



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC Complex,
Pasay City, Metro Manila



COMPANY REG. NO.: 2022060055690-14

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By Laws of:

Sun Life Prosperity World Income Fund, Inc.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and the Foreign Investments Act of 1991 (Republic Act No. 7042, as amended), approved on June 13, 1991, and copies of said Articles of Incorporation and By Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to, shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission; nor to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company, and time shares/club shares/membership certificate issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute a permit to undertake activities for which other government agencies require a license or permit.

This Certificate DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT-TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila, Philippines, this day of 13 June Two Thousand Twenty Two.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department

*This is a computer-generated certificate,
signature is not required.*

For SEC use only
K643 (PSIC as reserved)
Stock Corporation
Regular

DOCUMENTARY STAMP TAX PAID

SEC Reportorial and Monitoring Requirements for Domestic Corporations

DOCUMENT	FILING PERIOD
<p>General Information Sheet (GIS)</p> <p>The GIS should be certified and sworn to by the corporate secretary.</p>	<p>Within 30 calendar days from the date of the actual annual stockholders' or members' meeting:</p> <p>If unable to hold stockholders' or members' meeting for the calendar year not later than January 30 of the next calendar year</p> <p>All changes arising between annual meetings and those affecting information stated in the GIS shall be reflected in an amended GIS labeled as such and the changes clearly highlighted; the amended GIS shall be submitted within 30 calendar days after the occurrence or effectivity of such change.</p>
<p>Financial Statements (FS) stamped "received" by the Bureau of Internal Revenue</p> <p>Except as otherwise provided in Revised Corporation Code of the Philippines or in the rules issued by the Commission, every corporation, domestic or foreign, doing business in the Philippines shall submit to the Commission: (a) Annual financial statements audited by an independent certified public accountant; Provided, That if the total assets or total liabilities of the corporation are less than Six hundred thousand pesos (P600,000.00), the financial statements shall be certified under oath by the corporation's treasurer or chief financial officer</p> <p>Reference: SEC. 177. Reportorial Requirements of Corporations</p>	<p>Within 120 calendar days after the end of the fiscal year as specified in the By-laws</p>
<p>The FS of the domestic corporations, except banks and insurance companies, with annual gross sales or gross revenues of at least Php 5,000,000.00 shall also be submitted in electronic format (i.e. on diskettes or compact disk)</p>	<p>Within 30 days from the last day of submission of the FS</p>
<p>Stock and Transfer Book (for stock corporation) or Membership Book (for non-stock corporation)</p>	<p>Within 30 days from the date of the issuance of the Certificate of Incorporation</p>



June 14, 2022

NICOLE STEPHANIE ABENA WEE
8TH FLOOR BONIFACIO GLOBAL CITY SUN LIFE CENTRE 5TH AVE. CORNER
RIZAL DRIVE Fort Bonifacio,
TAGUIG CITY, NCR, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1634
Nicole.wee@nmgra-law.com

Gentlemen:

This refers to the approved registration application of **SUN LIFE PROSPERITY WORLD INCOME FUND, INC.** which is now subject to post evaluation procedure as agreed upon in the Terms of Use of the **ELECTRONIC SIMPLIFIED PROCESSING OF APPLICATION FOR REGISTRATION OF COMPANY (SEC-ESPARC).**

Please be informed that after evaluation of the said application and its supporting documents by the selected SEC Processing Office, said approved registration application shall be subject to **compliance**, in view of the following findings:

FOR CORRECTION OF THE TIN OF THE TREASURER AS PROVIDED IN THE SUBMITTED ARTICLES OF INCORPORATION.

Accordingly, NOTICE is hereby given to the subject corporation to comply, amend, correct, or rectify the abovementioned deficiencies/findings within 90 days from the date of this Notice.

The corporation is directed to submit the compliance requirements and this Notice to the Receiving Section of the selected SEC Processing Office, and/or appear for conference with the post audit processor, if Clarificatory Conference is likewise suggested above.

Failure of the subject corporation, through its Incorporators/Directors/Stockholders/Representative, to comply the above stated requirements within the stated prescribed period may compel the Commission to issue order of Cancellation, Revocation or Suspension, in accordance with existing rules and regulations.

