as Level 1 are based on quoted prices of either done deals or bid rates.

Listed equity securities are valued at quoted prices as at reporting date.

There were no transfers between Level 1 and 2 in 2019 and 2018.

Financial asset and liabilities not measured at fair value

The following financial asset and financial liabilities are not measured at fair values on recurring basis but the fair value disclosure is required:

	Notes	2019		2018		Fair Value Hierarchy
		Carrying Amounts	Fair Values	Carrying Amounts	Fair Values	
Attributable to Shareholders						
Financial Asset						
Cash in bank	6	P716,826	P716,826	P50,406,703	P50,406,703	Level 1
Financial Liabilities						
Payable to fund manager	10	P 19,759	P 19,759	P 944,851	P 944,851	Level 2
Accrued expenses and other payables	9	-	-	77,078	77,078	Level 2
		P 19,759	P 19,759	P1,021,929	P 1,021,929	

Cash in bank, accrued expenses and other payables and payable to fund manager have short-term maturities, hence, their carrying amounts are considered their fair values.

	Notes	2019		Fair Value Hierarchy
		Carrying Amounts	Fair Values	
Attributable to unit holders				
Financial Assets				
Cash in banks	6	P 573,153	P 573,153	Level 1
Cash equivalents	6	2,700,000	2,700,000	Level 2
Accrued interest receivable	7	231,970	231,970	Level 2
Dividends receivable	8	20,631	20,631	Level 2
		P3,525,754	P3,525,754	
Financial Liabilities				
Accrued expenses and other payables	9	P 89,649	P 89,649	Level 2
Payable to fund manager	10	136,073	136,073	Level 2
		P 225,722	P 225,722	

The difference between the carrying amount of accrued expenses and other payables disclosed in the statements of financial position and the amount disclosed in this note pertains to withholding and documentary stamp taxes that are not considered financial liabilities.

Cash in banks, cash equivalents, accrued interest receivable, dividends receivable, accrued expenses and other payables and payable to fund manager have short-term maturities, hence, their carrying amounts are considered their fair values.

16. INCOME TAXES

Details of tax expense are as follows:

	2019	2018
Final tax	P239,254	P76,813

The reconciliation between tax expense (benefit) and the product of accounting profit (loss) multiplied by 30% is as follows:

	2019	2018
Accounting profit (loss) before tax	P2,148,621	(P538,413)
Tax expense(benefit) at 30%	P 644,586	(P161,524)
Adjustment for income subject to lower tax rate	(113,628)	(38,407)
Tax effects of:		
Unrecognized net operating Loss Carry- Over (NOLCO)	459,002	276,744
Dividend income exempt from tax	(171,274)	-
Net realized gain on investments	11,455	-
Net unrealized fair value loss (gains) on investments	(590,888)	-
	P 239,254	P 76,813

Details of the Company's NOLCO are as follows:

Period Incurred	Period of Expiry	Beginning Balance	Addition	Expired	2019 Balance
2018	2021	P922,479	P -	P -	P 922,479
2019	2022	-	1,530,007	-	1,530,007
		P922,479	P1,530,007	P -	P2,452,486

Deferred tax on NOLCO was not recognized since Management believes that future taxable income will not be available against which the deferred tax can be utilized.

The Company's interest income arising from cash in bank is already subjected to final tax therefore, excluded from the computation of taxable income.

17. CONTINGENCY

The Company has no pending legal cases as at December 31, 2019 and 2018 that may have a material effect on the Company's financial position and results of operations.

18. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk, which includes, credit risk and liquidity risk. The Fund Manager exerts best efforts to anticipate events that would negatively affect the value of the Company's assets and takes appropriate actions to counter these risks. However, there is no guarantee that the strategies will work as intended. The policies for managing specific risks are summarized below.

Market risk

The Company's activities expose it primarily to the financial risks of changes in interest rates. The Company has insignificant exposure to foreign exchange risk since foreign currency denominated transactions are minimal. There has been no change on the manner in which the Company manages and measures these risks.

Interest rate risk

Interest rate risk refers to the possibility that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest.

The primary source of the Company's interest rate risk relates to cash in banks, cash equivalents, special savings deposits fixed-income securities and corporate loans. Interest rates of the financial assets are disclosed in Notes 6 and 13.

The risk is managed by the Fund Manager by actively monitoring the prevailing interest rate environment. The duration of the portfolio is reduced during periods of rising rates and widening credit spreads to maximize interest income potential. Conversely, the same is increased during periods of falling rates and narrowing credit spreads.

A 50 basis points increase or decrease in the interest rates had been determined for sensitivity analysis based on the exposure to interest rates for financial assets at FVTPL and loans and receivables at the end of each reporting period. The same is used for reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonable effect of the maximum possible movement in interest rates.

The following table details the increase or decrease in profit after tax if interest rates had been 50 basis points higher or lower and all other variables are held constant for the periods ended 2019 and 2018:

Change in Interest rates	Increase (Decrease) in Net Profit or Loss/Equity	
	2019	2018
Attributable to Shareholders		
+50 basis	P 2,867	P -
-50 basis	(2,867)	-
Attributable to Unit Holders		
+50 basis	(482,334)	-
-50 basis	498,550	-

In Management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk because the exposure at the end of the reporting period does not reflect the exposure during the period.

Equity price risk

The Company is exposed to equity price risks arising from investments in listed equity securities. Investments in listed equity securities could either be held for strategic or trading purposes.

The risk is managed by the Fund Manager by actively monitoring the domestic equity market. Portfolios are traded based on a combination of regularly-carried out fundamental and technical analyses of stock prices.

Based on the exposure to equity price risks at the end of each reporting period, if equity prices and NAVPU of investments in UITF had been 2% higher or lower, profit or loss for the periods ended December 31, 2019 and 2018 would have increased or decreased by P494,881, and P749,000, respectively.

Other than interest and equity price risks discussed above, there are no other market risks which will significantly affect the Company's performance.

In Management's opinion, the sensitivity analysis is unrepresentative of the inherent equity price risk because the exposure at the end of the reporting period does not reflect the exposure during the period.

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of dealing only with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults, and transacts only with entities that are rated the equivalent of investment grade of High down to Satisfactory. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The carrying amounts of financial assets recorded in the financial statements represent the Company's maximum exposure to credit risk:

	Notes	2019	2018
Attributable to shareholders			
Cash and cash equivalents	6	P 716,826	P50,406,703
Financial assets at FVTPL	8	49,744,060	-
		P50,460,886	P50,406,703
Attributable to unit holders			
Cash in bank	6	P 573,153	P -
Cash equivalents	6	2,700,000	-
Financial assets at FVTPL	8	56,832,411	-
Accrued interest receivable	7	231,970	-
Dividends receivable	8	20,631	-
		P60,358,165	P -

ECL measurement

In 2019 and 2018, ECLs are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

PFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition. The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognizing ECL
Stage 1	The counterparty has a low risk of default and does not have any past-due amounts or that the financial instrument is not credit-impaired on initial recognition	12m ECL
Stage 2	There has been a significant increase in credit risk since initial recognition but not yet deemed to be credit-impaired	Lifetime ECL - not credit-impaired
Stage 3	There is evidence indicating that the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery or that the financial instrument is credit-impaired	Lifetime ECL - credit-impaired

Measuring ECL – Explanation of inputs, assumptions and estimation techniques

The ECL is determined by projecting the PD, LGD and exposure at default (EAD) for each future month and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each future month, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.

The maturity profile is based on historical observed data and is assumed to be the same across all assets within a portfolio and credit grade band. This is supported by historical analysis.

Given that the Company currently has no history of default on their portfolio, a model which incorporates internal default experience is not feasible. For the 12M and Lifetime PD, the Company use external benchmarking of current internal credit ratings to S&P's using one-year transition matrices in S&P's Annual Global Corporate Default Study and Rating Transition reports. From the transition matrices, cumulative PDs are identified. The overall PD for a specific time horizon is calculated from the cumulative PD, by determining the marginal PD and taking the conditional probability of default given that it has not yet defaulted prior to the said time horizon. The resulting overall PDs are the values that will act as components in ECL calculation. The Lifetime PD is developed by analysis of the transition matrices over the maximum life of active loans, which is 15 years.

The table below summarizes the current internal credit rating equivalence system of the Company.

Summary rating	Internal credit rating	S&P rating
High	AAA	AAA
High	AAA	AA
High	AAA	A
High	AAA	BBB
Satisfactory	AA	BB
Acceptable	B	B
Low	CCC/C	CCC/C

The 12M and lifetime EADs are determined based on the contractual repayments owed by the borrower over the 12month or lifetime basis. This will also be adjusted for any expected overpayments made by the borrower. The Company does not have an undrawn component for any of its debt instruments.

For the 12M and lifetime LGDs, considering the availability of related information, the Company use the external estimates sourced from S&P's.

Forward-looking information incorporated in the ECL models

The assessment of SICR and the calculation of ECL both incorporate forward-looking information. The Company has performed historical analysis and identified the key economic variables impacting credit risk and ECL for each portfolio. The Company assessed that the key economic variables are gross domestic product (GDP) and unemployment rates.

These economic variables and their associated impact on the PD, EAD and LGD vary by financial instrument. Expert judgment has also been applied in this process. Forecasts of these economic variables (the "base economic scenario") are based on the economic data from the International Monetary Fund (IMF) from year 2017 until 2022. The impact of these economic variables on the PD, EAD and LGD has been determined by performing statistical regression analysis to understand the impact changes in these variables have had historically on default rates and on the components of EAD and LGD.

In addition to the base economic scenario, the best value economically spanning from the historical years is taken (upside forecasts). A similar approach applies for the downside forecasts. The scenario weightings are determined by a combination of statistical analysis and expert credit judgement, taking account of the range of possible outcomes each chosen scenario is representative of. The per-scenario Forward Looking Adjustments were assigned probability weights of 50% for the base scenario, and 25% for each of the upside and downside forecast.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and therefore the actual outcomes may be significantly different to those projected. The Company considers these forecasts to represent its best estimate of the possible outcomes and has analyzed the non-linearities and asymmetries within the Company's different portfolios to establish that the chosen scenarios are appropriately representative of the range of possible scenarios.

The following table details the credit quality of the Company's financial assets and other items, as well as the Company's maximum credit exposure to credit risk by credit risk rating grades as at December 31, 2019 and 2018:

	Notes	Credit rating	Category	12m or lifetime ECL?	Gross carrying amount	Loss allowance	Net carrying amount
2019							
Attributable to Shareholders							
Cash in banks	6	AAA	Stage 1	12m	P 716,826	P -	P 716,826
Attributable to unit Holders							
Cash in banks	6	AAA	Stage 1	12m	P 573,153	P -	P 573,153
Cash equivalents		AAA	Stage 1	12m	2,700,000	-	2,700,000
Accrued interest receivable	7	AAA	Stage 1	12m	231,970	-	231,970
Dividends receivable	8	AAA	Stage 1	12m	20,631	-	20,631
					P 3,525,754	P -	P 3,525,754
2018							
Attributable to shareholders							
Cash in banks	6	AAA	Stage 1	12m	P50,406,703	P -	P50,406,703

The Company uses internal ratings to determine the credit quality of its financial assets. These have been mapped to the summary rating below:

High grade - applies to highly rated financial obligors, strong corporate counterparties and personal borrowers with whom the Company has excellent repayment experience.

The table below summarizes the current internal credit rating equivalence system of the Company.

Summary rating	Internal credit rating	S&P rating
High	AAA	AAA
High	AAA	AA
High	AAA	A
High	AAA	BBB
Satisfactory	AA	BB
Acceptable	B	B
Low	CCC/C	CCC/C

Liquidity risk

Liquidity risk arises when the Company encounters difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company aims to maintain an appropriate level of liquidity which means having sufficient liquidity to be able to meet all obligations promptly under foreseeable adverse circumstances, while not having excessive liquidity.

The Company maintains at least ten percent of the fund in liquid/semi-liquid assets in the form of cash in banks to assure necessary liquidity. This is also in compliance to SEC Circular 12 series of 2013, Amendments to ICA Rule 35-1.

The Fund Manager manages liquidity risks by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities. The table had been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

	Less than One Month	One Month to One Year	Total
2019			
Attributable to Shareholders			
Payable to fund manager	P 19,759	P -	P 19,759
Attributable to Unit Holders			
Payable to fund manager	P 89,649	P -	P 136,073
Accrued expenses	136,073	-	114,486
	P 225,722	P -	P 250,559
2018			
Attributable to Shareholders			
Payable to fund manager	P 944,851	P -	P 944,851
Accrued expenses and other payables	77,078	-	77,078
	P1,021,929	P -	P1,021,929

The difference between the carrying amount of accrued expenses and other payables disclosed in the statements of financial position and the amount disclosed in this note pertains to withholding and documentary stamp taxes that are not considered financial liabilities.

The following table details the Company's expected maturity for its financial assets. The table had been drawn up based on the contractual maturities of the financial asset including interest that will be earned on that asset, except when the Company anticipates that the cash flows will occur in a different period.

	Average Effective Interest Rate	Less than One Year	One to Five Years	Five to Ten Years	More than Ten Years	Total
2019						
Attributable to Shareholders						
Cash in banks		P 716,826	P -	P -	P -	P 716,826
Financial assets at FVTPL			49,744,060			49,744,060
		P 716,826	P49,744,060		P -	P50,460,886
Attributable to Unit Holders						
Cash equivalents		P 3,273,153	P -	P -	P -	P 3,273,153
Financial assets at FVTPL		38,046,561	-	18,785,850	-	56,832,411
Accrued interest receivable		231,970	-	-	-	231,970
Dividends receivable		20,631	-	-	-	20,631
		P41,572,315	P -	P18,785,850	P -	P60,358,165
2018						
Attributable to shareholders						
Cash in banks	0.25%	P50,406,703	P -	P -	P -	P50,406,703

The Company expects to meet its obligations from operating cash flows and proceeds from maturing financial asset.

19. CAPITAL RISK MANAGEMENT

The Fund Manager manages the Company's capital to ensure that the Company will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the mix of high quality financial instruments.

The Company 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 custodian banks.

The capital structure of the Company consists of issued capital as disclosed in Note 11.

The Fund Manager manages the Company's capital and NAVPS, as disclosed in Notes 11 and 12 to ensure that the Company's net asset value remains competitive and appealing to prospective investors.

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

- a. It does not issue senior securities;
- b. 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;
- c. It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital;
- d. It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager's view on the prospects;
- e. It does not invest directly in real estate properties and developments;
- f. It does not purchase or sell commodity futures contracts;
- g. It does not engage in lending operations to related parties such as the members of the Board of Directors, officers of the Company and any affiliates, or affiliated corporations of the Company;
- h. The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions; and
- i. It does not change its investment objectives without the prior approval of a majority of its shareholders.

The Investment Policies refer to the following:

- a. Investment Objective - to provide regular returns through investments in a diversified portfolio of US Dollar-denominated fixed income instruments issued by the Philippine government, other major economies, or corporations operating therein or through diversified investment companies invested in such.
- b. Benchmark - 50% Philippine Stock Exchange Index + 45%Bloomberg Philippine Sovereign Bond Index (BPHILR) + 5% 30-Day Special Savings Account (SSA).
- c. Asset Allocation Range - the Company allocates its funds available for investments among cash and other deposit substitutes and fixed-income securities based on certain proportion as approved by Management.

Other matters covered in the investment policy include the fees due to be paid to the Fund Manager with management and distribution fees each set at an annual rate of 1.25% of the net assets attributable to shareholders on each valuation day.

As at December 31, 2019 and 2018, the Company is in compliance with the above requirements and minimum equity requirement of the SEC of P50,000,000.

The equity ratio at period-end is as follows:

	2019	2018
Attributable to Shareholders		
Net assets attributable to shareholders	P50,441,127	P49,384,774
Total assets	50,460,886	50,406,703
Equity ratio	1.000:1	0.980:1
Attributable to Unit Holders		
Net assets attributable to unit holders	P60,119,499	P -
Total assets	60,358,165	-
Equity ratio	0.996:1	-

Management believes that the above ratios are within the acceptable range.

20. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE (BIR) UNDER REVENUE REGULATIONS NO. 15-2010

The following information on taxes, duties and license fees paid or accrued during the 2019 taxable period is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

Other taxes and licenses

Details of the Company's other taxes and licenses and permit fees paid in 2019 are as follows:

Charged to Operating Expenses	
Filing and registration fees	P64,597
Business permits	17,290
Annual registration	500
Others	6,762
	P89,149

Withholding taxes

Withholding taxes paid and accrued and/or withheld consist of:

	Paid	Accrued	Total
Expanded withholding taxes	P100,314	P12,944	P113,258

21. APPROVAL OF FINANCIAL STATEMENTS

The financial statements of the Company were reviewed and endorsed by the Audit and Compliance Committee for the approval of the Board of Directors on March 10, 2020.

The Board of Directors approved the issuance of the financial statements also on March 10, 2020.

* * *

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

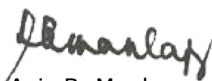
To the Board of Directors and Shareholders
SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
(An Open-end Investment Company)
Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

We have audited the financial statements of Sun Life Prosperity Achiever Fund 2028, Inc. (the "Company") as at December 31, 2019 and 2018 and for the periods then ended in accordance with Philippine Standards on Auditing, on which we have rendered an unqualified opinion dated March 10, 2020.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on the attached schedule showing the reconciliation of the retained earnings available for dividend declaration and other supplementary information shown in Schedules A-G as at and for the period ended December 31, 2019, as required by the Securities and Exchange Commission under the Revised SRC Rule 68, is presented as additional analysis and is not a required part of the basic financial statements. Such supplementary information is the responsibility of Management and has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Navarro Amper & Co.
BOA Registration No. 0004, valid from November 12, 2018 to July 16, 2021
SEC Accreditation No. 0001-FR-5, issued on January 15, 2019; effective until January 14, 2022, Group A
TIN 005299331

By:



Avis B. Manlapaz
Partner
CPA License No. 0074249
SEC A.N. 1669-A, issued on March 13, 2018; effective until March 12, 2021, Group A
TIN 120964002
BIR A.N. 08-002552-008-2019, issued on July 03, 2019; effective until July 02, 2022
PTR No. A-4689428, issued on January 2, 2020, Taguig City

Taguig City, Philippines
March 10, 2020



**RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DECLARATION**

As at December 31, 2019

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
2nd Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City

Items	Attributable to shareholders	Attributable to unit holders
Unappropriated Retained Earnings, beginning	P (615,226)	P -
Net loss based on the face of AFS	1,056,353	853,014
Adjustments for non-actual (gains) losses		
Effect of movements in accumulated unrealized gain during the year	(924,391)	(1,025,567)
Net Income Actual/Realized	131,962	(172,553)
Unappropriated Retained Earnings, as adjusted, ending	P (483,264)	P (172,553)

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
Schedule of Financial Soundness Indicators and Financial Ratios
December 31, 2019 and December 31, 2018