Very truly yours,

GERARDO F. DEL ROSARIO
Director

*This is a computer generated certificate,
signature is not required.*

6/14
STEWART
① Mailed compliance
Newking.
② Mailed compliance



**REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION**
Ground Floor, Secretariat Building, PICC Complex,
Pasay City, Metro Manila

Gentlemen:

Please be informed that upon the approval of the application in the Electronic Simplified Processing of Application for Registration of Company (ESPARC) this Commission does not automatically generate the **BIR Corporate Tax Identification Number (Corporate TIN)** and the **PAG-IBIG, PHILHEALTH** and **SSS Employer Registration Number (ERN)**.

However, you may login to the **Central Business Portal (CBP)** link shown on the notification sent to the email you provided in the ESPARC.

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

REGISTRATION - ESPARC

COMPANY NAME

Sun Life Prosperity World Income Fund, Inc.

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

8TH FLOOR SUN LIFE CENTRE 5TH AVE. CORNER RIZAL DRIVE BONIFACIO GLOBAL CITY FORT BONIFACIO , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1634

COMPANY INFORMATION

Industry Code

Industry Description

K643 **Trusts, funds and other financial vehicles**

Company's Email

Company's Telephone Number/s

Company's Mobile Number

Nicole.wee@nmgra-law.com **09178961040**

CONTACT PERSON INFORMATION

Name of Contact

Email Address

Telephone Number/s

Mobile Number/s

NICOLE STEPHANIE ABENA WEE **Nicole.wee@nmgra-law.com** **09178961040**

To be accomplished by CRMD Personnel

Assigned

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division:

Forwarded to:

- Corporate and Partnership Registration
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit



JUN 13 2022

RECEIVED
Time:

ARTICLES OF INCORPORATION

OF

Sun Life Prosperity World Income Fund, Inc.

Know All Men By These Presents:

The undersigned incorporators, all of legal age, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

Sun Life Prosperity World Income Fund, Inc.

SECOND: A. That the purposes for which the Corporation is organized are as follows:

PRIMARY PURPOSE:

The primary purpose of this Corporation is to issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, and other investment assets allowed under the Investment Company Act, and its Implementing Rules and Regulations, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents of ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

SECONDARY PURPOSES:

The secondary purposes of the Corporation are:

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to consent to the reorganization, merger, or consolidation of any company or to consent to the sale or lease of all or substantially all of

the property and assets of a company to any other company; (iii) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (iv) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (v) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vi) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right;

2. To issue, sell and dispose of, or redeem, acquire and hold or re-issue or cancel, as the Board of Directors may determine, the shares of its own capital stock in such amounts, on such terms and conditions, for such purpose and for such prices as now or hereafter may be permitted by the laws of the Philippines, by these Articles of Incorporation and the By-Laws of the Corporation;

3. To employ or invest its funds from time to time by deposit in any bank or trust company in good standing or in loans or in such other forms of investment pursuant to its investments policies as well as to the applicable laws and regulations;

4. To acquire or obtain from any government authority, national, municipal or otherwise, or any corporation, company, entity or person, such franchises, licenses, rights, privileges, or concessions which may be conducive to the attainment of any of the objects and purposes of the corporation.

5. To apply for, register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and processes used in its products.

6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue, pursuant to law, shares of the capital stock, debentures, bonds, warrants, notes, or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business.

7. To deal in and with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the Corporation, and to sell, transfer, or dispose of the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

8. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines.

9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by

reference to or inference from any other clause or any other part of the same clause shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the Revised Corporation Code and other statutes of the Republic of the Philippines.

THIRD: That the place where the principal office of the Corporation is at 8th Floor Sun Life Centre, 5th Ave. corner Rizal Drive, Bonifacio Global City, Taguig City 1634, Philippines.

The Corporation may set up offices, branches or agencies elsewhere in the Philippines or abroad whenever warranted by the exigencies of its business.

FOURTH: That the Corporation shall have perpetual existence.