	Formula	2019		2018	
		Shareholders	Unit Holders	Shareholders	Unit Holders
<i>Current/ Liquidity Ratios</i>					
a. Current ratio	Current Assets/Current Liabilities	2553.82:1	252.90:1	49.33:1	0.00
b. Quick ratio	Quick Assets/Current Liabilities	2553.82:1	252.90:1	49.33:1	0.00
c. Cash ratio	Cash/Current Liabilities	36.28:1	13.71:1	49.33:1	0.00
d. Days in receivable	Receivable/Revenue * No. of days	N/A	N/A	N/A	N/A
e. Working capital ratio	(Current Assets/Current Liabilities)/Current Assets	1.00:1	1.00:1	0.98:1	0.00
f. Net working capital to sales ratio	Working Capital / Total Revenue	354.61:1	38.37:1	128.58:1	0.00
g. Defensive Interval Ratio	360* (Quick Assets / Proj. Daily Operating Expense)	12110612.64:1	15395.80:1	19671.36	0.00
<i>Solvency Ratios</i>					
a. Long-term debt to equity ratio	Noncurrent Liabilities/Total Equity	0.00	0.00	0.00	0.00
b. Debt to equity ratio	Total Liabilities/Total Equity	0.00	0.01	0.02	0.00
c. Long term debt to total asset ratio	Noncurrent Liabilities/Total Assets	0.00	0.00	0.00	0.00
d. Total debt to asset ratio	Total Liabilities/Total Assets	0.00	0.01	0.02	0.00
Asset to equity ratio	Total Assets/Total Equity	1.00:1	1.00:1	1.02:1	0.00
Interest rate coverage ratio	Earning Before Income Tax/Interest Expense	-		N/A	N/A
<i>Profitability Ratio</i>					
a. Earnings before interest and taxes (EBIT) margin	EBIT/Revenue	763.00%	68.00%	-140.00%	0.00%
b. Earnings before interest, taxes and depreciation and amortization (EBITDA) margin	EBITDA/Revenue	763.00%	68.00%	-140.00%	0.00%
c. Pre-tax margin	EBIT/Revenue	763.00%	68.00%	-140.00%	0.00%
d. Effective tax rate	Income Tax/EBIT	2.62%	19.82%	-14.27%	0.00%
e. Post-tax margin	Net Income After Tax/Revenue	743.00%	54.00%	-160.00%	0.00%
f. Return on equity	Net Income After Tax/Average Common Equity	2.12%	2.84%	-2.49%	0.00%
g. Return on asset	NIAT/Average Total Assets	2.09%	2.83%	-2.44%	0.00%
Capital intensity ratio	Total Assets/Revenue	354.75	38.52	131.24:1	0.00
Fixed assets to total assets	Fixed assets/Total assets	N/A	N/A	N/A	N/A
Dividend payout ratio	Dividends paid/Net Income	N/A	N/A	N/A	N/A

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

i. Percentage of Investment in a Single Enterprise to Net Asset Value

December 31, 2019 and December 31, 2018

	2019			2018		
	Investment (Market Value)	Net Asset Value	% over NAV	Investment (Market Value)	Net Asset Value	% over NAV
Equities						
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	49,744,060	50,441,127	98.62%	-	-	-

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company

December 31, 2019 and December 31, 2018

	2019			2018		
	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee
Equities						
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	39,335,805	19,999,999,042	0.20%	-	-	-

iii. Total Investment in Liquid or Semi-Liquid Assets to Total Assets

December 31, 2019 and December 31, 2018

	2019	2018
Total Liquid and Semi-Liquid Assets	50,460,886	50,406,703
TOTAL ASSETS	50,460,886	50,406,703
Total Investment in Liquid or Semi-Liquid Assets to Total Assets	100%	100.00%

iv. Total Operating Expenses to Total Net Worth

December 31, 2019 and December 31, 2018

	2019	2018
Total Operating Expenses	1,500	922,479
Average Daily Net Worth	50,441,127	49,384,774
Total Operating Expenses to Average Daily Net Worth	0.00%	1.87%

v. Total Assets to Total Borrowings

December 31, 2019 and December 31, 2018

	2019	2018
Total Assets	50,460,886	50,406,703
Total Borrowings	19,759	1,021,929
Total Assets to Total Borrowings	255382%	4932.51%

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

i. Percentage of Investment in a Single Enterprise to Net Asset Value
December 31, 2019

	2019		
	Unit Holders		
	Investment (Market Value)	Net Asset Value	% over NAV
Treasury Notes (ISIN)			
PIBD1028C635	18,785,850	60,119,499	31.25%
Special Savings Deposit			
CTB	2,700,000.00	60,119,499	4.49%
Equities			
Ayala Corporation	2,215,110	60,119,499	3.68%
Aboitiz Equity Ventures Inc	1,329,730	60,119,499	2.21%
Alliance Global Group Inc.	326,480	60,119,499	0.54%
Ayala Land Inc.	3,609,515	60,119,499	6.00%
Aboitiz Power Corporation	465,120	60,119,499	0.77%
BDO Unibank Inc.	3,046,240	60,119,499	5.07%
Bank of the Philippine Islands	1,860,843	60,119,499	3.10%
DMCI Holdings Inc.	230,028	60,119,499	0.38%
First Gen Corporation	263,235	60,119,499	0.44%
Globe Telecom Inc.	575,700	60,119,499	0.96%
International Container Terminal Services Inc.	1,292,430	60,119,499	2.15%
Jollibee Foods Corporation	1,017,360	60,119,499	1.69%
JG Summit Holdings Inc.	2,321,384	60,119,499	3.86%
Metropolitan Bank & Trust Company	1,429,428	60,119,499	2.38%
Megaworld Corporation	411,025	60,119,499	0.68%
Metro Pacific Investments Corporation	448,920	60,119,499	0.75%
Robinsons Land Corporation	545,490	60,119,499	0.91%
Semirara Mining and Power Corporation	226,600	60,119,499	0.38%
Security Bank Corporation	848,250	60,119,499	1.41%
SM Investments Corporation	5,903,380	60,119,499	9.82%
SM Prime Holdings Inc.	3,805,840	60,119,499	6.33%
PLDT, INC.	854,620	60,119,499	1.42%
Universal Robina Corporation	1,376,050	60,119,499	2.29%
Manila Electric Company	735,440	60,119,499	1.22%
San Miguel Corporation	610,080	60,119,499	1.01%
Bloomberry Resorts Corporation	407,930	60,119,499	0.68%
GT Capital Holdings Inc.	780,934	60,119,499	1.30%
Puregold Price Club Inc.	393,525	60,119,499	0.65%
LT Group, Inc.	315,074	60,119,499	0.52%
Robinsons Retail Holdings, Inc.	400,800	60,119,499	0.67%

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company
December 31, 2019

	2019		
	Unit Holders		
	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee
Treasury Notes (ISIN)			
PIBD1028C635	17,000,000	7,990,000,000	0.21%
Special Savings Deposit			
CTB	2,700,000.00	**	-
Equities			
Ayala Corporation	2,820	625,701,136	0.00%
Aboitiz Equity Ventures Inc	25,820	5,632,792,557	0.00%
Alliance Global Group Inc.	28,000	9,819,827,979	0.00%
Ayala Land Inc.	79,330	14,719,962,101	0.00%
Aboitiz Power Corporation	13,600	7,358,604,307	0.00%
BDO Unibank Inc.	19,280	4,381,953,364	0.00%
Bank of the Philippine Islands	21,170	4,507,071,644	0.00%
DMCI Holdings Inc.	34,800	13,277,470,000	0.00%
First Gen Corporation	10,900	3,603,224,505	0.00%
Globe Telecom Inc.	285	133,208,407	0.00%
International Container Terminal Services Inc.	10,050	2,000,647,076	0.00%
Jollibee Foods Corporation	4,710	1,097,105,596	0.00%
JG Summit Holdings Inc.	28,730	7,162,841,657	0.00%
Metropolitan Bank & Trust Company	21,560	4,497,415,555	0.00%
Megaworld Corporation	102,500	32,240,945,872	0.00%
Metro Pacific Investments Corporation	129,000	31,569,338,752	0.00%
Robinsons Land Corporation	19,800	5,193,830,685	0.00%
Semirara Mining and Power Corporation	10,300	4,250,547,620	0.00%
Security Bank Corporation	4,350	753,538,887	0.00%
SM Investments Corporation	5,660	1,204,582,867	0.00%
SM Prime Holdings Inc.	90,400	28,879,231,694	0.00%
PLDT, INC.	865	216,055,775	0.00%
Universal Robina Corporation	9,490	2,204,161,868	0.00%
Manila Electric Company	2,320	1,127,098,705	0.00%
San Miguel Corporation	3,720	2,378,524,978	0.00%
Bloomberry Resorts Corporation	36,100	10,973,470,001	0.00%
GT Capital Holdings Inc.	922	215,284,587	0.00%
Puregold Price Club Inc.	9,900	2,884,232,615	0.00%
LT Group, Inc.	26,300	10,821,388,889	0.00%
Robinsons Retail Holdings, Inc.	5,010	1,576,489,360	0.00%

iii **Total Investment in Liquid or Semi-Liquid Assets to Total Assets**
December 31, 2019

	2019
Total Liquid and Semi-Liquid Assets	60,358,165
TOTAL ASSETS	60,358,165
Total Investment in Liquid or Semi-Liquid Assets to Total Assets	100%

iv. **Total Operating Expenses to Total Net Worth**
December 31, 2019

	2019
Total Operating Expenses	1,411,355
Average Daily Net Worth	56,373,640
Total Operating Expenses to Average Daily Net Worth	2.50%

v. **Total Assets to Total Borrowings**
December 31, 2019

	2019
Total Assets	60,358,165
Total Borrowings	238,666
Total Assets to Total Borrowings	25290%

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

**Additional Requirements for Issuers of Securities to the Public
Required by the Securities and Exchange Commission
As at December 31, 2019**

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C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>N.A.</u>
D. Long-Term Debt	<u>N.A.</u>
E. Indebtedness to Related Parties	<u>3</u>
F. Guarantees of Securities of Other Issuers	<u>N.A.</u>
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SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE A - FINANCIAL ASSETS

As at December 31, 2019

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount shown in the Balance Sheet	Income Received and Accrued
Attributable to shareholders Equity shares:			
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	39,335,805	P 49,744,060	-

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE A - FINANCIAL ASSETS

As at December 31, 2019

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount shown in the Balance Sheet	Income Received and Accrued
Attributable to unit holders			
Treasury Notes Issued by the Nat'l. Government	17,000,000	P 18,785,850	P 973,959
Equity shares:			
Ayala Corporation	2,820	2,215,110	
Aboitiz Equity Ventures Inc	25,820	1,329,730	
Alliance Global Group Inc.	28,000	326,480	
Ayala Land Inc.	79,330	3,609,515	
Aboitiz Power Corporation	13,600	465,120	
BDO Unibank Inc.	19,280	3,046,240	
Bank of the Philippine Islands	21,170	1,860,843	
DMCI Holdings Inc.	34,800	230,028	
First Gen Corporation	10,900	263,235	
Globe Telecom Inc.	285	575,700	
International Container Terminal Services Inc.	10,050	1,292,430	
Jollibee Foods Corporation	4,710	1,017,360	
JG Summit Holdings Inc.	28,730	2,321,384	
Metropolitan Bank & Trust Company	21,560	1,429,428	
Megaworld Corporation	102,500	411,025	
Metro Pacific Investments Corporation	129,000	448,920	
Robinsons Land Corporation	19,800	545,490	
Semirara Mining and Power Corporation	10,300	226,600	
Security Bank Corporation	4,350	848,250	
SM Investments Corporation	5,660	5,903,380	
SM Prime Holdings Inc.	90,400	3,805,840	
PLDT, INC.	865	854,620	
Universal Robina Corporation	9,490	1,376,050	
Manila Electric Company	2,320	735,440	
San Miguel Corporation	3,720	610,080	
Bloomberry Resorts Corporation	36,100	407,930	
GT Capital Holdings Inc.	922	780,934	
Puregold Price Club Inc.	9,900	393,525	
LT Group, Inc.	26,300	315,074	
Robinsons Retail Holdings, Inc.	5,010	400,800	
	757,692	38,046,561	570,914
TOTAL	17,757,692	P 56,832,411	P 1,544,873

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES

As at December 31, 2019

Name of Related Party	Relationship	Balance at beginning of period	Balance at end of period
Attributable to shareholders Sun Life Asset Management Company, Inc. Board of Directors	Fund Manager Directors	P 944,851 -	P 19,759 -
TOTAL		P 944,851	P 19,759

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES

As at December 31, 2019

Name of Related Party	Relationship	Balance at beginning of period	Balance at end of period
Attributable to unit holders Sun Life Asset Management Company, Inc. Board of Directors	Fund Manager Directors	P - -	P 136,073 -
TOTAL		P -	P 136,073

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

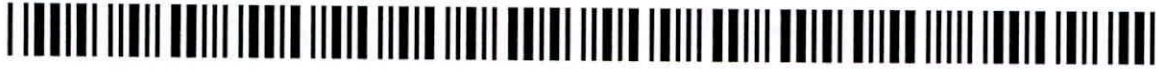
SCHEDULE G - CAPITAL STOCK
As at December 31, 2019

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding	Number of Shares reserved for options, warrants, conversion and other rights	Number of Shares Held By		
				Related Parties	Directors, Officers and Employees	Others
Attributable to shareholders						
Ordinary Shares	200,000,000	50,000,000	-	49,999,995	5	-
Treasury Shares	-	-	-	-	-	-
TOTAL	200,000,000	50,000,000	-	49,999,995	5	-

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
2nd Floor Sun Life Centre, 5th Avenue, Corner Rizal Drive, Bonifacio Global, Taguig City

SCHEDULE G - CAPITAL STOCK
As at December 31, 2019

Title of Issue	Number of units offered	Net of contributions	Number of units reserved for options, warrants, conversion and other rights	Number of Units Held By		
				Related Parties	Directors, Officers and Employees	Others
Attributable to unit holders						
Units	100,000,000,000	59,187,706.02	-	50,000,000	-	9,187,706
TOTAL	100,000,000,000	59,187,706	-	50,000,000	-	9,187,706



107222019005379



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

SEC Registration No. CS201739631
Company Name SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
Industry Classification Investment Company Operation
Company Type Stock Corporation

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 19 July 2019
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201739631
3. BIR Tax Identification No. 009-942-771
4. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 30 June 2019)
---------------------	--

<u>Common (Unclassified)</u>	<u>50,000,000</u>
------------------------------	-------------------

10. Indicate the item numbers reported herein: **Items 4(b), 4 (b) (i), and 9 (b).**

A. During the annual stockholders' meeting of the issuer on 17 July 2019 at 11 a.m. at the Marquis Events Place – Grey Crown Room, Marquis Building, Rizal Drive, Bonifacio Global City, Taguig City, during which 50,000,000 shares or 100% of the outstanding capital stock ("OCS") as of 30 April 2019 were present in person or by proxy, the following events transpired:

Item 4(b). Election of Directors. The issuer met the requirement of 50%+1 share of the OCS present in person or by proxy. Thus, the following have been duly elected as members of the Board of Directors:

- Benedicto C. Sison
- Maria Josefina A. Castillo
- Oscar M. Orbos (independent)
- Aleli Angela G. Qurino (independent)
- Oscar S. Reyes (independent)

The independent directors will submit the required certification within 30 days from date of the annual stockholders' meeting.

Item 9(b). Other Events. The stockholders present or represented unanimously approved the following:

1. The minutes of the 2018 annual stockholders' meeting;
2. All acts and proceedings of the Board and Corporate Officers (confirmation and ratification thereof); and
3. Appointment of Navarro, Amper & Co. (Deloitte Touche Tohmatsu) as external auditor for 2019.

B. During the continuation of the joint regular meeting of the Board of Directors immediately after the annual stockholders' meeting, the following events transpired:

Item 4(b)(i). The following were unanimously elected/appointed by the Board:

Chairman:	Benedicto C. Sison
President:	Maria Josefina A. Castillo
Treasurer:	Candy S. Esteban
Corporate Secretary:	Jemilyn S. Camania
Asst. Corp. Secretary:	Anna Katrina C. Kabigting-Ibero
Compliance Officer:	Ajee T. Co
Data Protection Officer:	Ajee T. Co
Risk Officer:	Ria V. Mercado
Internal Auditor:	Joel O. Bungabong
Nomination Committee:	Aleli Angela G. Quirino (Chairman), Benedicto C. Sison and Maria Josefina A. Castillo; and
Audit and Compliance Committee:	Oscar M. Orbos (Chairman), Aleli Angela G. Quirino and Benedicto C. Sison
Representatives to the Philippine Investment Funds Association, Inc. :	
Primary:	President/Maria Josefina A. Castillo
Alternate:	Any one (1) of the following :Treasurer; President (Sun Life Asset Management Company, Inc.); General Counsel (Sun Life Financial Philippines); Treasurer/Chief Financial Officer (SLAMC); Head (Bank and Alternative Distribution, SLAMC); Head (MF Agency Sales, SLAMC); Head (MF Institutional Sales, SLAMC); Head (Strategic Development, SLAMC) or such other person as may be designated by the President in the exercise of her sound discretion.

Item 9 (b). Other Events. The Board has unanimously confirmed the continuation of the Management Agreement and Distribution Agreement with Sun Life Asset Management Company, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.

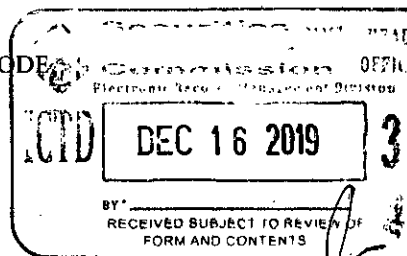
Issuer



Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary
Signature and Title

Date: 19 July 2019

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 17-C
 CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
 AND SRC RULE 17.2(c) THEREUNDER



1. 13 December 2019
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201739631
3. BIR Tax Identification No. 009-942-771
4. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 30 November 2019)
<u>Common (Unclassified)</u>	<u>50,000,000</u>

10. Indicate the item numbers reported herein: **Item 4 (d), Item 9 (b). Other Events.**

During the regular meeting of the Board of Directors of the Issuer held on 10 December 2019 at 10:30 a.m. at the Board Room, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, where a quorum was present and acting throughout, the following items were unanimously approved:

Item 4 (d). Reorganization of the Audit and Compliance Committee: Pursuant to SEC Memorandum Circular No. 21-2019 on 24 September 2019, which requires the mutual fund companies to make changes to the mandate of their Audit & Compliance Committees, including their composition, in order to perform the responsibilities of an Independent Oversight Committee ("IOC"), the following reorganization shall be implemented:

Chairman: Aleli Angela G. Quirino (independent)
 Members: Oscar M. Orbos (independent) and Oscar S. Reyes (independent)

To comply with the requirements of the aforesaid Memorandum Circular, attached as Annex "A" is the approved amended Audit & Compliance Committee Charter, which will be included in the Manual on Corporate Governance.

Item 9 (b). Other Events: SEC Memorandum Circular No. 15- 2019: Verification of Beneficial Owners: In compliance with the foregoing Memorandum Circular, the guidelines for verifying the beneficial ownership (herein attached as Annex "B"), to serve as proof of Board oversight shall be implemented.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
Issuer

Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary
Signature and Title

Date: 13 December 2019

Annex "A"

Sun Life Prosperity Funds

Audit and Compliance Committee Charter

1. Audit and Compliance Committee

1.1 The Audit and Compliance Committee shall be composed of at least three (3) members of the Board, all of whom shall be independent Directors. Each member shall have at least an adequate understanding of, or competence in, most of the Corporation's financial management systems and environment and shall preferably have an accounting and finance background.

1.2 Duties and Responsibilities

- a. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;
- b. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks of the corporation. This function shall include regular receipt from Management of information on risk exposures and risk management activities;
- c. Perform oversight functions over the Corporation's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
- d. Review the annual internal audit plan to ensure its conformity with the objectives of the Corporation. The plan shall include the audit scope, resources and budget necessary to implement it;
- e. Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- f. Organize an internal audit department, and consider the appointment of an independent Internal Auditor and the terms and conditions of its engagement and removal;

- g. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, including financial reporting control and information technology security;
- h. Review the reports submitted by the internal and external auditors.
- i. Review the quarterly and half-year, if any, and annual financial statements before their submission to the Board, with particular focus on the following matters:
 - o Any change in accounting policies and practices
 - o Major judgmental areas
 - o Significant adjustments resulting from the audit
 - o Going concern assumptions
 - o Compliance with accounting standards
 - o Compliance with tax, legal and regulatory requirements.
- j. Coordinate, monitor and facilitate compliance with laws, rules and regulations;
- k. Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation's annual report;
- l. Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Audit and Compliance Committee. The Audit and Compliance Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.
- m. Acting as an Independent Oversight Committee:
 - o Hear reports from the i) Chief Investment Officer and ii) President of Sun Life Asset Management Company, Inc. ("SLAMCI" or the "Fund Manager") regarding the performance of the Sun Life Prosperity Funds;
 - o Exercise care and diligence when monitoring the transactions and functions of the Fund Manager;
 - o Oversee the transactions and functions of the Fund Manager to ensure compliance with disclosures made in the Registration Statement ("RS"), prospectus, the Investment Company Act, Securities Regulation Codes, and their implementing rules and regulations ("IRR"). For cross-border offerings or transactions, in addition to the abovementioned, oversee the

transactions of the Fund Manager in order to ensure that it also complies with the standards/requirements of bilateral or multilateral agreements allowing cross-border offering/transaction that the Philippines is party to;

- Oversee the subscription and redemption of shares or units facilitated by the Fund Manager and approve the request of the Fund Manager in the case of suspension of redemption of shares or units whenever necessary for the protection of the investors subject to the rules on Suspension of Redemption provided under Rule 10.4 of ICA-IRR;
- Oversee the activities of the Fund Manager in order to ensure that it complies with the rules on investment restrictions/limitations, liquidity requirements and other regulations involving the operationalization of the investment objectives, investment policy, or strategy of the Sun Life Prosperity Funds;
- Oversee the transactions of the Fund Manager to ensure that delegation will not result in unnecessary fees to be paid by the Sun Life Prosperity Funds and ensure that it will not delegate its function to the extent that it becomes a letter box such as when it no longer has the power to take decisions in the implementation of the investment policy and strategies nor retain the suitable processes to monitor, control the activities and evaluate the performance of the delegate;
- If, in the reasonable opinion of the Committee, the Fund Manager has not complied with any of the laws, rules, or regulations applicable to the Sun Life Prosperity Funds and/or it failed to report to the Commission the said non-compliance, notify the Securities and Exchange Commission ("SEC") of its opinion, including particulars of the non-compliance, not later than 5 business days after forming the opinion or upon knowledge of the non-compliance. The notification shall be done by filing an SEC Form 17-C. It shall also notify, without delay, the members of the respective Boards of Directors of the relevant Sun Life Prosperity Funds so that the relevant Board can apprise the Fund Manager of the said non-compliance and address any resulting breach;
- Report to the SEC, any act of the Fund Manager that in its opinion may be detrimental to the interests of the shareholders or unitholders even if the said act is not in violation of any law, rule or regulation, not later than 5 business days from knowledge thereof; and
- If necessary, recommend to the Board of Directors of the relevant Sun Life Prosperity Fund that the Fund Manager be removed due to its inability to fulfill its functions.

Annex "B"

Procedures for Verifying Beneficial Ownership

Introduction. The Securities and Exchange Commission (SEC) issued Memorandum Circular No. 15, series of 2019, to amend the General Information Sheet (GIS) to include Beneficial Ownership Information. The Directors and Officers of the reporting corporation are required to exercise due diligence in the disclosure of Company's beneficial owner(s). Due diligence is deemed complied with if reasonable measures are undertaken to obtain and hold updated information on the beneficial owner(s) of the reporting corporation and timely disclosed in the GIS.

Process for verifying and disclosing beneficial ownership. The Corporate Secretary, under the supervision of the Board of Directors and Senior Management, shall be in charge of obtaining, updating, and recording of the beneficial ownership information and its disclosure in the GIS.

Determination of Beneficial Ownership. The Corporate Secretary shall determine whether the shareowners fall under any of the following categories of Beneficial Owners, as defined in SEC Memorandum Circular No. 15, s. 2019:

"Beneficial Owner" refers to any natural person(s) who ultimately own(s) or control(s) or exercise(s) ultimate effective control over the corporation. This definition covers the natural person(s) who actually own or control the corporation as distinguished from the legal owners as defined herein. Such beneficial ownership may be determined on the basis of the following:

Category	Description
A	Natural person(s) owning, directly or indirectly or through a chain of ownership, at least 25% of the voting rights, voting shares or capital of the reporting corporation. This is without prejudice to ownership thresholds that may be imposed by other regulators.
B	Natural person(s) who exercise control over the reporting corporation, alone or together with others, through any contract, understanding, relationship, intermediary or tiered entity.
C	Natural person(s) having the ability to elect a majority of the board of directors or any similar body, of the corporation.
D	Natural person(s) having the ability to exert a dominant influence over the management or policies of the corporation.
E	Natural person(s) whose directions, instructions, or wishes in conducting the affairs of the corporation are carried out by majority of the members of the Board of Directors of such corporation who are accustomed or under an obligation to act in accordance with such person's directions, instructions or wishes.

F	Natural person(s) acting as stewards of the properties of corporations, where such properties are under the care or administration of said natural person(s).
G	Natural person(s) who actually own or control the reporting corporation through nominee shareholders or nominee directors acting for or on behalf of such natural persons.
H	Natural person(s) ultimately owning or controlling or exercising ultimate effective control over the corporation through other means not falling under any of the foregoing categories.
I	Natural person(s) exercising control through positions held within a corporation (i.e., responsible for strategic decisions that fundamentally affect the business practices or general direction of the corporation such as the members of the Board of Directors or similar body within the corporation; or exercising executive control over the daily or regular affairs of the corporation through a senior management position). This category is only applicable in exceptional cases where no natural person is identifiable who ultimately owns or exerts control over the corporation, the reporting corporation having exhausted all reasonable means of identification and provided there are no grounds for suspicion.
Sec. 6	If there is no natural person who is a beneficial owner, then the Board and CEO of the corporation that ultimately owns the local corporation should be disclosed. The reporting corporation must show that it has exhausted all other means of identifying the beneficial owner, subject to verification and monitoring by the SEC.

“Direct Ownership” refers to the ownership of shares in the reporting corporation and not through ownership of shares in a corporate shareholder nor any intermediate layers of corporate shareholders.

“Dominant Influence” refers to a situation where the instructions or directions given by any natural person, who may or may not be a stockholder of the reporting corporation, on the management or policies of the corporation, are always or almost always followed or carried out.

“Indirect Ownership” refers to the type of ownership through one’s percentage of ownership in a corporate shareholder of a corporation or through layers of corporate shareholders.

“Legal Owner” means the natural or juridical person who, in accordance with the pertinent provisions of Philippine law, owns or has the controlling ownership interest over the corporation or has the ability of taking relevant decisions within the corporation and impose those resolutions.

“Senior Managing Official” refers to the natural person who exercises executive control over the daily or regular affairs of the corporation through a senior management position, such as a Chief Executive Officer (CEO), Chief Financial Officer (CFO), managing or executive director, or President.

“Ultimate Effective Control” refers to any situation in which ownership/control is exercised through actual or a chain of ownership or by means other than direct control. This may be achieved through, but not limited to, any of the following situations:

- a) Direct or indirect ownership of at least 25% of the voting shares or capital of a corporation or otherwise has or share voting power, which includes the power to vote, or to direct the voting of, such security; and/or investment returns of power, which includes the power to dispose of, or to direct, the disposition of such security;
- b) The ability to elect a majority of the Board of Directors, or any similar body, of a legal person or arrangement; or
- c) Any situation in which:
 - (i) A person has the ability in fact to exert a dominant influence over the management or policies of a legal person or arrangement; or
 - (ii) A majority of the members of the Board of Directors of such legal person or arrangement, or any equivalent body, are accustomed or under an obligation, whether formal or informal, to act in accordance with a given person’s directions, instructions, or wishes in conducting the affairs of the legal person or arrangement.

Disclosure of Beneficial Ownership Information. The Corporate Secretary shall provide timely access to adequate, accurate, and current information on the beneficial ownership and control to competent authorities, and shall take reasonable measures to obtain and hold up-to-date information on beneficial owners and disclose the same in a timely manner in the GIS. The following information on the beneficial owner shall be provided:

- a) Complete name which shall include the surname, given name, middle name and name extension (i.e., Jr., Sr., III);
- b) Specific residential address;
- c) Date of Birth;
- d) Nationality;
- e) Tax identification number; and
- f) Percentage of ownership, if applicable.

The SEC shall be timely apprised of relevant changes in the submitted beneficial ownership information as they arise. An updated GIS shall be submitted to the SEC within 7 working days after such change occurred or became effective.

Obligation of the Directors and Officers. The Directors and Officers of the reporting corporation are required to exercise due diligence in the disclosure of the Company’s beneficial owner. Due diligence is deemed complied with if reasonable measures are undertaken to obtain and hold updated information on the beneficial owner(s) of the reporting corporation and timely disclosed in the GIS. Oversight of the Board and Senior Management in ensuring the procedures are observed is also part of the due diligence measures.

COVER SHEET

C S 2 0 1 7 3 9 6 3 1

SEC Identification Number

S U N L I F E P R O S P E R I T Y A C H I E V E R

F U N D 2 0 2 8 , I N C.

(Company's Full Name)

S U N L I F E C E N T R E 5TH A V E .

C O R . R I Z A L D R I V E , B O N I F A C I O

G L O B A L C I T Y , T A G U I G C I T Y

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

Anna Katrina C. Kabigting - Ibero
(Contact Person)

555-8888
(Company Telephone Number)

SEC 17-C

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

(Form Type)

4th Wed. of June
Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
 SEC FORM 17-C
 CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
 AND SRC RULE 17.2(c) THEREUNDER



1. 23 April 2019
 Date of Report (Date of earliest event reported)

2. SEC Identification Number CS201739631

3. BIR Tax Identification No. 009 942 771

4. Sun Life Prosperity Achiever Fund 2028, Inc.
 Exact name of issuer as specified in its charter

5. Metro Manila, Philippines
 Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
 Industry Classification Code:

7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
 Address of principal office Postal Code

8. (632) 555-8888
 Issuer's telephone number, including area code

9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 31 March 2019)
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<u>Common (Unclassified)</u>	<u>50,000,000</u>
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10. Indicate the item numbers reported herein: **Item 9(b). Other events.**

During the special meeting of the Board of Directors of the Issuer held on 22 April 2019 at the Board Room, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, where a quorum was present and acting throughout, the item below was unanimously approved:


1. Nomination of Ms. Valerie N. Pama as 6th Director, subject to the approval of the Securities and Exchange Commission of the Company's amended Articles of Incorporation.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
 Issuer

Date: 23 April 2019


Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary
 Signature and Title

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER



1. 14 March 2019
Date of Report (Date of earliest event reported)

2. SEC Identification Number CS201739631

3. BIR Tax Identification No. 009-942-771

4. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter

5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
Industry Classification Code:

7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code

8. (632) 555-8888
Issuer's telephone number, including area code

9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 28 February 2019)
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<u>Common (Unclassified)</u>	<u>52,120,635</u>
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10. Indicate the item numbers reported herein: **Item 9(b). Other events.**

During the regular meeting of the Board of Directors of the Issuer held on 12 March 2019 at the Board Room, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, where a quorum was present and acting throughout, the following matters were unanimously approved:

1. The 2018 Audited Financial Statements, as endorsed by its Audit and Compliance Committee
2. The Manual on Corporate Governance and the charters of the Board Committees without any changes. (attached copy of MOCG)
3. The closing of the Issuer's Stock & Transfer Book on 30 April 2019 for the purpose of determining the stockholders entitled to notice of and to attend the annual stockholders' meetings set on 17 July 2019.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
Issuer

Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary
Signature and Title

Date: 14 March 2019

MANUAL ON CORPORATE GOVERNANCE

THE SUN LIFE PROSPERITY FUNDS

The Boards of Directors and Management, *i.e.*, officers, of the Sun Life Prosperity Funds, namely, the Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., 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. (individually referred to as the "Corporation"), hereby commit themselves to the principles and best practices contained in this Manual on Corporate Governance ("Manual"), and acknowledge that the same may guide the attainment of their corporate goals.

I. OBJECTIVE

This Manual shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors (the "Board") and Management, employees, and shareholders believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

For purposes of this Manual, "**Management**" is the body given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the corporation.

II. COMPLIANCE SYSTEM

A. Board of Directors

The Board shall be composed of at least five (5), but not more than fifteen (15), members who are elected by the shareholders.

Compliance with the principles of good corporate governance shall start with the Board.

It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with

its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders.

The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

The Board should formulate the corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.

1. Composition of the Board

The membership of the Board may be a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision-making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

The Board shall have at least two (2) independent Directors or such independent Directors as shall constitute at least twenty percent (20%) of the members of such Board, whichever is lesser.

2. Independent Director

An **"Independent Director"** is a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having any relationship with the corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. This means that apart from the Directors' fees and shareholdings, he should be independent of management and free from any business or other relationship which could materially interfere with the exercise of his independent judgment.

Independent directors should always attend Board meetings. Unless otherwise provided in the by-laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings.

3. Executive/Non-Executive Director

An **"Executive Director"** is a director who is also the head of a department or unit of the Corporation or performs any work related to its operation; while a **"Non-executive Director"** is a director who is not the head of a

department or unit of the Corporation nor performs any work related to its operation.

4. Remuneration

The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

5. Specific Duties and Functions

To ensure a high standard of best practice for the Corporation and its stakeholders, the Board shall:

- 5.1. Implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies; appoint competent, professional, honest and highly-motivated management officers; and adopt an effective succession planning program for Management.
- 5.2. Provide sound strategic policies and guidelines to the Corporation on major capital expenditures; establish programs that can sustain its long-term viability and strength; and periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance.
- 5.3. Ensure the Corporation's faithful compliance with all applicable laws, regulations and best business practices.
- 5.4. Establish and maintain an investor relations program that will keep the shareholders informed of important developments in the corporation. If feasible, the Corporation's Chief Executive Officer or Chief Financial Officer shall exercise oversight responsibility over this program.
- 5.5. Identify the stakeholders and sectors in the community in which the Corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them.
- 5.6. Adopt a system of check and balance within the Board. A regular review of the effectiveness of such system should be conducted to

ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the Corporation's internal control system in order to maintain its adequacy and effectiveness.

- 5.7. Identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability.
- 5.8. Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board.
- 5.9. Constitute an Audit and Compliance Committee and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities.
- 5.10. Establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its shareholders, and the Corporation and third parties, including the regulatory authorities.
- 5.11. Meet at such times or frequency as may be needed. The minutes of such meetings should be duly recorded. Independent views during Board meetings should be encouraged and given due consideration.
- 5.12. Keep the activities and decisions of the Board within its authority under the Articles of Incorporation and By-laws, and in accordance with existing laws, rules and regulations.
- 5.13. Appoint a Compliance Officer who shall have the rank of at least vice president or its equivalent. In the absence of such appointment, the Corporate Secretary, preferably a lawyer, shall act as Compliance Officer.

6. Duties and Responsibilities of a Director

A Director's office is one of trust and confidence. A Director shall act in a manner characterized by transparency, accountability and fairness.

A Director shall have the following duties and responsibilities:

- Conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions;
- Devote time and attention necessary to properly discharge his duties and responsibilities;
- Act judiciously;
- Exercise independent judgment;
- Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Securities and Exchange Commission (the "Commission"), and where applicable, the requirements of other regulatory agencies;
- Observe confidentiality;
- Ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment;
- Accomplish the Board Effectiveness Questionnaire annually or as often as the Compliance Officer or the proper regulatory authority would require; and
- Attend a seminar on corporate governance conducted by a duly recognized private or government institute before assuming the duties of a Director or as soon as practicable thereafter.

7. The Chairman of the Board

The roles of Chairman of the Board and Chief Executive Officer should, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions should be made between the Chairman and Chief Executive Officer upon their election.

If the positions of Chairman and Chief Executive Officer are unified, the proper checks and balances should be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The Chairman shall be a Director who shall have the following duties in addition to the above:

- Act as Chairman of meetings of the Board;
- Schedule meetings to enable the Board to perform its duties responsibly without interfering with the flow of the Corporation's operations;
- Exercise control over quality, quantity and timeliness of the flow of information between Management and the Board;
- Assist in ensuring compliance with the Manual; and
- Such other duties as may be assigned to him by law and pertinent regulations from the proper authorities.

B. Board Committees

To aid in complying with the principles of good corporate governance, the Board shall constitute the following committees:

1. Audit and Compliance Committee

1.1 The Audit and Compliance Committee shall be composed of at least three (3) members of the Board, one (1) of whom shall be an independent Director. Each member shall have at least an adequate understanding of, or competence in, most of the Corporation's financial management systems and environment and shall preferably have an accounting and finance background.

1.2 Duties and Responsibilities

- a. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;
- b. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks of the corporation. This function shall include regular receipt from Management of information on risk exposures and risk management activities;
- c. Perform oversight functions over the Corporation's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties

and personnel to enable them to perform their respective audit functions;

- d. Review the annual internal audit plan to ensure its conformity with the objectives of the Corporation. The plan shall include the audit scope, resources and budget necessary to implement it;
- e. Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- f. Organize an internal audit department, and consider the appointment of an independent Internal Auditor and the terms and conditions of its engagement and removal;
- g. Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, including financial reporting control and information technology security;
- h. Review the reports submitted by the internal and external auditors.
- i. Review the quarterly and half-year, if any, and annual financial statements before their submission to the Board, with particular focus on the following matters:
 - Any change in accounting policies and practices
 - Major judgmental areas
 - Significant adjustments resulting from the audit
 - Going concern assumptions
 - Compliance with accounting standards
 - Compliance with tax, legal and regulatory requirements.
- j. Coordinate, monitor and facilitate compliance with laws, rules and regulations;
- k. Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation's annual report;

1. Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Audit and Compliance Committee. The Audit and Compliance Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.

2. Nomination Committee

Each Board shall create a Nomination Committee which shall have at least three (3) members of the Board, one (1) of whom must be an independent Director.

- 2.1 The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the following qualifications and disqualifications:

Qualifications:

- a. Holder of at least one (1) share of stock of the Corporation;
- b. Filipino;
- c. At least twenty-five (25) years of age at the time of his election;
- d. At least a college graduate or have at least five (5) years experience in business or have undergone training in equity fund management or similar/related business;
- e. Proven to possess integrity and probity; and
- f. Assiduous.

Grounds for Permanent Disqualification:

- g. Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust

company, investment house or as an affiliated person of any of them;

- h. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.
- i. The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas ("BSP"), or under any rule or regulation issued by the Commission or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;
- j. Any person by final judgment or order by a court of competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
- k. Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the Commission or BSP, or any rule, regulation, or order of the Commission or BSP;
- l. Any person earlier elected as independent director who becomes an officer, employee or consultant of the Corporation;

- m. Any person judicially declared to be insolvent;
- n. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs;
- o. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment; and
- p. Any person possessing any of the disqualifications for serving as Director as may be provided by the Securities Regulation Code, Corporation Code, Investment Company Act or any other applicable law, including their amendments and implementing rules and regulations, and such regulations as may be issued by the Securities and Exchange Commission.

Grounds for Temporary Disqualification

- q. Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its implementing rules and regulations. This disqualification shall be in effect for as long as his refusal persists;
- r. Dismissal/termination from directorship in another corporation covered by the Commission's Code of Corporate Governance (SEC Memorandum Circular No. 6, Series of 2009, hereinafter referred to as the "Code") for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
- s. Being under preventive suspension by the Corporation;
- t. If the independent Director becomes an officer or employee of the Corporation, he shall be automatically disqualified from being an independent Director;
- u. While conviction by final judgment is required for disqualification, conviction that has not yet become final is a ground for temporary disqualification, which shall be lifted upon his acquittal or become permanent upon his final conviction.

- 2.2 Nomination of Directors shall be conducted by the Nomination Committee prior to a stockholders' meeting.
- 2.3 All nomination for Directors and Independent Directors to be elected by the shareholders shall be submitted in writing to the Corporate Secretary of the Corporation at its principal office not earlier than ninety (90) business days nor later than eighty (80) business days prior to the date of the regular or special meeting of shareholders for the election of directors. Nominations that are not submitted within such nomination period shall not be valid. Only a shareholder of record entitled to notice of and to vote at the regular or special meeting of the shareholders for the election of directors shall be qualified to be nominated and elected a director of the Corporation.
- 2.4 All nominations shall be signed by the nominating shareholders together with the acceptance and conformity by the would-be nominees.
- 2.5 The nominations shall thereafter be submitted to the Nomination Committee, which shall convene to determine the qualification of the nominees for Directors and Independent Directors. After convening, the Nomination Committee shall prepare a Final List of Candidates which shall contain all the required information about all the nominees for Directors, which list shall be made available to the Commission and to all shareholders as required by pertinent laws, rules and regulations or in such other reports the Corporation is required to submit to the Securities and Exchange Commission.
- 2.6 Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Director. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting, except in those circumstances allowed by law, rules and regulations.
- 2.7 In consultation with the Executive or Management Committee/s, the Nomination Committee shall redefine the role, duties and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.
- 2.8 The Nomination Committee shall consider the following guidelines in the determination of the number of directorships a member of the Board may hold:

- The nature of the business of the other corporation/s in which he is a director;
- Age of the Director;
- Active memberships and positions held in other corporations or organizations; and
- Possible conflicts of interest.