FIFTH: That the names, nationalities, and residences of the incorporators are:

Name	Nationality	Residence (Complete Address)
Benedicto C. Sison	Filipino	Unit 2606 Aria Residences Tower 2, Fort Bonifacio, Taguig City
Valerie N. Pama	Filipino	157 Fernando St. Paseo de Roxas Magallanes, Makati City
Gerald L. Bautista	Filipino	103 Yantok St., Ayala Alabang Village, Muntinlupa City
Aleli Angela G. Quirino	Filipino	404 Guevarra Avenue, San Juan, Metro Manila
Oscar S. Reyes	Filipino	Unit 6 Kasiyahan Homes, 58 McKinley Rd., Forbes Park, Makati City
Teresita J. Herbosa	Filipino	8 Abelardo Street, San Lorenzo Village, Makati City

SIXTH: That the number of directors of the Corporation shall be six (6); and the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Residence (Complete Address)
Benedicto C. Sison	Filipino	Unit 2606 Aria Residences Tower 2, Fort Bonifacio, Taguig City
Valerie N. Pama	Filipino	157 Fernando St. Paseo de Roxas Magallanes, Makati City
Gerald L. Bautista	Filipino	103 Yantok St., Ayala Alabang Village, Muntinlupa City
Aleli Angela G. Quirino	Filipino	404 Guevarra Avenue, San Juan, Metro Manila
Oscar S. Reyes	Filipino	Unit 6 Kasiyahan Homes, 58 McKinley Rd., Forbes Park, Makati City
Teresita J. Herbosa	Filipino	8 Abelardo Street, San Lorenzo Village, Makati City

SEVENTH: That the authorized capital stock of the Corporation is ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00) in lawful money of the Philippines, divided into ONE HUNDRED FIFTY MILLION (150,000,000) common shares with a par value of ONE CENTAVO (P0.01) per share.

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed (in Philippine Peso)
Sun Life Asset Management Company, Inc.	Dutch	Common	99,999,994	P 999,999.94
Benedicto C. Sison	Filipino	Common	1	P 0.01
Valerie N. Pama	Filipino	Common	1	P 0.01
Gerald L. Bautista	Filipino	Common	1	P 0.01
Aleli Angela G. Quirino	Filipino	Common	1	P 0.01
Oscar S. Reyes	Filipino	Common	1	P 0.01
Teresita J. Herbosa	Filipino	Common	1	P 0.01
TOTAL:			100,000,000	P 1,000,000.00

Name	Share Type	Mode of Payment	Amount Paid (in Philippine Peso)	Additional Paid-In Capital (in Philippine Peso)
Sun Life Asset Management Company, Inc.	Common	Cash	P 999,999.94	P 14,000,000.00
Benedicto C. Sison	Common		P 0.01	
Valerie N. Pama	Common		P 0.01	
Gerald L. Bautista	Common		P 0.01	
Aleli Angela G. Quirino	Common		P 0.01	
Oscar S. Reyes	Common		P 0.01	
Teresita J. Herbosa	Common		P 0.01	
TOTAL:			P1,000,000.00	P 14,000,000.00

FEATURES OF THE SHARES:

Common - Voting - with Par Value - Redeemable

The pre-emptive right of all stockholders to all issues or disposition of shares in proportion to their respective shareholdings shall be denied.






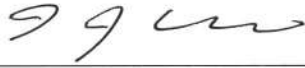


NINTH: That SHERWIN S. SAMPANG has been elected by the subscribers as Treasurer of the Corporation to act as such until the successor is duly elected and qualified in accordance with the by-laws; and that as Treasurer, he has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers, and he certifies the information set forth in Articles SEVENTH and EIGHTH above, and that the paid-up portion of the subscription in cash for the benefit and credit of the Corporation has been duly received.

TENTH: That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of Corporation and this restriction shall be indicated in the stock certificates issued by the Corporation.

ELEVENTH: That the incorporators undertake to change the name of the corporation immediately upon receipt of notice from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of such name, that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, good customs or public policy.

[Signature page follows]

IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation
this **JUN 07 2022** at **MAKATI CITY** City, Philippines.