The optimum number shall be related to the capacity of a Director to perform his duties diligently in general.

- 2.9 The Chief Executive Officer and other executive Directors shall submit themselves to a low indicative limit on membership in other corporate boards. The same low limit shall apply to independent, non-executive Directors who serve as full-time executives in other corporations. In any case, the capacity of Directors to serve with diligence shall not be compromised.

C. Compliance Officer

1. To ensure adherence to corporate principles and best practices, the the Board shall appoint a Compliance Officer. The Compliance Officer shall have direct reporting responsibilities to the Audit and Compliance Committee. He shall have direct access to the Board.
2. The Compliance Officer shall perform the following duties:
 - Monitor compliance with the provisions and requirements of this Manual;
 - Appear before the Commission upon summons on matters relative to this Manual that need to be clarified by the same;
 - Determine violation/s of the Manual and recommend the penalty for violation thereof for further review and approval of the Board;
 - Issue a certification every January 30th of the year or on such date as may be determined by the proper regulatory authority on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s for the latter's deviation from the same;

- Identify and monitor compliance with the rules and regulations of regulatory agencies, and take appropriate corrective measures to address all regulatory issues and concerns ; and
 - Release the Board Effectiveness Questionnaire at least annually.
3. The appointment of the Compliance Officer shall be immediately disclosed to the Commission on SEC Form 17-C. All correspondence relative to his functions as such shall be addressed to said officer.

D. Corporate Secretary

1. The Corporate Secretary is an officer of the Corporation. His loyalty to the mission, vision and specific business objectives of the Corporation come with his duties.
2. The Corporate Secretary shall be a Filipino citizen and a resident of the Philippines.
3. Work fairly and objectively with the Board, Management, shareholders, and other stakeholders.
4. Have a working knowledge of the operations of the corporation.
5. Considering his varied functions and duties, he must possess administrative and interpersonal skills, and if he is not the general counsel, then he must have some legal skills. He must also have some financial and accounting skills.
6. Duties and Responsibilities
 - Ensure that all Board procedures, rules and regulations are strictly followed by the members;
 - Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation;
 - Inform the members of the Board, in accordance with the by-laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
 - Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations;

- Attend all Board meetings and maintain records of the same;
- Issue certification every January 30th of the year on the attendance of directors in meetings of the board of directors, counter signed by the Chairman of the Board (SEC Memorandum Circular No. 3, Series of 2007); and
- If he is also the Compliance Officer, perform all the duties and responsibilities of the said officer as provided for in the Code.

E. External Auditor

1. An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the shareholders upon recommendation of the Audit and Compliance Committee.
2. If the external auditor resigns, is dismissed or ceases to perform his services, the reason/s for and the date of effectivity of such action shall be reported in the Corporation's annual and current reports. The report shall include a discussion of any disagreement between him and the Corporation on accounting principles or practices, financial disclosures or audit procedures which the former auditor and the Corporation failed to resolve satisfactorily. A preliminary copy of the said report shall be given by the Corporation to the external auditor before its submission.
3. If the external auditor believes that any statement made in an annual report, information statement or any report filed with the Commission or any regulatory body during the period of his engagement is incorrect or incomplete, he shall give his comments or views on the matter in the said reports.

F. Internal Auditor

1. The Corporation shall have in place an effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation for the benefit of all stockholders and stakeholders and an independent Internal Auditor or group of internal auditors through which the Board, senior management, and shareholders shall be provided with reasonable assurance that the Corporation's key organizational and procedural controls are effective, appropriate, and complied with.
2. The Internal Auditor shall report to the Audit and Compliance Committee.

3. The minimum internal control mechanisms for management's operational responsibility shall center on the Chief Executive Officer, being ultimately accountable for the Corporation's organizational and procedural controls.
4. The scope and particulars of the Corporation's system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of the business and the business culture; the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.

G. Risk Officer

1. The Risk Officer shall be responsible for overseeing the management of risks resulting from business activities. He shall report to the Audit & Compliance Committee.
2. Duties and Responsibilities:
 - Monitor to ensure that all identified gaps in management's risk management processes are resolved on a timely basis.
 - Provide leadership to facilitate management's understanding of the Sun Life Financial risk management framework, policies and processes.
 - Ensure 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. Ensure that the local risk management organization complies with the criteria set by the Office of the Superintendent of Financial Institutions for risk management and provide annual sign-off to this effect.
 - Organize and participate in the risk workshops of the annual risk identification process:
 - a. Ensure appropriate participants, including senior management.
 - b. Ensure that business units identify plausible risk scenarios.
 - c. Ensure that risk-based measurement and reporting metrics, including risk limits and exception reporting, are established.
 - d. Assign risk category to the final risk lists.

- e. Provide expertise in the development of action plans to address the risks identified.
- f. Prepare the annual Risk Report.
- g. Review and update the Risk Report quarterly.
- h. Identify and escalate as appropriate any missed target dates for key risk action plans.
- i. Work together with the Chief Financial Officer to quantify the risk exposure.
- Understand who is accountable for each Risk Management Policy and ensure that the appropriate person is aware of it.
- Provide documented quarterly status updates on Key Risks to the Audit and Compliance Committee.
- Provide input to the annual risk management testing and spend an appropriate percentage of time conducting testing of compliance to Risk Management Policies in the business group.
- Ensure that the Policy and Operating Guidelines are deposited on a database that is accessible by all relevant employees in performing their roles.
- Coordinate the sign off requirements.

III. ADEQUATE AND TIMELY INFORMATION

- A. To enable the members of the Board to properly fulfill their duties and responsibilities, Management should provide them with complete, adequate and timely information about the matters to be taken in their meetings.
- B. Reliance on information volunteered by Management would not be sufficient in all circumstances and further inquiries may have to be made by a member of the Board to enable him to properly perform his duties and responsibilities. Hence, the members should be given independent access to Management and the Corporate Secretary.
- C. The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

- D. The members, either individually or as a Board, and in furtherance of their duties and responsibilities, should have access to independent professional advice at the corporation's expense.

IV. ACCOUNTABILITY AND AUDIT

- A. The Board is primarily accountable to the shareholders. It should provide them with a balanced and comprehensive assessment of the Corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.
- B. It is essential that Management provide all members of the Board with accurate and timely information that would enable the Board to comply with its responsibilities to the stockholders.
- C. Management should formulate, under the supervision of the Audit and Compliance Committee, the rules and procedures on financial reporting and internal control in accordance with the following guidelines:
 - 1. The extent of its responsibility in the preparation of the financial statements of the Corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained;
 - 2. An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation for benefit of all stockholders and stakeholders should be maintained;
 - 3. On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations;
 - 4. The Corporation should consistently comply with the financial reporting requirements of the Commission;
 - 5. The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the corporation, should be changed with the same frequency. The Internal Auditor should submit to the Audit and Compliance Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit and Compliance Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or

requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.

- D. The Board, after consultations with the Audit and Compliance Committee, shall recommend to the shareholders an external auditor duly accredited by the Commission who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders. The external auditor shall not, at the same time, provide internal audit services to the Corporation. Non-audit work may be given to the external auditor, provided it does not conflict with his duties as an independent auditor, or does not pose a threat to his independence.

V. TRAINING PROCESS

If necessary, funds shall be allocated by the Chief Financial Officer for the purpose of conducting an orientation program or workshop to put this Manual into operation.

VI. REPORTORIAL OR DISCLOSURE SYSTEM OF CORPORATE GOVERNANCE POLICIES

- A. The reports or disclosures required under this Manual shall be prepared and submitted to the Commission by the responsible Committee or officer through the Corporation's Compliance Officer.
- B. All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders shall be publicly and timely disclosed. Such information shall include earning results, acquisition or disposal of assets, board changes, related party transactions, shareholdings of Directors, and changes in share ownership.
- C. Other information that shall always be disclosed include remuneration (including stock options) of all Directors and senior management, corporate strategy, and off balance sheet transactions.
- D. All disclosed information shall be released via the approved procedure for Corporation announcements as well as through the annual reports.
- E. The Board shall commit at all times to fully disclose material dealings. It shall cause the filing of all required information in the interest of the stakeholders.

VII. SHAREHOLDERS' BENEFIT

The Corporation recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore the following provisions are issued for the guidance of all internal and external parties concerned, as a governance covenant between the Corporation and all its investors.

A. Investors' Rights and Protection/Minority Interests

The Board shall be committed to respect the following rights of the shareholders:

1. Voting Right

- 1.1 Shareholders shall have the right to elect, remove and replace Directors and vote on certain corporate acts in accordance with the Corporation Code and the Corporation's by-laws.
- 1.2 Cumulative voting shall be used in the election of Directors.
- 1.3 A Director shall not be removed without cause if it will deny minority shareholders representation in the Board.

2. Power of Inspection

All shareholders shall be allowed to inspect corporate books and records, including minutes of Board meetings and stock registries, in accordance with the Corporation Code, and shall be furnished with annual reports, including financial statements, without cost or restrictions.

3. Right to Information

- 3.1. The shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the Directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among Directors and key officers, and the aggregate compensation of Directors and officers.
- 3.2. Although all shareholders should be treated equally or without discrimination, the Board should give minority shareholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation.
- 3.3. The minority shareholders shall have access to any and all information relating to matters which Management is mandated to

provide information on. If such matters are not included in the agenda of the shareholders' meeting, then the minority shareholders shall be allowed to propose to include such matters in the agenda, the same being within the definition of legitimate purposes.

4. Right to Dividends

- 4.1. Shareholders shall have the right to receive dividends subject to the discretion of the Board. As indicated in the prospectus, dividends so declared shall automatically be reinvested on behalf of the shareholder.
- 4.2. The Corporation shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except:
 - a. when justified by definite corporate expansion projects or programs approved by the Board;
 - b. when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or
 - c. when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.

5. Appraisal Right

The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code, under any of the following circumstances:

- In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any shareholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; or
- In case of merger or consolidation.



109262019002099



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

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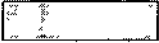
Company Information

SEC Registration No. CS201739631
Company Name SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
Industry Classification Investment Company Operation
Company Type Stock Corporation

Document Information

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Department CFD
Remarks

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 25 September 2019
Date of Report (Date of earliest event reported)
2. SEC Identification Number CS201739631
3. BIR Tax Identification No. 009-942-771
4. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)
Industry Classification Code:
7. Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, 1634
Address of principal office Postal Code
8. (632) 555-8888
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding (as of 31 August 2019)
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<u>Common (Unclassified)</u>	<u>50,000,000</u>
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10. Indicate the item numbers reported herein: **Item 9 (b). Other Events.**

Item 9(b). Other Events. Migration to New Numbers: In compliance with the National Telecommunications Commission's mandate to increase the number of usable landline telephone numbers, Sun Life Financial - Philippines will be migrating from the old 7-digit number format to the new 8-digit number format for all those using the (02) area code. The migration will take place on October 6, 2019 (Sunday) from 12 MN to 6 AM. For your reference, please see the updated Sun Life numbers below:

Sun Life Trunkline: 8-555-8888
Sun Life Client Care: 8-849-9888

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
Issuer



Date: 25 September 2019

Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary
Signature and Title

Certification

I, Candy S. Esteban is a duly authorized representative of Sun Life Prosperity Achiever Fund 2028, Inc. with SEC registration number CS201739631 with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, do hereby certify and state that:

- 1) The Sun Life Prosperity Achiever Fund 2028, Inc. will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on 30 March 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-LC_14April2020 is **true and correct** to the best of my knowledge.
- 3) On behalf of Sun Life Prosperity Achiever Fund 2028, Inc., I hereby **undertake** to a) submit hard or physical copies of Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-LC_14April2020 with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on 14 April 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CANDY S. ESTEBAN

Treasurer
Driver's License N02-95-277891

COVER SHEET

CS201739631

S.E.C. Registration Number

S	U	N		L	I	F	E		P	R	O	S	P	E	R	I	T	Y		A	C	H	I	E	V	E	R		
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(Business Address : No. Street City / Town / Province)

Merobhe T. Esmele

Contact Person

8555-8888

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

SEC FORM 17-LC

FORM TYPE

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Month

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Day

Annual Meeting

Mutual Fund Company

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-LC
(COVID 19)
NOTIFICATION OF INABILITY TO FILE
SEC FORM 17-A OR 17-Q

Check One:

SEC Form 17-A SEC Form 17-Q

Period/Ended Date of required filing 17-A December 31, 2019 and 17-Q March 31, 2020

Date of this report April 14, 2020

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

1. SEC Identification Number CS201739631 2. BIR Tax Identification No. 009-942-771-00000

3. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter

4. Bonifacio Global City, Taguig City
Province, country or other jurisdiction of incorporation

5. Industry Classification Code: (SEC Use Only)

6. 8F Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
Address of principal office Postal Code

7. (02) – 85558888
Issuer's telephone number, including area code

8. N. A.
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

PART I - REPRESENTATIONS

If the subject report could not be filed **due to COVID19** and the issuer seeks relief from SRC Rule 17-1, the following should be completed. (Check box if appropriate)

(a) The operation of the Company is. Domestic Only Domestic and Foreign

(b) The subject annual report on SEC Form 17-A and/or the subject quarterly report on SEC Form 17-Q will be filed within the period prescribed in SEC MC 5, series of 2020 or in any amendment thereto.¹

PART II- OTHER INFORMATION

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification

Candy S. Esteban
Treasurer
Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
8555-8888

(b) Have all other periodic reports required under Section 17 of the Code and under Sections 25 and 177 of the Revised Corporation Code, during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).

Yes No Reports:.....

(c) The indicative date the company would convene the Annual Stockholders' Meeting: July 22, 2020.
Please provide reason if company could not provide an indicative date.

SIGNATURE

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
Registrant's full name as contained in charter



CANDY S. ESTEBAN
Treasurer

Date: April 14, 2020

¹ For PLC with domestic operation only, the filing of 17_A or 17-Q is extended until 30 June 2020. For PLC with foreign operation, the filing of said reports is extended until 30 June 2020 or 60 days from that date of lifting of travel restrictions/ban by the concerned government authorities, whichever comes later.

Certification

I, Candy S. Esteban is a duly authorized representative of Sun Life Prosperity Achiever Fund 2028, Inc. with SEC registration number CS201739631 with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, do hereby certify and state that:

- 1) The Sun Life Prosperity Achiever Fund 2028, Inc. will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on 30 March 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-Q_08June2020 is **true and correct** to the best of my knowledge.
- 3) On behalf of Sun Life Prosperity Achiever Fund 2028, Inc., I hereby **undertake** to a) submit hard or physical copies of Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-Q_08June2020 with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on 08 June 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CANDY S. ESTEBAN

Treasurer
Driver's License N02-95-277891

COVER SHEET

CS201739631

S.E.C. Registration Number

S	U	N		L	I	F	E		P	R	O	S	P	E	R	I	T	Y		A	C	H	I	E	V	E	R		
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8	T	H		F	L	R	.	,		S	U	N	L	I	F	E		C	E	N	T	R	E		5	T	H		
A	V	E		B	O	N	I	F	A	C	I	O		G	L	O	B	A	L		F	O	R	T					
B	O	N	I	F	A	C	I	O		T	A	G	U	I	G		C	I	T	Y									

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

Merobhe T. Esmele

Contact Person

8555-8888

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

SEC FORM 17-Q

FORM TYPE

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Month

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Day

Annual Meeting

Mutual Fund Company

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

[----- S T A M P S -----]

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SEC Number: CS201739631

File Number: _____

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

(Company's Full Name)

8th Floor Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City, Philippines

(Company's Address)

555-88-88

(Telephone No.)

December 31

(Fiscal Year Ending)
(Month & Day)

SEC FORM 17-Q

Form Type

Amendment Designation (If applicable)

March 31, 2020

Period Ended Date

OPEN-END INVESTMENT COMPANY

Secondary License Type and File Number

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended: March 31, 2020
2. Commission identification number: CS201739631 3. BIR Tax Identification No: 009-942-771-00000
4. Exact name of issuer as specified in its charter

Sun Life Prosperity Achiever Fund 2028, Inc.

5. Province, country or other jurisdiction of incorporation or organization 6. Industry Classification Code:
(SEC Use Only)
- Philippines

7. Address of issuer's principal office: Postal Code

8F Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634

8. Issuer's telephone number, including area code

(02) - 555-8888

9. Former name, former address and former fiscal year, if changed since last report

N.A.

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares / Units Outstanding
<u>Common Shares (Unclassified)</u>	<u>50,000,000 shares</u> (as of March 31, 2020)
<u>Units</u>	<u>59,981,313.85 units</u> (as of March 31, 2020)

11. Are any or all of the securities listed on a Stock Exchange?

Yes [] No [x]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes No

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes No

PART A - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
STATEMENT OF FINANCIAL POSITION
FOR THE PERIOD ENDED MARCH 31, 2020 AND DECEMBER 31, 2019

	NOTE	March 2020 (Unaudited)		December 2019 (Audited)	
		Shareholders	Unit Holders	Shareholders	Unit Holders
ASSET					
Cash and cash equivalents	4	P697,617	P2,323,648	P716,826	P3,273,153
Financial assets at fair value through profit or loss	5	50,113,817	47,870,383	49,744,060	56,832,411
Accrued interest receivable	6	-	185,105	-	231,970
Dividends receivable	7	-	162,275	-	20,631
Prepayments and other current assets	8	-	38,709	-	-
		P 50,811,433	P 50,580,120	P 50,460,886	P 60,358,165
LIABILITY					
Current Liabilities					
Accrued expenses and other payables	9	-	81,622	-	102,593
Payable to fund manager	10	-	97,443	19,759	136,073
Total Current Liabilities		-	179,065	19,759	238,666
EQUITY					
Net assets attributable to shareholders	11	50,811,433		50,441,127	
Net assets attributable to unit holders	11		50,401,055		60,119,499
		P50,811,433	P50,580,120	P50,460,886	P 60,358,165
Net Asset Value Per Share / Units	12	P1.0162	P0.8403	P1.0088	P1.0157
Total Equity		50,811,433	50,401,055	50,441,127	60,119,499
Capital Stock - Php 0.01 par value					
Authorized - 200,000,000 shares					
Authorized - 100,000,000,000 units					
Issued and Fully Paid Shares / Units		50,000,000	59,981,313.85	50,000,000	59,187,706.02
NET ASSET VALUE PER SHARE / UNITS		P 1.0162	P 0.8403	P 1.0088	P 1.0157

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
 STATEMENT OF COMPREHENSIVE INCOME
 FOR THE PERIOD ENDED MARCH 31, 2020 AND MARCH 31, 2019

	NOTE	March 2020 (Unaudited)		March 2019 (Unaudited)	
		Shareholders	Unit Holders	Shareholders	Unit Holders
Investment Income - net					
Dividend Income		P 0	P 223,642	P 0	P 148,180
Interest Income	13	875	386,124	31,227	194,896
Net realized gains (loss) on investments	5	-	659,183	-	(44,231)
		875	1,268,949	31,227	298,845
Investment Expenses					
Commission		-	47,773	-	85,202
Clearing fees		-	1,773	-	13,632
		-	49,546	-	98,834
Net Investment Income		875	1,219,403	31,227	200,011
Operating Expenses					
Management Fees		-	220,721	-	139,272
Custodian fees		-	9,839	-	672
Taxes and licenses		-	11,350	-	1,534
Directors' fees		-	85,316	-	63,654
Professional fees		-	34,753	-	28,723
Printing and supplies		-	2,119	-	-
Miscellaneous		150	4,206	273	3,213
		150	368,304	273	237,068
Profit Before Net Unrealized Gains (Loss) on Investments		725	851,099	30,954	(37,057)
Net Unrealized Gains (Loss) on Investments	5	369,757	(11,195,396)	-	355,179
		370,481	(10,344,297)	30,954	318,122
Provision for income tax		175	139,292	6,245	38,979
Net Income attributable to shareholders		370,306		24,709	
Net Income attributable to unit holders			(10,483,589)		279,143
Profit (Loss) After Tax	14	P370,306	(P10,483,589)	P24,709	P 279,143
Basic Earnings (Loss) per share / units	14	P0.007	(P0.176)	P0.000	P0.005