Name	TIN/Passport	Signature
Benedicto C. Sison <i>Incorporator</i>	TIN: 304-968-236	
Valerie N. Pama <i>Incorporator</i>	TIN: 106-906-963	
Gerald L. Bautista <i>Incorporator</i>	TIN: 208-418-394	
Aleli Angela G. Quirino <i>Incorporator</i>	TIN: 125-673-223	
Oscar S. Reyes <i>Incorporator</i>	TIN: 136-623-569	
Teresita J. Herbosa <i>Incorporator</i>	TIN: 125-673-135	
Sherwin S. Sampang <i>Treasurer</i>	TIN: 21 -922-158 	

ACKNOWLEDGMENT

Republic of the Philippines }
MAKATI CITY } S.S.

Before me, a Notary Public for and in the City of MAKATI CITY, Philippines, this ___ day of JUN 07 2022, personally appeared the following persons, personally known to me (or proved to me on the basis of competent evidence of identity) to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free and voluntary act and deed as well as that of the corporations named herein, to wit:

NAME	COMPETENT EVIDENCE OF IDENTITY (with date and place of issuance)
Benedicto C. Sison	Philippine Passport No. P8268568B 24 November 2021 / DFA Manila
Valerie N. Pama	Philippine Passport No. P7158454B 08 July 2021 / DFA Manila
Gerald L. Bautista	Philippine Passport No. P3872620A 05 August 2017 / DFA NCR South
Aleli Angela G. Quirino	Philippine Passport No. P6899837B 02 June 2021 / DFA Manila
Oscar S. Reyes	Philippine Passport No. P5302920A 11 December 2017 / DFA NCR East
Teresita J. Herbosa	Philippine Passport No. P8920078A 27 September 2018 / DFA Manila
Sherwin S. Sampang	Philippine Passport: P9427178A 06 November 2018 / DFA-NCR East

This instrument refers to the Articles of Incorporation of Sun Life Prosperity World Income Fund, Inc. consisting of seven (7) pages including this page where the acknowledgment is written, and signed by the parties and their instrumental witnesses on the signature page and on each and every other page hereof.

WITNESS MY HAND AND NOTARIAL SEAL on the date and in the place above written.


NOTARY PUBLIC

Doc. No. 422;
Page No. 86;
Book No. V;
Series of 2022.

ERIKA PAOLA M. MIGRIÑO
Notary Public from Makati City
Appointment No. M-129 (2021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1277
Roll of Attorneys No. 65997
MCLF Comp. No. VI-0008808, 05/25/2018
Lifetime IBP No. 1041090, 05/24/2016; RSM
PTR No. 8852798MJ, 01/04/2022; Makati City
Extended until June 30, 2022, Per B.M. No. 3795

BY - LAWS

OF

Sun Life Prosperity World Income Fund, Inc.

ARTICLE I

STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. - The annual meeting of the stockholders shall be held at the principal office of the Corporation every second Wednesday of July of each year or on such other date as the board of directors may determine, unless such day is a legal holiday, in which case it shall be held on the next business day following.

SECTION 2. Special Meetings. - Special meetings of the stockholders may be called by the President of the Corporation, or by order of a majority of the board of directors, or upon the written request of a stockholder, whenever such is deemed necessary; and it shall be the duty of the President and/or of the board to order and call such special meetings whenever the holders of record of not less than ten (10%) per centum of the outstanding capital stock of the Corporation with voting privileges shall in writing so request.

SECTION 3. Notices. - (a) Notice of the time and place of the annual or special meetings of the stockholders shall be given either personally, by mail - whether by physical or electronic transmission, or by such other means of communication as may be allowed by law or regulations, and addressed to each stockholder of record entitled to vote at the meeting at the address reflected in the records of the Corporation at least twenty-one (21) days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting and no other business shall be acted upon at such meeting except by at least a majority of all the stockholders of the Corporation entitled to vote present or represented at such meeting. Each notice of meeting shall further be accompanied by (i) the agenda for the meeting, (ii) proxy form, (iii) requirements and procedures to be followed when a stockholder elects to attend, participate and vote through remote communication or *in absentia*, (iv) when the meeting is for the election of directors, the requirements and procedures for nomination and election, and (v) other pertinent information required under applicable rules and regulations.