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
 STATEMENTS OF CHANGES IN EQUITY
 FOR THE PERIOD ENDED MARCH 31, 2020 AND MARCH 31, 2019

	Shareholders						
	NOTE	Capital Stock	Additional Paid- in Capital	Retained Earnings / (Deficit)	Total		
Balance, January 1, 2020		P 500,000	P 49,500,000	P 441,127	P 50,441,127		
Total Comprehensive Income for the Period				370,306	370,306		
Balance, March 31, 2020	11, 12	P 500,000	P 49,500,000	P 811,433	P 50,811,433		
Balance, January 1, 2019		P 500,000	P 49,500,000	P (615,226)	P 49,384,774		
Total Comprehensive Income for the Period				24,709	24,709		
Balance, March 31, 2019	11, 12	P 500,000	P 49,500,000	P (590,517)	P 49,409,483		

	Unit Holders			
	NOTE	Principal	Retained Earnings / (Deficit)	Total
Balance, January 1, 2020		P 59,266,485	P 853,014	P 60,119,499
Total Comprehensive Income for the Period			(10,483,589)	(10,483,589)
Transactions with owners:				
Contributions	11	800,025	-	800,025
Withdrawals		(34,880)	-	(34,880)
Total Transactions with owners	15	765,145	-	765,145
Balance, March 31, 2020	11,12	P 60,031,630	(P 9,630,575)	P 50,401,055
Balance, January 1, 2019		P -	P -	P -
Total Comprehensive Income for the Period			279,143	279,143
Transactions with owners:				
Contributions	11	52,732,190	-	52,732,190
Withdrawals		-	-	-
Total Transactions with owners	15	52,732,190	-	52,732,190
Balance, March 31, 2019	11,12	P 52,732,190	P 279,143	P 53,011,333

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
 STATEMENTS OF CASH FLOWS
 FOR THE PERIOD ENDED MARCH 31, 2020 AND MARCH 31, 2019

	NOTE	March 2020 (Unaudited)		March 2019 (Unaudited)	
		Shareholders	Unit Holders	Shareholders	Unit Holders
Cash Flows from Operating Activities					
Profit (Loss) before tax		P370,481	(P10,344,297)	P30,954	P 279,143
Adjustments for:					
Net unrealized losses (gains) on investments	5	(369,757)	11,195,396	-	(355,179)
Net realized gains on investments	5	-	(659,183)	-	44,231
Interest income	13	(875)	(386,124)	(31,227)	(194,896)
Dividend income		-	(223,642)	-	(148,180)
Operating cash flows before working capital changes		(150)	(417,850)	(273)	(374,881)
Decrease (Increase) in prepayments and other current assets		-	(38,709)	-	24,910
Increase (Decrease) in:					
Accrued expenses and other payables	9	-	(20,971)	(62,496)	36,681
Payable to fund manager	10	(19,759)	(38,630)	(930,808)	71,693
Cash used in operations		(19,909)	(516,160)	(993,577)	(241,597)
Acquisitions of financial assets at fair value through profit or loss		-	(27,398,703)	-	(52,027,048)
Proceeds from disposal and maturities of financial assets at fair value through profit or loss		-	25,824,518	-	1,651,217
Interest income received	13	875	432,989	31,227	194,896
Dividends received		-	81,998	-	148,180
Income taxes paid		(175)	(139,292)	(6,245)	(38,979)
Net cash generated from operating activities		(19,209)	(1,714,650)	(968,595)	(50,313,331)
Cash Flows from Financing Activities					
Proceeds from issuance of share capital/units	11	-	800,025	-	52,732,190
Payments on withdrawals of units	11	-	(34,880)	-	-
Net cash used in financing activities		-	765,145	-	52,732,190
Net Increase (Decrease) in Cash		(19,209)	(949,505)	(968,595)	2,418,859
Cash and cash equivalents, Beginning		716,826	3,273,153	-	-
Cash and cash equivalents, End		P697,617	P2,323,648	(P968,595)	P2,418,859

See Notes to Financial Statements.

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

NOTES TO FINANCIAL STATEMENTS

1. BASIS OF PREPARATION AND PRESENTATION

The financial statements of the Company have been prepared on the historical cost basis, except for certain financial assets measured at fair value and certain financial instruments carried at amortized cost.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Functional and Presentation Currency

These financial statements are presented in Philippine peso, the currency of the primary economic environment in which the Company operates. All amounts are recorded to the nearest peso, except when otherwise indicated.

2. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS

Adoption of New and Revised Accounting Standards Effective in 2019

The new and revised accounting standards and interpretations that have been published by the International Accounting Standards Board (IASB) and approved by the FRSC in the Philippines were adopted by the Company as at December 31, 2019 and assessed as not applicable and have no impact on the Company's financial statements.

New Accounting Standards Effective after the Reporting Period Ended December 31, 2019

The Company will adopt the following standards when these become effective:

PFRS 17, Insurance Contracts

PFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The objective of PFRS 17 is to ensure that an entity provides relevant information that faithfully represents those contracts. This information gives a basis for users of financial statements to assess the effect that insurance contracts have on the entity's financial position, financial performance and cash flows.

The key principles in PFRS 17 are that an entity:

- identifies as insurance contracts those contracts under which the entity accepts significant insurance risk from another party (the policyholder) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event)
- adversely affects the policyholder;
- separates specified embedded derivatives, distinct investment components and distinct performance obligations from the insurance contracts;
- divides the contracts into groups that it will recognize and measure;
- recognizes and measures groups of insurance contracts at:
 - i. a risk-adjusted present value of the future cash flows (the fulfilment cash flows) that incorporates all of the available information about the fulfilment cash flows in a way that is consistent with observable market information; plus (if this value is a liability) or minus (if this value is an asset)
 - ii. an amount representing the unearned profit in the group of contracts (the contractual service margin);
- recognizes the profit from a group of insurance contracts over the period the entity provides insurance cover, and as the entity is released from risk. If a group of contracts is or becomes loss-making, an entity recognizes the loss immediately;

- presents separately insurance revenue (that excludes the receipt of any investment component), insurance service expenses (that excludes the repayment of any investment components) and insurance finance income or expenses; and
- discloses information to enable users of financial statements to assess the effect that contracts within the scope of PFRS 17 have on the financial position, financial performance and cash flows of an entity.

PFRS 17 includes an optional simplified measurement approach, or premium allocation approach, for simpler insurance contracts.

The standard is effective for periods beginning on or after January 1, 2023. Earlier application is permitted.

The future adoption of the standard will have no effect on the Company's financial statements as the Company does not issue insurance contracts.

Amendments to PAS 1 and PAS 8, *Definition of Material*

The amendments relate to a revised definition of material:

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.

Three new aspects of the new definition include (i) obscuring; (ii) could reasonably be expected to influence; and (iii) primary users.

The amendments stress especially five ways material information can be obscured:

- if the language regarding a material item, transaction or other event is vague or unclear;
- if information regarding a material item, transaction or other event is scattered in different places in the financial statements;
- if dissimilar items, transactions or other events are inappropriately aggregated;
- if similar items, transactions or other events are inappropriately disaggregated; and
- if material information is hidden by immaterial information to the extent that it becomes unclear what information is material.

The amendments are effective for periods beginning on or after January 1, 2020. Earlier application is permitted.

The Company will continue its assessment and will finalize the same upon the effectivity of this standard.

Amendments to PFRS 3, *Definition of Business*

The amendments are to:

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020 and to asset acquisitions that occur on or after the beginning of that period.

The Company will continue its assessment and will finalize the same upon the effectivity of this standard.

PIC Q&A No. 2019-02, *Accounting for Cryptographic Assets*

The interpretation provides guidance regarding accounting treatment for cryptographic assets. In classifying cryptographic assets, two relevant factors to consider are (i) its primary purpose, and (ii) how these assets derive its inherent value. The interpretation provided two (2) cryptographic classifications based on the aforementioned factors, these are (a) cryptocurrency, or (b) cryptographic assets other than cryptocurrencies, which are (b.1) asset-based token, (b.2) utility token, and (b.3) security token, or collectively the “security tokens”.

From the holder of these assets’ point-of-view, in the absence of a definitive accounting and reporting guidance from the IASB, the interpretation suggested to report cryptographic assets in the financial statements as either (i) cryptocurrencies held by an entity, or (ii) cryptographic assets other than cryptocurrencies.

From the issuer of these assets’ point of view, as a consensus, the following accounting treatments are suggested:

- Cryptocurrencies held by an entity can be treated either as (i) inventory under PAS 2, or (ii) intangible asset under PAS 38.
- Cryptographic assets other than cryptocurrencies, the interpretation suggested the following relevant accounting frameworks for consideration:
 - i. If the token meets the definition of a financial liability, apply guidance in PFRS 9;
 - ii. If the token meets the definition of an equity instrument, apply guidance in PAS 32;
 - iii. If the token is a prepayment for goods and services from a contract with a customer, apply guidance in PFRS 15; and
 - iv. If the token does not meet any of the aforementioned, consider other relevant guidance.

The interpretation is effective for periods beginning on or after February 13, 2019.

The future adoption of the interpretation will have no effect on the Company’s financial statements since the Company does not have cryptographic assets.

New Accounting Standards Effective in 2019 - Adopted by FRSC but pending for approval by the BOA

PIC Q&A No. 2019-04, *Conforming Changes to PIC Q&As – Cycle 2019*

The interpretation sets out the changes (i.e., amendments or withdrawal) to certain interpretations. These changes are made as a consequence of the issuance of new PFRS that become effective starting January 1, 2019 and other relevant developments.

PIC Q&As Amended

The following table summarizes the changes made to the amended interpretations:

PIC Q&A Amended Amendment	Amendment
PIC Q&A No. 2011-05: PFRS 1 – Fair Value or Revaluation as Deemed Cost	Updated because of applying PFRS 16, Leases, for the first time starting January 1, 2019
PIC Q&A No. 2011-06: Acquisition of investment properties – asset acquisition or business combination?	Reference to PAS 40, Investment Property, has been updated because of applying PFRS 16 for the first time starting January 1, 2019.
PIC Q&A No. 2012-02: Cost of a new building constructed on the site of a previous building	Reference to PAS 40 has been updated because of applying PFRS 16 for the first time starting January 1, 2019.

PIC Q&A No. 2017-02: PAS 2 and PAS 16 - Capitalization of operating lease cost as part of construction costs of a building	Updated to comply with the provisions of PFRS 16 and renamed as PIC Q&A No. 2017-02: PAS 2 and PAS 16 – Capitalization of depreciation of right-of-use asset as part of construction costs of a building
PIC Q&A No. 2017-10: PAS 40 – Separation of property and classification as investment property	Reference to PAS 40 has been updated because of applying PFRS 16 for the first time starting January 1, 2019.
PIC Q&A No. 2018-05: PAS 37 – Liability arising from maintenance requirement of an asset held under a lease	Updated to comply with the provisions of PFRS 16
PIC Q&A No. 2018-15: PAS 1 – Classification of Advances to Contractors in the Nature of Prepayments: Current vs. Non-current	Reference to PAS 40 (included as an attachment to the Q&A) has been updated because of applying PFRS 16 for the first time starting January 1, 2019.

PIC Q&A Withdrawn

PIC Q&A Withdrawn	Basis for Withdrawal
PIC Q&A No. 2017-09: PAS 17 and Philippine Interpretation SIC-15 - Accounting for payments between and among lessors and lessees	This PIC Q&A is considered withdrawn starting January 1, 2019, which is the effective date of PFRS 16. PFRS 16 superseded PAS 17, Leases, and Philippine Interpretation SIC-15, Operating Leases— Incentives
PIC Q&A No. 2018-07: PAS 27 and PAS 28 - Cost of an associate, joint venture, or subsidiary in separate financial statements	This PIC Q&A is considered withdrawn upon publication of IFRIC agenda decision - Investment in a subsidiary accounted for at cost: Step acquisition (IAS 27 Separate Financial Statements) in January 2019.

The effective date of the amendments is included in the affected interpretations.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have any leased property and asset classified as investment property.

PIC Q&A No. 2019-06, Accounting for Step Acquisition of a Subsidiary in a Parent

The interpretation clarifies how a parent should account for the step acquisition of a subsidiary in its separate financial statements.

Salient points of the interpretation are the following:

IFRIC concluded either of the two approaches may be applied:

- Fair value as deemed cost approach
Under this approach, the entity is exchanging its initial interest (plus consideration paid for the additional interest) for a controlling interest in the investee (exchange view). Hence, the entity's investment in subsidiary is measured at the fair value at the time the control is acquired.
- Accumulated cost approach
Under this approach, the entity is purchasing additional interest while retaining the initial interest (non-exchange view). Hence, the entity's investment in subsidiary is measured at the accumulated cost (original consideration).

Any difference between the fair value of the initial interest at the date of obtaining control of the subsidiary and its original consideration is taken to profit or loss, regardless of whether, before the step acquisition transaction, the entity had presented subsequent changes in fair value of its initial interest in profit or loss or other comprehensive income (OCI).

The interpretation is effective for periods beginning on or after October 19, 2019.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company is not engaged in acquisition of a subsidiary.

PIC Q&A No. 2019-07, *Classification of Members' Capital Contributions of Non-Stock Savings and Loan Associations (NSSLAs)*

Background:

The Bangko Sentral ng Pilipinas (BSP) issued Circular No. 1045 on August 29, 2019 to amend the Manual of Regulations for Non-Bank Financial Institutions Applicable to Non-Stock Savings and Loan Associations (MORNBFIS) – Regulatory Capital of Non-Stock Savings and Loan Associations (NSSLAs) and Capital Contributions of Members.

Under the Circular, each qualified member of an NSSLA shall maintain only one capital contribution account representing his/her capital contribution. While only one capital account is maintained, the Circular breaks down a member's capital contributions as follows:

- a. Fixed capital which cannot be reduced for the duration of membership except upon termination of membership. The minimum amount of fixed capital is Php1,000, but a higher minimum can be prescribed under the NSSLAs' by-laws.
- b. Capital contribution buffer, which pertains to capital contributions in excess of fixed capital. The capital contribution buffer can be withdrawn or reduced by the member without affecting his membership. However, the NSSLA shall establish and prescribe the conditions and/or circumstances when the NSSLA may limit the reduction of the members' capital contribution buffer, such as, when the NSSLA is under liquidity stress or is unable to meet the capital-to-risk assets ratio requirement under Sec. 4116S of the MORNBFIS Regulations. Such conditions and/or circumstances have to be disclosed to the members upon their placement of capital contribution buffer and in manners as may be determined by the Board.

For purposes of identifying and monitoring the fixed capital and capital contribution buffer of a member's capital contribution, NSSLAs shall maintain subsidiary ledgers showing separately the fixed and capital contribution buffer of each member. Further, upon receipt of capital contributions from their members, NSSLAs shall simultaneously record the amount contributed as fixed and capital contribution buffer in the aforementioned subsidiary ledgers. However, NSSLAs may use other systems in lieu of subsidiary ledgers provided that that the system will separately show the fixed and capital contribution buffer of each member.

The interpretation assessed and concluded that both Fixed Capital and the Capital contribution buffer qualify as "equity" in the NSSLAs' financial statements as they both meet all the requirements of paragraphs 16A and 16B of PAS32, Financial Instruments:
Presentation.

The interpretation is effective for periods beginning on December 11, 2019, and should be applied retrospectively.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company is not classified as a non-bank financial institution under non-stock savings and loan associations.

The interpretation clarifies the recognition of ARO under the following scenarios:

1) Accounting for ARO at lease commencement date

The cost of dismantling and restoration (i.e., the ARO) should be calculated and recognized as a provision in accordance with PAS 37, with a corresponding adjustment to the related right-of-use (ROU) asset as required by PFRS 16.24(d). As such, the lessee will add the amount of ARO to the cost of the ROU asset on lease commencement date, which will then form part of the amount that will be amortized over the lease term.

2) Change in ARO after initial recognition

2.1) Because ARO is not included as a component of lease liability, the measurement of such ARO is outside the scope of PFRS 16. Hence, its measurement is generally not affected by the transition to PFRS 16. Except in cases where the reassessment of lease-related assumptions (e.g., lease term) would affect the measurement of ARO-related provision, the amount of ARO existing at transition date would not be remeasured; rather, the balance of the ARO provision and any related asset will remain as previously measured. The asset will simply be reclassified from property and equipment to the related ROU asset as required under PFRS 16.24(d).

2.2) Assuming there is a change in lease-related assumptions that would impact the ARO measurement (e.g., change in lease term due to the new PFRS 16 requirements), the following will be the accounting treatment depending on the method used by the lessee in adopting PFRS 16:

- a. *Modified retrospective approach* - Under this approach, the lessee uses the remaining lease term to discount back the amount of provision to transition date. Any adjustment is recognized as an adjustment to the ROU asset and ARO provision. This adjustment applies irrespective of which of the two methods in measuring the ROU asset will be chosen under the modified retrospective approach.
- b. *Full retrospective approach* - The ARO provision and related asset, which gets adjusted to the ROU asset, should be remeasured from commencement of the lease, and then amortized over the revised or reassessed lease term. Because full retrospective approach is chosen, it is possible that the amount of cumulative adjustment to the ARO provision and the ROU asset at the beginning of the earliest period presented will not be the same; hence, it is possible that it might impact retained earnings.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have leased property with any related ARO.

The interpretation aims to provide guidance on the following:

- How a lessee should account for its transition from PAS 17 to PFRS 16 using the modified retrospective approach. Specifically, this aims to address how a lessee should, on transition, account for any existing prepaid rent or rent liability arising from straight-lining of an operating lease under PAS 17, and
- How to account for the related deferred tax effects on transition from PAS 17 to PFRS 16.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not have prepaid rent or rent liability recognized for leased property.

PIC Q&A No. 2019-10, *Accounting for variable payments with rent review*

Some lease contracts provide for market rent review in the middle of the lease term to adjust the lease payments to reflect a fair market rent for the remainder of the lease term. This Q&A provides guidance on how to measure the lease liability when the contract provides for a market rent review.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-11, *Determining the current portion of an amortizing loan/lease liability*

The interpretation aims to provide guidance on how to determine the current portion of an amortizing loan/lease liability for proper classification/presentation between current and non-current in the statement of financial position.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-12, PFRS 16, *Leases – Determining the lease term*

The interpretation provides guidance how an entity determine the lease term under PFRS 16.

A contract would be considered to exist only when it creates rights and obligations that are enforceable. Therefore, any non-cancellable period or notice period in a lease would meet the definition of a contract and, thus, would be included as part of the lease term. To be part of a contract, any option to extend or terminate the lease that are included in the lease term must also be enforceable.

If optional periods are not enforceable (e.g., if the lessee cannot enforce the extension of the lease without the agreement of the lessor), the lessee does not have the right to use the asset beyond the non-cancellable period. Consequently, by definition, there is no contract beyond the non-cancellable period (plus any notice period) if there are no enforceable rights and obligations existing between the lessee and lessor beyond that term.

In assessing the enforceability of a contract, an entity should consider whether the lessor can refuse to agree to a request from the lessee to extend the lease. Accordingly, if the lessee has the right to extend or terminate the lease, there are enforceable rights and obligations beyond the initial noncancellable period and thus, the parties to the lease would be required to consider those optional periods in their assessment of the lease term. In contrast, a lessor's right to terminate a lease is ignored when determining the lease term because, in that case, the lessee has an unconditional obligation to pay for the right to use the asset for the period of the lease, unless and until the lessor decides to terminate the lease.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, an entity shall consider all relevant facts and circumstances (i.e., including those that are not indicated in the lease contract) that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

PIC Q&A No. 2019-13, PFRS 16, *Leases – Determining the lease term of leases that are renewable subject to mutual agreement of the lessor and the lessee*

The interpretation provides guidance how an entity determine the lease term under PFRS 16. This interpretation focuses on lease contracts that are renewable subject to mutual agreement of the parties.

A renewal option is only considered in determining the lease term if it is enforceable. A renewal that is still subject to mutual agreement of the parties is legally unenforceable under Philippine laws until both parties come to an agreement on the terms.

In instances where the lessee have known to be, historically, renewing the lease contract after securing mutual agreement with the lessor to renew the lease contract, the lessee's right to use the underlying asset does not go beyond the one-year period covered by the current contract, as any renewal still has to be agreed on by both parties. A renewal is treated as a new contract.

The future adoption of the interpretation will have no effect on the Company's financial statements since the Company does not enter into any lease agreement.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial assets

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss.

Classification and subsequent measurement

The Company classifies its financial assets in the following measurement categories:

- FVTPL
- FVTOCI; and
- Amortized cost.

As at March 31, 2020 and December 2019, the Company does not have financial assets classified as FVTOCI.

Classification of financial assets will be driven by the entity's business model for managing the financial assets and the contractual cash flows of the financial assets.

A financial asset is to be measured at amortized cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument represent SPPI.

All other debt and equity instruments, including investments in complex debt instruments and equity investments, must be recognized at fair value.

All fair value movements on financial assets are taken through the statement of comprehensive income, except for equity investments that are not held for trading, which may be recorded in the statement of comprehensive income or in reserves (without subsequent recycling to profit or loss).

Debt instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the group classifies its debt instruments:

- Amortized cost. Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized

in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- FVTPL. Assets that do not meet the criteria for amortized cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of comprehensive income within other gains/(losses) in period in which it arises. Interest income from these financial assets is included in finance income.

The business model reflects how the Company manages the assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the assets or to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable, then the financial assets are classified as part of 'other' business model and measured at FVTPL. Factors considered by the Company in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent SPPI. In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period.

For financial instruments other than POCI financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than POCI financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective, that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

The Company subsequently measures all equity investments at FVTPL, except where the Company's management has elected, at initial recognition, to irrevocably designate an equity instrument at FVTOCI. The Company's policy is to designate equity investments as FVTOCI when those investments are held for the purposes other than to generate investment returns. When the election is used, fair value gains and losses are recognized in OCI and are not subsequently reclassified to profit or loss, including disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognized in profit or loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at FVTPL are recognized in net realized gains (losses) on investments in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

As at March 31, 2020 and December 2019, the Company does not have financial assets at FVTOCI.

Impairment of financial assets

The Company recognizes a loss allowance for ECL on investments in debt instruments that are measured at amortized cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

With the exception of POCI financial assets, ECLs are required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Company under the contract and the cash flows that the Company expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's effective interest rate.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original effective interest rate, regardless of whether it is measured on an individual basis or a collective basis.

The Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognized. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Forward-looking information considered includes the future prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument (e.g., a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortized cost);
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if:

- it has a low risk of default;
- the borrower is considered, in the short term, to have a strong capacity to meet its obligations; and
- the Company expects, in the longer term, that adverse changes in economic and business conditions might, but will not necessarily, reduce the ability of the borrower to fulfill its obligations.

The Company considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

Write-off

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner.

Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

Derecognition

The Company derecognizes a financial asset only when the contractual rights to the asset's cash flows expire or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/loss that had been recognized in OCI and accumulated in equity is recognized in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognized in OCI is not subsequently reclassified to profit or loss.

Financial liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial Liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL. Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) held for trading, or (ii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

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

Financial liabilities at FVTPL are measured at fair value, with any gains/losses arising on remeasurement recognized in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain/loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in OCI are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

In making the determination of whether recognizing changes in the liability's credit risk in OCI will create or enlarge an accounting mismatch in profit or loss, the Company assesses whether it expects that the effects of changes in the liability's credit risk will be offset in profit or loss by a change in the fair value of another financial instrument measured at FVTPL. This determination is made at initial recognition.

Since the company does not have financial liabilities classified at FVTPL, all financial liabilities are subsequently measured at amortized cost.

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

The Company's financial liabilities classified under this category include accrued expenses and other payables, due to brokers and payable to fund manager.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

A right to offset must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Share capital

Share capital consisting of ordinary shares is classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax. Any excess of proceeds from issuance of shares over its par value is recognized as additional paid-in capital.

Retained earnings

Retained earnings represent accumulated profit attributable to equity holders of the Company after deducting dividends declared. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Repurchase, disposal and reissuance of share capital (treasury shares)

When share capital recognized as equity is repurchased, the amount of the consideration paid, which includes directly attributable cost, net of any tax effects, is recognized as a reduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognized as increase in equity, and the resulting surplus or deficit on the transaction is presented as additional paid-in capital.

Deposits for future stock subscriptions

Deposits for future stock subscriptions are recorded at historical cost. According to Financial Reporting Bulletin (FRB) No. 6 as issued by SEC, these are classified as equity when all of the following criteria are met:

- a. the unissued authorized capital stock of the entity is insufficient to cover the amount of shares indicated in the contract;
- b. there is Board of Directors' approval on the proposed increase in authorized capital stock (for which a deposit was received by the Company);
- c. there is stockholders' approval of said proposed increase; and
- d. the application for the approval of the proposed increase has been presented for filing or has been filed with the SEC.

Deposits for future stock subscriptions are classified as liability, when the above criteria are not met.

Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit or loss as these are consumed in operations or expire with the passage of time.

Prepayments are classified in the statements of financial position as current asset when the cost of services related to the prepayments are expected to be incurred within one (1) year or the Company's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

Revenue Recognition

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.

Transaction price

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Dividend income

Dividend income from investments is recognized when the shareholders' rights to receive payments have been established, usually at ex-dividend rate, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Realized gains or losses

Gains or losses arising on the disposal of investments are determined as the difference between the sales proceeds and the carrying amount of the investments and is recognized in profit or loss.

Fair value gains or losses

Gains or losses arising from changes in fair values of investments are disclosed under the policy on financial assets.

Other income

Other income is income generated outside the normal course of business and is recognized when it is probable that the economic benefits will flow to the Company and it can be measured reliably.

Expense Recognition

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognized in profit or loss on the basis of: (i) a direct association between the costs incurred and the earning of specific items of income; (ii) systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or, (iii) immediately when an expenditure produces no future economic

benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position as an asset.

Expenses in the statements of comprehensive income are presented using the function of expense method. Investment expenses are transaction costs incurred in the purchase and sale of investments. Operating expenses are costs attributable to administrative and other business expenses of the Company including management fees and custodianship fees.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Levels 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Related Party Transactions

A related party transaction is a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged.

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. An entity that is a post-employment benefit plan for the employees of the Company and the key management personnel of the Company are also considered to be related parties.

Taxation

Income tax expense represents the sum of the current tax, final tax and deferred tax expense.

Current tax

The current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax expense is calculated using 30% regular corporate income tax (RCIT) rate or 2% minimum corporate income tax (MCIT) rate, whichever is higher.

Final tax

Final tax expense represents final taxes withheld on interest income from cash in banks, special savings deposits and fixed-income securities and final taxes withheld on proceeds from sale of listed equity securities.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and these relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred taxes for the year

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in OCI or directly in equity, in which case, the current and deferred taxes are also recognized in OCI or directly in equity, respectively.

Earnings (Loss) per Share

The Company computes its basic earnings per share by dividing profit or loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

For the purpose of calculating diluted earnings (loss) per share, profit or loss for the year attributable to ordinary equity holders of the Company and the weighted average number of shares outstanding are adjusted for the effects of deposits for future stock subscriptions which are dilutive potential ordinary shares.

Net Asset Value per Share (NAVPS)

The Company computes its NAVPS by dividing the total net asset value as at the end of the reporting period by the number of issued and outstanding shares and shares to be issued on deposits for future stock subscriptions.

Events After the Reporting Period

The Company identifies events after the end of the reporting period as those events, both favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. The financial statements of the Company are adjusted to reflect those events that provide evidence of conditions that existed at the end of the reporting period. Non-adjusting events after the end of the reporting period are disclosed in the notes to the financial statements when material.

4. CASH AND CASH EQUIVALENTS

	March 2020	December 2019
Attributable to shareholders		
Cash in banks	P 697,617	P 716,826
Attributable to unit holders		
Cash in banks	P 623,648	P 573,153
Cash equivalents	1,700,000	2,700,000
	P2,323,648	P 3,273,153

5. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

This account consists of:

	March 2020	December 2019
Attributable to shareholders		
Investments in mutual fund	P50,113,817	P49,744,060
Attributable to unit holders		
Investments in listed equity securities	P24,569,918	P 38,046,561
Investments in fixed-income	23,300,465	18,785,850
	P47,870,383	P 56,832,411

Net gains on investments recognized in profit or loss arising from held-for-trading financial assets are as follows:

	March 2020	December 2019
Attributable to shareholders		
Net unrealized gains on investments	P 369,757	P 944,059
Attributable to unit holders		
Net realized gains (loss) on investments	P 659,183	(P 38,183)
Net unrealized gains (loss) on investments	(11,195,396)	1,025,567
	(P10,536,213)	P 987,384

6. ACCRUED INTEREST RECEIVABLE

This account consists of accrued interest on the following:

	March 2020	December 2019
Attributable to unit holders		
Fixed-income securities	P185,063	P 231,970
Cash equivalents	42	-
	P185,105	P 231,970

7. **DIVIDENDS RECEIVABLE**

	March 2020	December 2019
Attributable to unit holders		
Dividends Receivable	P162,275	P20,631

8. **OTHER CURRENT ASSETS**

	March 2020	December 2019
Attributable to unit holders		
Prepaid Expenses	P38,709	P -

9. **ACCRUED EXPENSES AND OTHER PAYABLES**

	March 2020	December 2019
Attributable to unit holders		
Custodianship fees	P 1,648	P 7,816
Withholding taxes and Documentary stamp taxes	5,976	12,944
Professional fees	37,445	76,613
Supervisory fees	1,423	5,220
Directors' fees	21,662	-
Others	13,468	-
	P81,622	P 102,593

Other accrued expenses refers to accrual of taxes and licenses and printing and supplies for the period. These payables are non-interest bearing and are normally settled within the year.

10. **RELATED PARTY TRANSACTION**

In the normal course of business, the Company transacts with entities which are considered related parties under PAS 24, *Related Party Disclosures*.

The details of transaction with related parties and the amounts paid or payable attributable to shareholders are set out below:

Nature of Transaction	Transactions as of end of the Quarter		Outstanding Balances		Terms	Condition
	Q1 2020	Q1 2020	Q1 2020	December 2019		
SLAMCI - Fund Manager						
Reimbursement of expenses	P -	P -	P -	P 19,759	Payable on demand; non-interest bearing; to be settled in cash	Unsecured; unguaranteed;

As of March 31, 2020, below is the outstanding investment of the Company in Sun Life Prosperity Peso Starter Fund, Inc. (Formerly Sun Life Prosperity Money Market Fund, Inc.)

	Shares	Current Value
Investment in mutual fund	39,335,805	P50,113,817

The details of transaction with related parties and the amounts paid or payable attributable to unit holders are set out below:

Nature of Transaction	Transactions as of end of the Quarter	Outstanding Balances		Terms	Condition
		Q1 2020	December 2019		
SLAMCI - Fund Manager					
Management Distribution and Transfer fees	P220,721	P97,443	P136,073	Non-interest bearing; 1.40% of average daily net assets; settled in cash on or before the 15th day of the following month	Non-interest bearing;
Key Management Personnel					
Directors' Fees	P 85,316	P21,662	P -	Payable on demand;	Unsecured; Unguaranteed
Affiliates					
Sun Life of Canada Prosperity Balanced Fund, Inc.					
Purchase	P11,346,173	P -	P -		
Sun Life Grepa Financial, Inc.					
Purchase	P 1,275,989	P -	P -	Non-interest bearing;	
Sun Life of Canada Philippines, Inc.					
Sale	P 12,888,396	P -	P -	Settled in cash on the day of transaction	Unsecured; No impairment

11. EQUITY

	2020	
	Shares/Units	Amount
Attributable to shareholders		
Authorized:		
At P0.01 par value	200,000,000	P 2,000,000
Issued and outstanding	50,000,000	P 500,000
:		
Attributable to unit holders		
Offer units		
At P1.00 initial offer price	100,000,000,000	P100,000,000,000
At January 1	59,187,706.02	P 59,266,485
Contributions	828,606.45	800,025
Withdrawals	(34,998.62)	(34,880)
At March 31	59,981,313.85	P 60,031,630

Incorporation

The Company was incorporated on January 10, 2018 with 200,000,000 authorized shares at par value of P0.01 per share attributable to shareholders and 100,000,000,000 Offer Units at P1.00 initial offer price per unit.

Current state

As at March 31, 2020, out of the present 200,000,000 authorized shares, the Company has 50,000,000 issued and subscribed shares, with par value of P0.01 per share attributable to shareholders. And out of the present 100,000,000 Offer Units, the Company has 59,981,313.85 subscribed units.

The following table shows the number of institutional and retail investors and the percentage of their investments, and the geographic concentration of investments as of March 31, 2020.

% Ownership of Institutional Investors	% Ownership of Retail Investors
Attributable to shareholders	
100%	-
Attributable to unit holders	
83.36%	16.64%

Area	Percentage of Investments
Attributable to shareholders	
LUZON	100%
Attributable to unit holders	
LUZON	92%
VISAYAS	6%
MINDANAO	2%
TOTAL	100%

12. NET ASSET VALUE PER SHARE / UNITS

	March 2020	December 2019
Attributable to shareholders		
Total equity	P50,811,433	P 50,441,127
Issued and Fully Paid Shares	50,000,000	50,000,000
NAVPS	P 1.0162	P 1.0088
Attributable to unit holders		
Total equity	P 50,401,055	P 60,119,499
Subscribed units	59,981,313.85	59,187,706.02
NAVPU	P 0.8403	P 1.0157

NAVPS is based on issued, outstanding and fully paid shares while NAVPU is based on issued, outstanding and fully paid units. The expected cash outflow on redemption of these shares/units is equivalent to computed NAVPS/NAVPU as at reporting period.

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.

Price Determination Of The Assets Of The Investment Company

The value of the assets of the Investment Company 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.

Below table shows the investment company return information of the Fund in the last five (5) recently completed fiscal years as at 31 March 2020:

	Yields	NAVPS / NAVPU	NAVPS / NAVPU Date
Attributable to shareholders			
Year on year yield (1-year)	0.00%	P1.9982	March 31, 2019
Attributable to unit holders			
Year on year yield (1-year)	-16.3964%	P1.0051	March 29, 2019

The Company started its commercial operations on January 28, 2019.

13. INTEREST INCOME

	March 2020	March 2019
Attributable to shareholders		
Cash in banks	P 875	P 31,227
Attributable to unit holders		
Fixed-income securities	380,341	177,083
Cash equivalents	5,662	17,813
Cash in banks	121	-
	P386,124	P194,896

14. EARNINGS (LOSS) PER SHARE / UNIT

The calculation of the earnings per shares / units for the quarter is based on the following data:

	March 2020	March 2019
Attributable to shareholders		
Net Income for the period	P 370,306	P 24,709
Weighted average number of outstanding shares for the purpose of computing earnings per shares	50,000,000	50,000,000
Basic and diluted earnings per shares	P 0.007	P 0.000
Attributable to unit holders		
Net Income for the period	(P10,483,589)	P 279,143
Weighted average number of outstanding units for the purpose of computing earnings per units	59,700,404.11	51,727,448.76
Basic and diluted earnings per units	(P 0.176)	P 0.005

Item 2. Management's Discussion and Analysis of Financial Position and Results of Operations

The Performance of the Company could be measured by the following indicators:

- Increase/Decrease in Net Assets Value Per Share (NAVPS).** NAVPS is computed by dividing net assets (total assets less total liabilities) by the total number of shares issued and outstanding plus the total number of units outstanding due to deposit for future subscriptions (DFFS) and for conversion to shares, if any, as of the end of the reporting day. Any increase or decrease in NAVPS translates to a prospective capital gain or capital loss, respectively, for the Fund's shareholders.
- Increase/Decrease in Net Assets Value Per Units (NAVPU).** NAVPU is computed by dividing net assets (total assets less total liabilities) by the total number of outstanding units, as of the end of the reporting day. Any increase or decrease in NAVPU translates to a prospective capital gain or capital loss, respectively, for the Fund's unitholders.
- Net Investment Income.** Represents the total earnings of the Fund from its investment securities, less operating expenses and income tax. This gauges how efficiently the Fund has utilized its resources in a given time period.
- Assets Under Management.** These are the assets under the Fund's disposal. This measures investor confidence (increase/decrease brought about by investor subscriptions/redemptions) as well as the growth of the Fund (increase/decrease brought about by its operational income and market valuation of its assets and liabilities).
- Cash Flow.** Determines whether the Fund was able to achieve the optimal level of liquidity by being able to meet all its scheduled payments, while maintaining at the same time the maximum investments level and minimum cash level.

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

Material Changes in the 1st Quarter Financial Statements

Statement of Financial Position and Statements of Changes in Equity –March 31, 2020 and December 31, 2019

Below table is attributable to shareholders:

For the Period Ended	31-Mar-20	31-Dec-19	Movement	Percentage (%)	MDAS
	Unaudited	Audited			
Cash and cash equivalents	P 697,617	P 716,826	P (19,209)	-2.68%	
Financial assets at fair value through profit or loss	50,113,817	49,744,060	369,757	0.74%	The increase was mainly due to increase in market value in investment in equity securities
Total Assets	50,811,433	50,460,886	350,547	0.69%	
Payable to Fund Manager	-	19,759	(19,759)	-100.00%	This pertains outstanding reimbursable expenses paid in Q1 2020
Total Liabilities	-	19,759	(19,759)	-100.00%	
Net assets attributable to unit holders	P50,811,433	P50,441,127	P 370,306	100.69%	The increase mainly due to net income was brought by unrealized gains from investments during the quarter.
Net Assets Value per Unit	P 1.0162	P 1.0088	P 0.0074	0.73%	

Below table is attributable to unit holders:

For the Period Ended	31-Mar-20	31-Dec-19	Movement	Percentage (%)	MDAS
	Unaudited	Audited			
Cash and cash equivalents	P 2,323,648	P 3,273,153	P (949,505)	-29.01%	The decrease mainly due to disposal of short-term placements classified as cash equivalents.
Financial assets at fair value through profit or loss	47,870,383	56,832,411	(8,962,028)	-15.77%	The decrease was mainly due to disposal of equity securities and unfavorable market condition during the period.
Accrued interest receivable	185,105	231,970	(46,865)	-20.20%	This account pertains to accrued interest in Tnotes. Collection of interest depends on the scheduled interest payments of each asset.
Dividends receivable	162,275	20,631	141,644	686.56%	The collection of receivable is dependent on the scheduled payment dates of each listed stock from which dividends were received.
Prepayments and other current assets	38,709	-	38,709	0.00%	This account pertains to prepaid expenses to be amortized until end of the accounting period.
Total Assets	50,580,120	60,358,165	(9,778,045)	-16.20%	
Accrued expenses and other payables	81,622	102,593	(20,971)	-20.44%	This account pertains to outstanding audit fees, withholding taxes and supervisory fees.
Payable to Fund Manager	97,443	136,073	(38,630)	-28.39%	The decrease in fees payable to fund manager was due to lower AUM for the period.
Total Liabilities	179,065	238,666	(59,601)	-24.97%	
Net assets attributable to unit holders	P50,401,055	P60,119,499	P(9,718,444)	8.77%	Decrease due to mainly to net loss was brought by unrealized losses from investments during the quarter.
Net Assets Value per Unit	P 0.8403	P 1.0157	P (0.1755)	-17.27%	

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

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

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

Statement of Comprehensive Income for the Three months ended – March 31, 2020 and March 31, 2019

Below table is attributable to shareholders:

	31-Mar-20	31-Mar-19	Movement	Percentage (%)	MDAS
	Unaudited	Unaudited			
Investment Income	P 875	P 31,227	P (30,352)	-97.20%	This pertains to interest income from cash in bank
Operating Expenses	150	273	(123)	-45.05%	This pertains to bank charges
Net Unrealized Gains (Losses) on Investments	369,757	-	369,757		The increase was mainly due to increase in market value in investment in equity securities
Provision for Income Tax	175	6,245	(6,070)	-97.20%	Final taxes of interest income earned from bank deposits
Net Investment Income (Loss)	P 370,306	P 24,709	P 345,597	-1398.67%	

Below table is attributable to unit holders:

	31-Mar-20	31-Mar-19	Movement	Percentage (%)	MDAS
	Unaudited	Unaudited			
Investment Income	P 1,268,949	P 298,845	P 970,104	324.62%	The increase mainly due to interest income earned from investment in treasury notes and time deposits, and from dividend income and realized trading gain from disposal of investments during the period
Investment Expenses	49,546	98,834	(49,288)	-49.87%	The decrease mainly due to lower commission expense during the period
Operating Expenses	368,304	237,068	131,236	55.36%	The increase mainly due to higher management fees resulted from higher AUM and increase in taxes and licenses compared to same period last year.
Net Unrealized Gains (Losses) on Investments	(11,195,396)	355,179	(11,550,575)	3252.04%	Decrease due to impact of unfavorable market condition during the period.
Provision for Income Tax	139,292	38,979	100,313	257.35%	Final taxes of interest income earned from fixed income investment.
Net Investment Income (Loss)	P(10,483,589)	P 279,143	P(10,762,732)	3855.63%	

Average daily net asset value from January to March 2020 and January to March 2019 is PHP 56,615,922 and PHP 51,459,851, respectively.