(b) Notices by electronic transmission or other means of communication shall be valid if sent to the address at which the stockholder has consented to receive notice. The stockholder shall inform the Corporation in writing if he wishes to revoke the consent to receive notices by electronic transmission or change the address to which the notices are sent.

(c) Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of applicable law or regulations.

(d) In case of postponement of the regular or special meetings, written notice thereof and the reason therefor shall be sent to all stockholders of record at least two (2) weeks prior to the date of the meeting, as originally scheduled.

SECTION 4. Quorum. - A quorum for any meeting of the stockholders shall consist of ten percent (10%) of the voting stock of the Corporation, provided that all the corporate actions of the Corporation shall be in accordance with the mandatory voting requirements of the Revised Corporation Code of the Philippines.

Stockholders who cannot physically attend can participate through remote communication such as video conferencing, teleconferencing, and other alternative modes of communication. A stockholder who participates through remote communication or *in absentia* shall be deemed present for purposes of quorum.

SECTION 5. Order of business. - Unless otherwise provided elsewhere, the order of business at the annual meeting of the stockholders shall be as follows:

- (1) Presentation of Proof of the required notice of the meeting;
- (2) Proof of the presence of a quorum;
- (3) Reading and disposition of any unapproved minutes;
- (4) Review of Operations/Fund Performance;
- (5) Unfinished businesses;
- (6) New business;
- (7) Election of directors for the ensuing year;
- (8) Appointment of external auditor; and
- (9) Other matters

SECTION 6. Voting. - At every stockholders' meeting, every stockholder entitled to vote shall be entitled to one vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote, at his option, in accordance with the provisions of the law or regulations. Every stockholder entitled to vote may vote personally, by proxy, or through remote communication or *in absentia*. The instrument authorizing a proxy to act shall be exhibited to the secretary of the Corporation and shall be lodged with the said secretary if so required. The proxy instrument shall have the same legal effect or validity, regardless of whether it is accomplished, transmitted, recorded, processed, or stored as a physical or electronic document.

In the election of members of the board, the six (6) nominees receiving the highest number of votes shall be declared elected.

ARTICLE II

DIRECTORS

SECTION 1. Board of Directors. - Unless otherwise provided in the law, the corporate powers of the Corporation are exercised, its business conducted and its properties controlled and held, by a board of directors consisting of six (6) members elected from among the stockholders of the Corporation, said members so elected to hold their office for one year and until their successors are elected annually by the stockholders during their annual meeting or adjournment thereof, or at any special meeting called for the purpose.

The Board of Directors shall be composed of a combination of Executive and Non-executive Directors (which include Independent Directors). At least fifty percent (50%) of the Board of Directors shall be Independent Directors.

After their election, the members of the board of directors shall elect from among themselves a Chairman of the board and a President. They shall also elect a Treasurer, a Compliance Officer, and a Secretary who need not be a member of the board.

A member of the board may be removed from office in accordance with the provisions of applicable laws.

SECTION 2. Meetings. - The board shall hold meetings when necessary, upon call of the Chairman of the board or upon request of at least three (3) of its members. Notice of the meeting shall be mailed to each director at his last known address, or delivered to him personally, or left at his office, or transmitted by fax, telephone or electronically not less than two (2) days prior to the meeting and in the case of members of the board residing abroad, notice of the meeting shall be given by fax or e-mail. The notice shall specify the date, hour, and place of the meeting.

SECTION 3. Quorum and Voting. - A majority of the members of the board shall constitute a quorum at any meeting for the transaction of corporate business, and every decision of a majority of the quorum duly assembled as a board shall be valid as a corporate act, unless otherwise provided in these by-laws.

Directors who cannot physically attend meetings can participate and vote through remote communication such as video conferencing, teleconferencing, and other alternative modes of communication that allow them reasonable opportunities to participate. A director who participates through remote communication shall be deemed present for purposes of attaining quorum. A director participating in a meeting via remote communication may cast his/her vote through electronic mail, messaging service or such other manner as may be provided in the internal procedures of the Corporation. The vote shall be sent to the Chairman or Presiding Officer and the Secretary for notation.