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

PART II – RISK MANAGEMENT

Item 1. Financial Risk Exposures of the Company

1. Financial Risk Management Objectives and Policies

The Company's activities expose it to a variety of financial risks: interest rate risk, credit risk, and liquidity risk. The Fund Manager exerts best efforts to anticipate events that would negatively affect the value of the Company's assets and takes appropriate actions to counter these risks. However, there is no guarantee that the strategies will work as intended. The policies for managing specific risks are summarized below:

1.2 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.

1.2 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.

1.3 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.

1.4 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.

1.5 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.

1.6 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.

1.7 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.

1.8 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.

1.9 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.

2. Capital Risk Management

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

The Company 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 Company manages Capital and NAVPS, to ensure that the Company's net asset value remains competitive and appealing to prospective investors.

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

- It does not issue senior securities;
- 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;
- It does not participate in any underwriting or selling group in connection with the public distribution of securities, except for its own share capital;
- It generally maintains a diversified portfolio. Industry concentrations may vary at any time depending on the investment manager's view on the prospects;
- It does not invest directly in real estate properties and developments;
- It does not purchase or sell commodity futures contracts;
- It does not engage in lending operations to related parties such as the members of the Board of Directors, officers of the Company and any affiliates, or affiliated corporations of the Company;
- The asset mix in each type of security is determined from time to time, as warranted by economic and investment conditions; and
- It does not change its investment objectives without the prior approval of a majority of its shareholders.

The Investment Policies refer to the following:

- Investment Objective - to provide regular returns through investments in a diversified portfolio of US Dollar-denominated fixed income instruments issued by the Philippine government, other major economies, or corporations operating therein or through diversified investment companies invested in such.
- Benchmark - 50% Philippine Stock Exchange Index + 45%Bloomberg Philippine Sovereign Bond Index (BPHILR) + 5% 30-Day Special Savings Account (SSA).
- Asset Allocation Range - the Company allocates its funds available for investments among cash and other deposit substitutes and fixed-income securities based on certain proportion as approved by Management.

Other matters covered in the investment policy include the fees due to be paid to the Fund Manager with management and distribution fees each set at an annual rate of .125% of the net assets attributable to shareholders on each valuation day.

As of March 31, 2020 and same period last year, the Company is consistently in compliance with the minimum paid-in capital requirement of the SEC of PHP 50 million.

3. The amount and description of the company's investment in foreign securities:

The Company does not have any investment in foreign securities.

4. The significant judgments made in classifying a particular financial instrument in the fair value hierarchy.

CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, Management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments in Applying Accounting Policies

The following are the critical judgments, apart from those involving estimations, that Management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements.

Business model assessment

Classification and measurement of financial assets depend on the results of the SPPI and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortized cost that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

The Company measures its financial assets at amortized cost if the financial asset qualifies for both SPPI and business model test. The Company's business model is to hold the asset and to collect its cashflows which are SPPI. All other financial assets that do not meet the SPPI and business model test are measured at FVTPL.

Significant increase of credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL assets for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. PFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Company takes into account qualitative and quantitative reasonable and supportable forward looking information.

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the qualitative and quantitative criteria have been met.

As at March 31, 2020 and December 31, 2019, the Company's financial instrument measured at amortized cost has not experienced a significant increase in its credit risk.

Models and assumptions used

The Company uses various models and assumptions in measuring the fair value of financial assets as well as in estimating ECL. Judgment is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

Functional currency

Based on the economic substance of the underlying circumstances relevant to the Company, the functional currency of the Company has been determined to be the Philippine peso (PHP). The PHP is the currency of the primary economic environment in which the Company operates. It is the currency being used to report the Company's results of operations.

Puttable shares designated as equity instruments

The Company designated its redeemable share capital as equity instruments when the Company adopted the amendments in PAS 32, *Financial Instruments: Presentation*, and PAS 1, *Presentation of Financial Statements: Financial Instruments Puttable at Fair Value and Obligations Arising on Liquidation*, effective for annual reporting periods beginning on or after January 1, 2009. The Company's share capital met the specified criteria to be presented as equity.

A puttable financial instrument includes a contractual obligation for the issuer to repurchase or redeem that instrument for cash or another financial asset on exercise of the put. As an exception to the definition of a financial liability, an instrument that includes such an obligation is classified as an equity instrument if it has met all the following features:

- a. it entitles the holder to a pro rata share of the entity's net assets in the event of the entity's liquidation. The entity's net assets are those assets that remain after deducting all other claims on its assets;
- b. it is in the class of instruments that is subordinate to all other classes of instruments;
- c. all financial instruments in the class of instruments that is subordinate to all other classes of instruments have identical features;
- d. apart from the contractual obligation for the issuer to repurchase or redeem the instrument for cash or another financial asset, the instrument does not include any contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the entity, and it is not a contract that will or may be settled in the entity's own equity instruments; and
- e. the total expected cash flows attributable to the instrument over the life of the instrument are based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the entity over the life of the instrument (excluding any effects of the instrument).

Key Sources of Estimation Uncertainty

The following are the Company's key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Probability of default (PD)

PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As at March 31, 2020 and December 31, 2019, the Company assessed a nil probability of default for all of its financial assets measured at amortized cost.

Loss Given Default (LGD)

LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

The Company uses portfolio averages from external estimates sourced out from Standard and Poor's (S&P) as the LGD estimates.

Estimating loss allowance for ECL

The measurement of the expected credit loss allowance for financial assets measured at amortized cost and FVTOCI is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior.

A number of significant judgments are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL; and
- Establishing the number and relative weightings of forward-looking scenarios and the associated ECL.

Deferred tax assets

The Company reviews the carrying amount at the end of each reporting period and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Company will generate sufficient taxable profit that will allow all or part of its deferred tax assets to be utilized.

Based on Management's expectation of the Company's future taxable income, the Company did not recognize the deferred tax assets as at March 31, 2020 and December 31, 2019.

Determining fair value of investments in debt securities, UITF and special savings deposits as financial assets at FVTPL

The Company carries its investments in traded debt securities and special savings deposits at fair value, which requires the use of accounting estimates and judgment. Since market interest rate is a significant component of fair value measurement, fair value would differ if the Company applied a different set of reference rates in the valuation methodology. Any change in the fair value of these financial assets would affect profit or loss and equity.

Compliance with Foreign Account Tax Compliance Act (FATCA)

In accordance with the requirements of the US Internal Revenue Service ("IRS") and the Intergovernmental Agreement ("IGA") between the Government of the United States of America and the Government of the Republic of the Philippines to Improve International Tax Compliance and to Implement FATCA which was signed last July 13, 2015, the Fund has registered with the Internal Revenue Service (IRS) and has obtained its own Global Intermediary Identification Number ("GIIN") as a sponsored entity. Sun Life Asset Management Company, Inc. ("SLAMCI") continues to assume responsibilities for the Fund's FATCA compliance as the Sponsoring Entity and has implemented FATCA onboarding processes and procedures as well as system enhancements to monitor its new and pre-existing account holders who are U.S. Persons and have U.S. Indicia.

The Fund, together with its Sponsoring Entity, SLAMCI, is preparing to comply for FATCA reporting on the date which will be set by the Bureau of Internal Revenue as soon as the IGA has been ratified by the Senate.


SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer : Sun Life Prosperity Achiever Fund 2028, Inc.

Principal Financial/Accounting Officer/Comptroller:

Signature and Title : Treasurer


Candy S. Esteban

Date : June 08, 2020

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
Schedule of Financial Soundness Indicators and Financial Ratios
March 31, 2020 and December 31, 2019

	Formula	2020		2019	
		Shareholders	Unit Holders	Shareholders	Unit Holders
<i>Current/ Liquidity Ratios</i>					
a. Current ratio	Current Assets/Current Liabilities	N/A	282.47:1	2553.82:1	252.90:1
b. Quick ratio	Quick Assets/Current Liabilities	N/A	282.47:1	2553.82:1	252.90:1
c. Cash ratio	Cash/Current Liabilities	N/A	12.98:1	36.28:1	13.71:1
d. Days in receivable	Receivable/Revenue * No. of days	N/A	N/A	N/A	N/A
e. Working capital ratio	(Current Assets/Current Liabilities)/Current Assets	1.00:1	1.00:1	1.00:1	1.00:1
f. Net working capital to sales ratio	Working Capital / Total Revenue	58094:1	42.83:1	354.61:1	38.37:1
g. Defensive Interval Ratio	360* (Quick Assets / Proj. Daily Operating Expense)	30486859.97:1	12359.93:1	12110612.64:1	15395.80:1
<i>Solvency Ratios</i>					
a. Long-term debt to equity ratio	Noncurrent Liabilities/Total Equity	0.00	0.00	0.00	0.00
b. Debt to equity ratio	Total Liabilities/Total Equity	0.00	0.00	0.00	0.01
c. Long term debt to total asset ratio	Noncurrent Liabilities/Total Assets	0.00	0.00	0.00	0.00
d. Total debt to asset ratio	Total Liabilities/Total Assets	0.00	0.00	0.00	0.01
Asset to equity ratio	Total Assets/Total Equity	1.00:1	1.00:1	1.00:1	1.00:1
Interest rate coverage ratio	Earning Before Income Tax/Interest Expense	-	-	-	-
<i>Profitability Ratio</i>					
a. Earnings before interest and taxes (EBIT) margin	EBIT/Revenue	42358.14%	-884.23%	763.00%	68.00%
b. Earnings before interest, taxes and depreciation and amortization □	EBITDA/Revenue	42358.14%	-884.23%	763.00%	68.00%
c. Pre-tax margin	EBIT/Revenue	42358.14%	-884.23%	763.00%	68.00%
d. Effective tax rate	Income Tax/EBIT	0.05%	-0.74%	2.62%	19.82%
e. Post-tax margin	Net Income After Tax/Revenue	423.38	-8.91	743.00%	54.00%
f. Return on equity	Net Income After Tax/Average Common Equity	0.73%	-18.97%	2.12%	2.84%
g. Return on asset	NIAT/Average Total Assets	0.73%	-18.90%	2.09%	2.83%
Capital intensity ratio	Total Assets/Revenue	58094.11	42.98	354.75	38.52
Dividend payout ratio	Dividends paid/Net Income	N/A	N/A	N/A	N/A

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

i. Percentage of Investment in a Single Enterprise to Net Asset Value

March 31, 2020 and December 31, 2019

	2020 Shareholders			2019 Shareholders		
	Investment (Market Value)	Net Asset Value	% over NAV	Investment (Market Value)	Net Asset Value	% over NAV
Equities						
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	50,113,817	50,811,433	98.63%	49,744,060.00	50,441,127.00	98.62%

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company

March 31, 2020 and December 31, 2019

	2020 Shareholders			2019 Shareholders		
	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee
Equities						
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	39,335,805	19,961,514,960	0.20%	39,335,805.00	19,999,999,042.00	0.20%

iii. Total Investment in Liquid or Semi-Liquid Assets to Total Assets

March 31, 2020 and December 31, 2019

	2020	2019
Total Liquid and Semi-Liquid Assets	50,811,433	50,460,886
TOTAL ASSETS	50,811,433	50,460,886
Total Investment in Liquid or Semi-Liquid Assets to Total Assets	100%	100%

iv. Total Operating Expenses to Total Net Worth

March 31, 2020 and December 31, 2019

	2020	2019
Total Operating Expenses	150	1,500
Average Daily Net Worth	50,811,433	50,441,127
Total Operating Expenses to Average Daily Net Worth	0.00%	0.00%

v. Total Assets to Total Borrowings

March 31, 2020 and December 31, 2019

	2020	2019
Total Assets	50,811,433	50,460,886
Total Borrowings	-	19,759
Total Assets to Total Borrowings	N/A	255382%

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

i. Percentage of Investment in a Single Enterprise to Net Asset Value

March 31, 2020 and December 31, 2019

	2020			2019		
	Unit Holders			Unit Holders		
	Investment (Market Value)	Net Asset Value	% over NAV	Investment (Market Value)	Net Asset Value	% over NAV
Treasury Notes (ISIN)						
PIBD1028C635	7,009,860	50,401,055	13.91%	18,785,850	60,119,499	31.25%
PIBD1029A644	16,290,605	50,401,055	32.32%	-	60,119,499	0.00%
Special Savings Deposit						
CTB	1,700,000.00	50,401,055	3.37%	2,700,000.00	60,119,499	4.49%
Equities						
Ayala Corporation	1,243,284	50,401,055	2.47%	2,215,110	60,119,499	3.68%
Aboitiz Equity Ventures Inc	914,979	50,401,055	1.82%	1,329,730	60,119,499	2.21%
Alliance Global Group Inc.	178,688	50,401,055	0.35%	326,480	60,119,499	0.54%
Ayala Land Inc.	2,262,886	50,401,055	4.49%	3,609,515	60,119,499	6.00%
Aboitiz Power Corporation	328,750	50,401,055	0.65%	465,120	60,119,499	0.77%
BDO Unibank Inc.	1,841,265	50,401,055	3.65%	3,046,240	60,119,499	5.07%
Bank of the Philippine Islands	1,222,404	50,401,055	2.43%	1,860,843	60,119,499	3.10%
DMCI Holdings Inc.	128,180	50,401,055	0.25%	230,028	60,119,499	0.38%
First Gen Corporation	166,650	50,401,055	0.33%	263,235	60,119,499	0.44%
Globe Telecom Inc.	501,800	50,401,055	1.00%	575,700	60,119,499	0.96%
International Container Terminal Services Inc.	685,746	50,401,055	1.36%	1,292,430	60,119,499	2.15%
Jollibee Foods Corporation	478,800	50,401,055	0.95%	1,017,360	60,119,499	1.69%
JG Summit Holdings Inc.	1,451,848	50,401,055	2.88%	2,321,384	60,119,499	3.86%
Metropolitan Bank & Trust Company	806,400	50,401,055	1.60%	1,429,428	60,119,499	2.38%
Megaworld Corporation	256,250	50,401,055	0.51%	411,025	60,119,499	0.68%
Metro Pacific Investments Corporation	287,980	50,401,055	0.57%	448,920	60,119,499	0.75%
Robinsons Land Corporation	283,444	50,401,055	0.56%	545,490	60,119,499	0.91%
Semirara Mining and Power Corporation	117,700	50,401,055	0.23%	226,600	60,119,499	0.38%
Security Bank Corporation	436,560	50,401,055	0.87%	848,250	60,119,499	1.41%
SM Investments Corporation	4,224,970	50,401,055	8.38%	5,903,380	60,119,499	9.82%
SM Prime Holdings Inc.	2,720,720	50,401,055	5.40%	3,805,840	60,119,499	6.33%
PLDT, INC.	903,200	50,401,055	1.79%	854,620	60,119,499	1.42%
Universal Robina Corporation	936,000	50,401,055	1.86%	1,376,050	60,119,499	2.29%
Manila Electric Company	483,750	50,401,055	0.96%	735,440	60,119,499	1.22%
San Miguel Corporation	322,995	50,401,055	0.64%	610,080	60,119,499	1.01%
Bloomberry Resorts Corporation	216,000	50,401,055	0.43%	407,930	60,119,499	0.68%
GT Capital Holdings Inc.	358,974	50,401,055	0.71%	780,934	60,119,499	1.30%
Puregold Price Club Inc.	331,695	50,401,055	0.66%	393,525	60,119,499	0.65%
LT Group, Inc.	215,800	50,401,055	0.43%	315,074	60,119,499	0.52%
Robinsons Retail Holdings, Inc.	262,200	50,401,055	0.52%	400,800	60,119,499	0.67%

ii. Total Investment of the Fund to the Outstanding Securities of an Investee Company

March 31, 2020 and December 31, 2019

	2020			2019		
	Unit Holders			Unit Holders		
	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee	Investment of the Fund	Outstanding Securities of an Investee Company	% over Investee
Treasury Notes (ISIN)						
PIBD1028C635	6,500,000	7,990,000,000	0.08%	17,000,000	7,990,000,000	0.21%
PIBD1029A644	14,500,000	40,000,000,000	0.04%	-	-	-
Special Savings Deposit						
CTB	1,700,000.00	**	-	2,700,000.00	**	-
Equities						
Ayala Corporation	2,660	625,920,412	0.00%	2,820	625,701,136	0.00%
Aboitiz Equity Ventures Inc	24,270	5,630,225,457	0.00%	25,820	5,632,792,557	0.00%
Alliance Global Group Inc.	25,600	9,818,634,579	0.00%	28,000	9,819,827,979	0.00%
Ayala Land Inc.	74,930	14,715,550,101	0.00%	79,330	14,719,962,101	0.00%
Aboitiz Power Corporation	12,500	7,358,604,307	0.00%	13,600	7,358,604,307	0.00%
BDO Unibank Inc.	17,790	4,382,729,413	0.00%	19,280	4,381,953,364	0.00%
Bank of the Philippine Islands	19,780	4,513,100,378	0.00%	21,170	4,507,071,644	0.00%
DMCI Holdings Inc.	34,000	13,277,470,000	0.00%	34,800	13,277,470,000	0.00%
First Gen Corporation	10,100	3,597,914,505	0.00%	10,900	3,603,224,505	0.00%
Globe Telecom Inc.	260	133,208,407	0.00%	285	133,208,407	0.00%
International Container Terminal Services Inc.	9,180	2,002,391,699	0.00%	10,050	2,000,647,076	0.00%
Jollibee Foods Corporation	4,500	1,107,176,748	0.00%	4,710	1,097,105,596	0.00%
JG Summit Holdings Inc.	27,760	7,162,841,657	0.00%	28,730	7,162,841,657	0.00%
Metropolitan Bank & Trust Company	20,160	4,497,415,555	0.00%	21,560	4,497,415,555	0.00%
Megaworld Corporation	102,500	32,181,275,872	0.00%	102,500	32,240,945,872	0.00%
Metro Pacific Investments Corporation	119,000	31,355,855,752	0.00%	129,000	31,569,338,752	0.00%
Robinsons Land Corporation	19,100	5,193,830,685	0.00%	19,800	5,193,830,685	0.00%
Semirara Mining and Power Corporation	10,700	4,250,547,620	0.00%	10,300	4,250,547,620	0.00%
Security Bank Corporation	4,080	753,538,887	0.00%	4,350	753,538,887	0.00%
SM Investments Corporation	5,165	1,204,582,867	0.00%	5,660	1,204,582,867	0.00%
SM Prime Holdings Inc.	95,800	28,879,231,694	0.00%	90,400	28,879,231,694	0.00%
PLDT, INC.	800	216,055,775	0.00%	865	216,055,775	0.00%
Universal Robina Corporation	9,000	2,204,161,868	0.00%	9,490	2,204,161,868	0.00%
Manila Electric Company	2,150	1,127,098,705	0.00%	2,320	1,127,098,705	0.00%
San Miguel Corporation	3,530	2,378,524,978	0.00%	3,720	2,378,524,978	0.00%
Bloomberry Resorts Corporation	36,000	10,976,121,252	0.00%	36,100	10,973,470,001	0.00%
GT Capital Holdings Inc.	882	215,284,587	0.00%	922	215,284,587	0.00%
Puregold Price Club Inc.	9,100	2,884,232,615	0.00%	9,900	2,884,232,615	0.00%
LT Group, Inc.	26,000	10,821,388,889	0.00%	26,300	10,821,388,889	0.00%
Robinsons Retail Holdings, Inc.	4,600	1,573,153,590	0.00%	5,010	1,576,489,360	0.00%

iii **Total Investment in Liquid or Semi-Liquid Assets to Total Assets**
March 31, 2020 and December 31, 2019