SECTION 4. Compensation. - For each attendance at any meeting of the board, a member of the board is entitled to a fee in such amount as may be determined by the board, which shall take the industry practice into consideration. In no case shall the total yearly compensation of directors exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year. Directors shall not participate in the determination of their own per diems or compensation.

SECTION 5. Vacancy. - In case any vacancy or vacancies occur on the board during the period between two annual meetings of stockholders, due to the death, resignation or other causes other than by removal or by expiration of term, the remaining members of the board, if still constituting a quorum, may fill said vacancy or vacancies by electing from among the stockholders, and the stockholder or stockholders so elected shall act as member or members of said board until the election of a new board of directors.

ARTICLE III

EXECUTIVE OFFICERS

SECTION 1. Executive Officers. - The executive officers of the Corporation shall include a President, who should be a member of the board of directors, a Treasurer, a Compliance Officer, and a Secretary, all of whom shall be elected by the board.

SECTION 2. Election; vacancy. - Officers shall be elected by each new board of directors at the first meeting after its election. Every officer, including the President, shall be subject to removal at any time by the board of directors. All officers shall hold office for one year and until their successors are duly elected and qualified; provided, that any officer elected to fill any vacancy shall hold office only for the unexpired term of such officer.

SECTION 3. President. - The President is the Chief Executive Officer of the Corporation. In addition to such duties as may be delegated to him by the board of directors, he shall have general supervision of the business affairs and property of the Corporation, and over its several officers and employees. The President shall submit to the board as soon as possible at each annual meeting, a complete report of the operations of the Corporation for the preceding year, and the state of its affairs, and he shall, from time to time, report to the board, all matters within his knowledge which the interests of the Corporation may require to be brought to its notice. He shall do and perform such other duties as from time to time may be assigned to him by the board of directors.

SECTION 4. Secretary. - The Secretary has the duty to prepare and keep the minutes of all meetings of the stockholders and the board. He shall also perform such other duties as the board of directors may from time to time direct. He shall keep in safe custody the seal of the Corporation, and when authorized by the board of directors, he shall affix such seal to any instrument requiring the same. The corporate seal of the Corporation so affixed shall always be attested by him. He shall have charge of the stock certificate book and such other books and papers of the Corporation. He shall attend to the giving and serving of all notices required by the law or by the by-laws.

An Assistant Secretary may also be appointed by the board of directors, to perform the functions and responsibilities of the Secretary, in the absence of the latter, subject always to the control and supervision of the Secretary.

SECTION 5. Treasurer. - The Treasurer shall have charge of the funds, securities, receipts, and disbursements of the Corporation. He shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in such banks or trust companies as the board of directors may designate. He shall render to the President or to the board of directors whenever required an account of the financial condition of the Corporation, and of all transactions made by him as Treasurer. He shall keep correct books of account of all the business transactions of the Corporation. All checks paid out or indorsed by the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 6. Compliance Officer - The Compliance Officer shall not be a member of the board and should annually attend a training on corporate governance. He shall ensure adherence to corporate principles and best practices. He shall monitor, review, evaluate, and ensure the compliance by the Corporation, its officers and directors with relevant laws, the Corporation's Manual of Corporate Governance, rules and regulations, and all governance

issuances of the concerned regulatory agencies. He shall report to the board of directors if violations are found and recommend the imposition of appropriate disciplinary action. He shall ensure the integrity and accuracy of all documentary and electronic submission as may be allowed under rules and regulations of the Securities and Exchange Commission ("SEC"). He shall appear before the SEC when summoned in relation to compliance with the Corporation's Manual of Corporate Governance, and other relevant rules and regulations. He shall collaborate with other departments within the Corporation to properly address compliance issues, which may be subject to investigation. He shall identify possible areas of compliance issues and work towards the resolution of the same. He shall ensure the attendance of board members and key officers to relevant trainings. He shall have periodic meetings with the Non-Executive Directors without any executive directors present to ensure that proper checks and balances are in place within the Corporation, such meetings to be held by the Lead Independent Director, if applicable. He shall perform such other duties and responsibilities as may be reasonably required by the board and as provided under applicable rules and regulations of the SEC. He shall identify and monitor compliance with the rules and regulations of the concerned regulatory agencies, and take appropriate corrective measures to address all regulatory issues and concerns. And, he shall release the Board Effectiveness Questionnaire at least annually.

ARTICLE IV

COMMITTEES

SECTION 1. Committees. - The board of directors may, by resolution or resolutions, designate one or more committees which, to the extent provided in said resolution or resolutions or in these by-laws, shall have and may exercise any of the powers of the board of directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such names or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its proceedings and report the same to the board when required. The board of directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee members either with or without cause; *provided that*, in the case of committees required by pertinent laws and regulations, the exercise of such power of the board of directors shall be subject to the applicable law, rules and regulations.

ARTICLE V

LIABILITIES OF MEMBERS OF THE BOARD AND OFFICERS

SECTION 1. Liability. - No provision of these by-laws shall be construed to relieve any member of the board or officer from the responsibilities arising from their fiduciary duties to the Corporation, in accordance with law and these by-laws.

SECTION 2. Indemnity of Directors and Officers and Agents. - Subject to applicable provisions of the Investment Company Act, as such may be amended from time to time, and the regulations promulgated thereunder, and any other applicable law, each present and future director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of

his being or having been a director, officer or agent of the Corporation, except in relation to any actions, suits or proceedings in which he has been adjudged liable because of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the absence of an adjudication which expressly imposes on the director, officer or agent liability to the Corporation or its stockholders for willful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of his office, or in the event of a settlement, each director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of a majority of those members of the board of directors of the Corporation who are not involved in the action, suit or proceeding that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office, and provided further that if a majority of the members of the board of directors of the Corporation is involved in the action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees, and expenses which would have been reasonably incurred in the action, suit or proceeding had the action, suit or proceeding been litigated to conclusion. Such a determination by the board of directors, or by independent counsel, and the payment of amounts by the Corporation on the basis thereof shall not prevent a stockholder from challenging such indemnification by appropriate legal proceedings on the grounds that the person indemnified was liable to the Corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such officer, director or agent, provided, however, that nothing herein nor any provision of the Articles of Incorporation or by-laws of the Corporation shall be deemed to protect or indemnify any officer, director or agent of the Corporation against any liability to the Corporation or to security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE VI

CONTRACTS

SECTION 1. Management Contract. - (a) The board of directors, may, at any time and from time to time, contract for management services with such Corporation or firm as the board of directors may deem desirable, in a manner not to contravene the applicable laws and regulations. The management of the Corporation's investment portfolios shall be contracted out to an asset management Corporation subject to the investment policies as determined by the board of directors.

(b) Any management contract whereby, subject to the control of the board of directors of the Corporation, the investment portfolio of the Corporation shall be managed or supervised by the other party to such contract, shall provide, among other things, that such management contract shall be automatically terminated in the event it is assigned to such other party. Nothing herein contained, however, shall be construed to prevent the other party to a management contract, with the knowledge and consent of the board of directors of this Corporation from contracting in turn for investment counseling with respect to any or all of

the portfolio, subject to the applicable rules of the Investment Company Act, and any amendments thereto on Outsourcing/Delegation of Functions of the Fund Manager.

SECTION 2. Distribution Contract. - (a) The board of directors may, at any time and from time to time, contract with any or more than one corporation or firm, appointing it or them as the distributor(s) or underwriter(s) for the securities issued by the Corporation in a manner not to contravene the applicable laws and regulations. If deemed beneficial to the Corporation by the board of directors and subject to applicable laws and regulations, such distribution contract and the management contract referred to in Section 1 of this Article VI may be entered into with any one Corporation or firm. Any outsourcing or delegation of the fund distributor duties shall be subject to compliance with the requirements of the Implementing Rules and Regulations (IRR) of the Investment Company Act (ICA).

(b) Except where allowed by the applicable laws or regulations, the Corporation shall not issue or sell any of the shares of stock of the Corporation, before paying any taxes in connection with such issue or sale, less than the net asset value thereof determined and in effect at the time when the sale or contract of sale is made.

No shares of its stock shall be sold by the Corporation during any period [other than the usual periods of not in excess of three (3) days in connection with the usual holidays] when the Philippine Stock Exchange is closed.