	2019	2019
Total Liquid and Semi-Liquid Assets	50,580,120	60,358,165
TOTAL ASSETS	50,580,120	60,358,165
Total Investment in Liquid or Semi-Liquid Assets to Total Assets	100%	100%

iv. **Total Operating Expenses to Total Net Worth**
March 31, 2020 and December 31, 2019

	2019	2019
Total Operating Expenses	368,304	1,411,355
Average Daily Net Worth	56,615,922	56,373,640
Total Operating Expenses to Average Daily Net Worth	0.65%	2.50%

v. **Total Assets to Total Borrowings**
March 31, 2020 and December 31, 2019

	2019	2019
Total Assets	50,580,120	60,358,165
Total Borrowings	179,065	238,666
Total Assets to Total Borrowings	28247%	25290%

The Company was incorporated on January 10, 2018 and started its commercial operations on January 28, 2019.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
 Schedule of Investments
 Financial assets at fair value through profit and loss

Name of Issuing Entity and Association of Each Issue	March 31, 2020			December 31, 2019	
	Number of Shares / Principal Amount of Bonds and Notes	Market Value	Aggregate Cost	Number of Shares / Principal Amount of Bonds and Notes	Market Value
Attributable to Shareholders:					
Equities					
SUN LIFE PROSPERITY MONEY MARKET FUND, INC	39,335,805	P 50,113,817	P 48,800,000	39,335,805	P 49,744,060

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.
Schedule of Investments
Financial assets at fair value through profit and loss

Name of Issuing Entity and Association of Each Issue	March 31, 2020			December 31, 2019	
	Number of Shares / Principal Amount of Bonds and Notes	Market Value	Aggregate Cost	Number of Shares / Principal Amount of Bonds and Notes	Market Value
Attributable to Unit Holders:					
Equities					
Ayala Corporation	2,660	P1,243,284	P2,253,010	2,820	P2,215,110
Aboitiz Equity Ventures Inc	24,270	914,979	1,398,677	25,820	1,329,730
Alliance Global Group Inc.	25,600	178,688	335,791	28,000	326,480
Ayala Land Inc.	74,930	2,262,886	3,155,540	79,330	3,609,515
Aboitiz Power Corporation	12,500	328,750	450,035	13,600	465,120
BDO Unibank Inc.	17,790	1,841,265	2,414,806	19,280	3,046,240
Bank of the Philippine Islands	19,780	1,222,404	1,692,366	21,170	1,860,843
DMCI Holdings Inc.	34,000	128,180	363,287	34,800	230,028
First Gen Corporation	10,100	166,650	205,748	10,900	263,235
Globe Telecom Inc.	260	501,800	544,431	285	575,700
International Container Terminal Services Inc.	9,180	685,746	1,000,351	10,050	1,292,430
Jollibee Foods Corporation	4,500	478,800	1,239,405	4,710	1,017,360
JG Summit Holdings Inc.	27,760	1,451,848	1,782,995	28,730	2,321,384
Metropolitan Bank & Trust Company	20,160	806,400	1,373,959	21,560	1,429,428
Megaworld Corporation	102,500	256,250	491,064	102,500	411,025
Metro Pacific Investments Corporation	119,000	287,980	538,245	129,000	448,920
Robinsons Land Corporation	19,100	283,444	425,973	19,800	545,490
Semirara Mining and Power Corporation	10,700	117,700	227,373	10,300	226,600
Security Bank Corporation	4,080	436,560	692,278	4,350	848,250
SM Investments Corporation	5,165	4,224,970	4,973,250	5,660	5,903,380
SM Prime Holdings Inc.	95,800	2,720,720	3,678,808	90,400	3,805,840
PLDT, INC.	800	903,200	1,024,206	865	854,620
Universal Robina Corporation	9,000	936,000	1,298,623	9,490	1,376,050
Manila Electric Company	2,150	483,750	747,355	2,320	735,440
San Miguel Corporation	3,530	322,995	546,150	3,720	610,080
Bloomberry Resorts Corporation	36,000	216,000	389,702	36,100	407,930
GT Capital Holdings Inc.	882	358,974	765,561	922	780,934
Puregold Price Club Inc.	9,100	331,695	395,272	9,900	393,525
LT Group, Inc.	26,000	215,800	368,521	26,300	315,074
Robinsons Retail Holdings, Inc.	4,600	262,200	376,520	5,010	400,800
	731,897	24,569,918	35,149,302	757,692	38,046,561
Treasury Bonds and Notes Issued by the Nat'l Government					
Treasury Notes -- Republic of the Philippines	21,000,000	23,300,465	-	17,000,000	18,785,850
	21,000,000	23,300,465	-	17,000,000	18,785,850
GRAND TOTAL	21,731,897	P47,870,383	P35,149,302	17,757,692	P56,832,411

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 50,401,051.31	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	0.8403	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

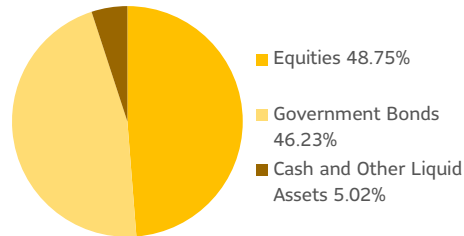
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

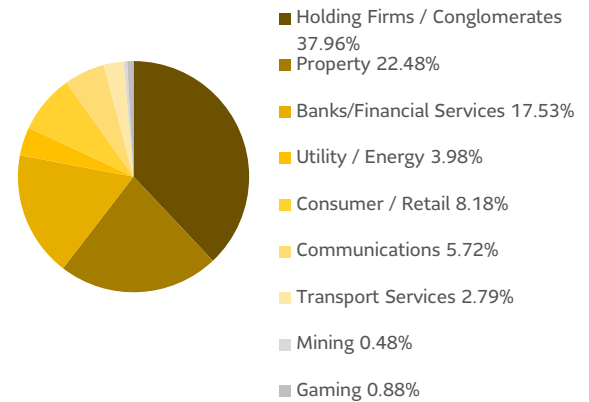
Top Equity Holdings

1. SM Investments Corporation, 8.38%
2. SM Prime Holdings Inc., 5.4%
3. Ayala Land Inc., 4.49%
4. BDO Unibank Inc., 3.65%
5. JG Summit Holdings Inc., 2.88%
6. Ayala Corporation, 2.47%
7. Bank of the Philippine Islands, 2.43%
8. Universal Robina Corporation, 1.86%
9. Aboitiz Equity Ventures Inc., 1.82%
10. PLDT, Inc., 1.79%

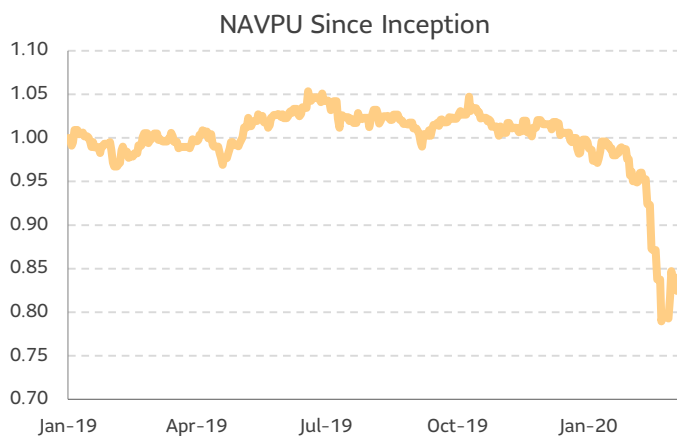
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
-15.97%	-17.27%	-16.40%	-	-

Market Review

- The PSEi fell 21.6% in March to 5,321.23 largely due to negative sentiment brought about by COVID-19.
- Market drivers: (1) COVID-19 (2) Implementation of Enhanced Community Quarantine in Luzon (3) the government passed the "Bayanihan to Heal as One Act" (4) net foreign selling of \$303m in March (5) 50 bps BSP policy rate cut (6) BSP cut reserve requirement by 200 bps to 12%.
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 56,771,675.95	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	0.9505	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

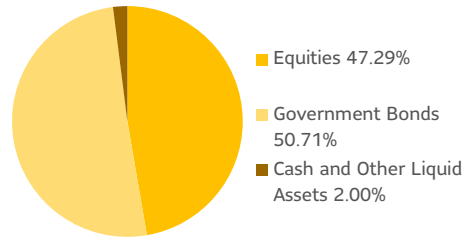
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

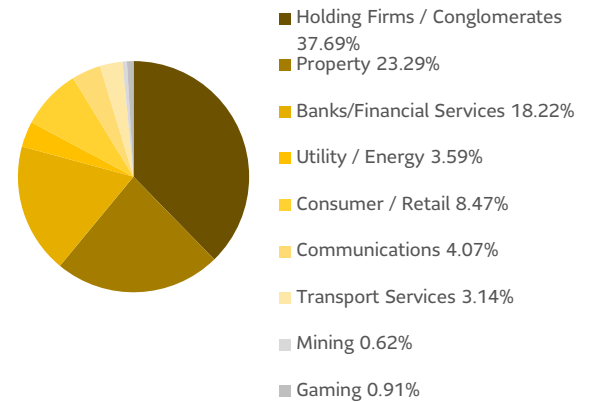
Top Equity Holdings

1. SM Investments Corporation, 7.75%
2. SM Prime Holdings Inc., 5.57%
3. Ayala Land Inc., 4.34%
4. BDO Unibank Inc., 3.77%
5. JG Summit Holdings Inc., 2.73%
6. Ayala Corporation, 2.63%
7. Bank of the Philippine Islands, 2.2%
8. Universal Robina Corporation, 1.88%
9. Metropolitan Bank & Trust Co., 1.7%
10. Aboitiz Equity Ventures Inc., 1.55%

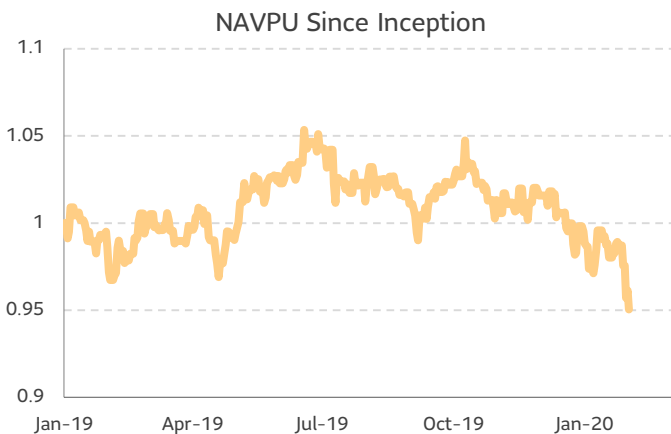
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
-4.95%	-6.42%	-2.19%	-	-

Market Review

- The PSEi fell 5.7% in February to 6,787.91 largely due to negative sentiment brought about by COVID-19.
- Market drivers: (1) COVID-19 (2) clampdown on POGOs (3) heightened regulatory risk (4) net foreign selling of \$179m in Feb. (5) 25 bps BSP policy rate cut
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

This document contains key information clients of Sun Life Prosperity Achiever Fund 2028 should know about. More information can be found in the Fund's prospectus. Ask a Sun Life Financial Advisor or contact Sun Life Asset Management Company, Inc., at 849-9888 or Phil-MF-Products@sunlife.com or visit www.sunlifefunds.com.

Launch Date	January 28, 2019	Minimum Holding Period	5 years	Minimum Subscription	PHP 1,000
Fund Size	PHP 57,827,531.45	Management and Distribution Fee	1.25%	Minimum Subsequent	PHP 1,000
Net Asset Value Per Share	0.9737	Transfer Agency Fee	0.15%	Fund Structure	Mutual Fund (Units)
Benchmark	50% PSEi + 45% Bloomberg Sovereign Bond Index + 5% 30-day SSA	Early Redemption Fee	Varies	Fund Classification	Multi-Asset Fund

What does the Fund invest in?

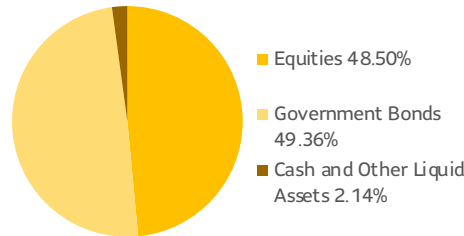
The Sun Life Prosperity Achiever Fund 2028 aims to generate long-term capital appreciation through a portfolio of equities, fixed income securities, and alternative financial instruments, adjusted accordingly as the target date of the Fund (Year 2028) approaches.

The Fund is suitable for investors with a **balanced risk profile** and long-term investment horizon. This is for investors who aim to prepare for a future need or milestone life event by Year 2028 (e.g. car, funds for business, child's education, retirement).

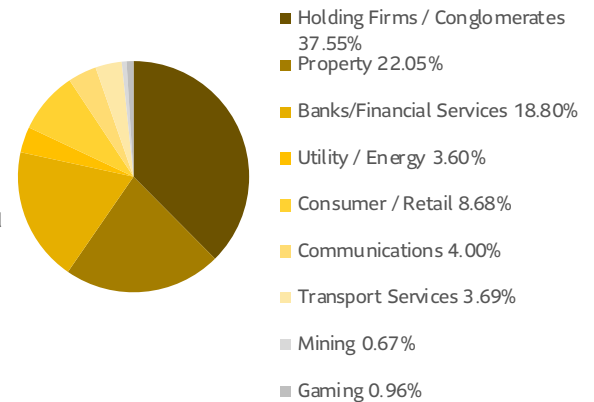
Top Equity Holdings

1. SM Investments Corporation, 7.58%
2. SM Prime Holdings Inc., 4.85%
3. Ayala Land Inc., 4.55%
4. BDO Unibank Inc., 3.94%
5. Ayala Corporation, 2.83%
6. JG Summit Holdings Inc., 2.78%
7. Bank of the Philippine Islands, 2.41%
8. Universal Robina Corporation, 1.9%
9. International Container Terminal Services Inc., 1.79%
10. Aboitiz Equity Ventures Inc., 1.76%

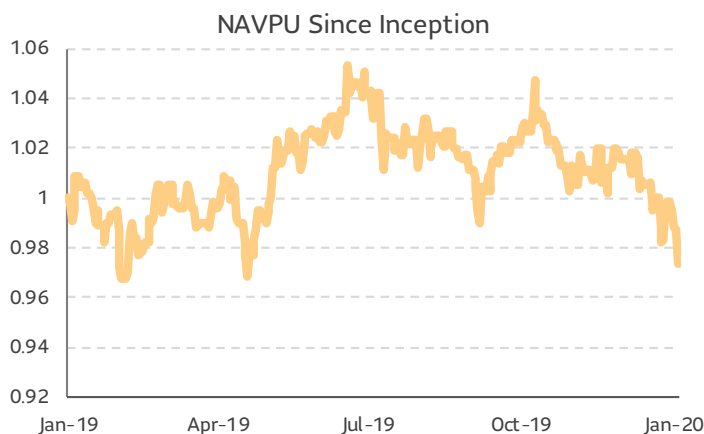
Investment Mix



Sector Allocation



How has the Fund performed?



CUMULATIVE PERFORMANCE

Since Inception	YTD	1-Year	3-Year	5-Year
-2.63%	-4.14%	-2.13%	-	-

Market Review

- The PSEi fell 7.9% in January to 7,200.79 as risk-off sentiment prevailed due to heightened regulatory risk, and potential economic effects of the COVID-19.
- Market drivers: (1) January inflation jumped to 2.9% (2) 2019 GDP at 5.9% (3) heightened regulatory risk (4) net foreign selling of \$164m in January.
- The Fund is a mix of equities and cash/fixed income securities and follows the composition and performance of the equity and fixed income benchmarks.

Certification

I, Candy S. Esteban is a duly authorized representative of Sun Life Prosperity Achiever Fund 2028, Inc. with SEC registration number CS201739631 with principal office at Sun Life Center, 5th Ave. Cor. Rizal Drive Bonifacio Global City, Taguig City, do hereby certify and state that:

- 1) The Sun Life Prosperity Achiever Fund 2028, Inc. will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through Corporate Governance and Finance Department (CGFD) issued on 30 March 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
- 2) The information contained in Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-LC_14April2020 is **true and correct** to the best of my knowledge.
- 3) On behalf of Sun Life Prosperity Achiever Fund 2028, Inc., I hereby **undertake** to a) submit hard or physical copies of Sun Life Prosperity Achiever Fund 2028, Inc._SEC Form 17-LC_14April2020 with proper notarization and certification, b) pay the filing fees (where applicable) c) pay the penalties due (where applicable) d) other impositions (where applicable), within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
- 4) I am fully aware that non-submission of hard/physical copies of reports as well as certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
- 5) I am executing this certification on 14 April 2020 to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.



CANDY S. ESTEBAN

Treasurer
Driver's License N02-95-277891

COVER SHEET

CS201739631

S.E.C. Registration Number

S	U	N		L	I	F	E		P	R	O	S	P	E	R	I	T	Y		A	C	H	I	E	V	E	R		
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B	O	N	I	F	A	C	I	O		T	A	G	U	I	G		C	I	T	Y									

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

Merobhe T. Esmele

Contact Person

8555-8888

Company Telephone Number

1	2
Month	Day

Fiscal Year

SEC FORM 17-LC

FORM TYPE

Month	Day

Annual Meeting

Mutual Fund Company

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-LC
(COVID 19)
NOTIFICATION OF INABILITY TO FILE
SEC FORM 17-A OR 17-Q

Check One:

SEC Form 17-A SEC Form 17-Q

Period/Ended Date of required filing 17-A December 31, 2019 and 17-Q March 31, 2020

Date of this report April 14, 2020

Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.

1. SEC Identification Number CS201739631 2. BIR Tax Identification No. 009-942-771-00000

3. Sun Life Prosperity Achiever Fund 2028, Inc.
Exact name of issuer as specified in its charter

4. Bonifacio Global City, Taguig City
Province, country or other jurisdiction of incorporation

5. Industry Classification Code: (SEC Use Only)

6. 8F Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
Address of principal office Postal Code

7. (02) – 85558888
Issuer's telephone number, including area code

8. N. A.
Former name, former address, and former fiscal year, if changed since last report.

9. Are any of the issuer's securities listed on a Stock Exchange?

Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

PART I - REPRESENTATIONS

If the subject report could not be filed **due to COVID19** and the issuer seeks relief from SRC Rule 17-1, the following should be completed. (Check box if appropriate)

(a) The operation of the Company is. Domestic Only Domestic and Foreign

(b) The subject annual report on SEC Form 17-A and/or the subject quarterly report on SEC Form 17-Q will be filed within the period prescribed in SEC MC 5, series of 2020 or in any amendment thereto.¹

PART II- OTHER INFORMATION

(a) Name, address and telephone number, including area code, and position/title of person to contact in regard to this notification

Candy S. Esteban
Treasurer
Sun Life Centre 5th Avenue cor Rizal Drive Bonifacio Global City, Taguig City 1634
8555-8888

(b) Have all other periodic reports required under Section 17 of the Code and under Sections 25 and 177 of the Revised Corporation Code, during the preceding 12 months, or for such shorter period that the issuer was required to file such report(s), been filed? If the answer is no, identify the report(s).

Yes No Reports:.....

(c) The indicative date the company would convene the Annual Stockholders' Meeting: July 22, 2020.
Please provide reason if company could not provide an indicative date.

SIGNATURE

Pursuant to the requirements of the SRC Rule 17-1, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Life Prosperity Achiever Fund 2028, Inc.
Registrant's full name as contained in charter



CANDY S. ESTEBAN
Treasurer

Date: April 14, 2020

¹ For PLC with domestic operation only, the filing of 17_A or 17-Q is extended until 30 June 2020. For PLC with foreign operation, the filing of said reports is extended until 30 June 2020 or 60 days from that date of lifting of travel restrictions/ban by the concerned government authorities, whichever comes later.