ARTICLE VII

CERTIFICATES OF STOCK

SECTION 1. Issuance. - Certificates of Stock will be issued only for fully paid shares of stock. The certificates shall be issued in numerical order, each signed by the President or designated officer and countersigned by the Secretary. In case of inability or default of the Secretary, the Acting Secretary, if one has been appointed by the board and duly authorized, may countersign the certificates. Each certificate of stock issued shall be sealed with the corporate seal of the Corporation and the issuance thereof and the address of the stockholders recorded on each respective stub and in the corporate stock register.

SECTION 2. Transfer. - Transfer of shares of stock shall be made on the books of the Corporation only upon such surrender of issued certificates duly endorsed by the stockholder before two subscribing witnesses.

In the transfer of shares, the books of the Corporation shall show the names of the parties to the transaction, the date of the transfer, the number of the certificate and the number of shares transferred. No shares of stock against which the Corporation holds an unpaid claim shall be transferable on the books of the Corporation.

SECTION 3. Lost or Destroyed Certificates. - Lost or destroyed certificates may be replaced in accordance with the provisions of existing laws, particularly Section 72 of the Revised Corporation Code, as such may be amended from time to time. In case of loss or destruction of any certificate or certificates of stock, new certificate/s may be issued upon application thereof in writing filed with the Corporation by the registered owner of the share or shares covered thereby, or his duly authorized representative, supported by a sworn statement detailing the circumstances surrounding such loss or destruction. The Corporation,

through the board of directors, shall, from time to time, prescribe and fix the fees payable to the Corporation for the issuance of such new certificate/s. The delivery of a bond indemnifying the Corporation from any claim that may be made against it by reason of the issuance of such new certificate may also be required.

SECTION 4. Stock and Transfer Book. - The stock and transfer book of the Corporation shall be kept in its head office and shall be open during business hours to the inspection of any stockholder.

SECTION 5. Bookkeeping Arrangements. - The Corporation may establish procedures whereby it will not issue certificates of stock except upon specific request of a stockholder and whereby the Custodian referred to in Article XI or the transfer agent of the Corporation shall, periodically or upon the occasion of any change in the holdings of any stockholder, issue to each stockholder or to the stockholders affected by such change a written statement of his holdings at the time such statement is issued. The board of directors may authorize the execution of any agreement, contract or other document necessary or desirable in order to carry out the intent of this provision of the by-laws.

SECTION 6. Closing of Transfer Books. - The board of directors may, by resolution, direct that the stock and transfer books of the Corporation be closed at least sixty (60) days, before the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock, shall go into effect, as a record date for the determination of the stockholders entitled to notice, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid.

SECTION 7. Registered Stockholder. - The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to vote at stockholders' meetings and otherwise to exercise other rights or privileges of stockholders, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

SECTION 8. Scrips for Fractional Shares. - Whenever necessary or inevitable, the board of directors may arrange for the issuance of scrips representing fractional interests in shares of stock of the Corporation, which scrips may carry such rights to dividends and other rights (except voting rights) as the board of directors shall determine and as the applicable laws and regulations shall permit.

ARTICLE VIII

INVESTMENT POLICY

SECTION 1. Investment Objectives. - The Corporation will be classified under applicable laws and regulations as an open-end investment company. The investment

objectives of the Corporation are set forth in the prospectus which will subsequently be filed with and require approval by the Securities and Exchange Commission ("SEC"). The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such prospectus. Amendments thereto may be made pursuant to applicable laws and regulations, such as, but not limited to Section 14 and other applicable provisions of the Investment Company Act, its Implementing Rules and Regulations, and any amendments thereof.

SECTION 2. Restrictions. - Unless the SEC shall provide otherwise, the Corporation shall not:

- (a) Purchase any security on margin, except for investments in partly paid shares;
- (b) Participate on a joint and several basis in any trading account in securities;
- (c) Effect a short sale of any security;
- (d) Generate funds for promoting the private business or industry of an employee, officer, director, organizer, incorporator or stockholder of the Corporation;
- (e) Allow any employee, officer, director, organizer, incorporator or stockholder to buy real estate, personal property or any other property and sell the same to the Corporation at a price higher than the procurement cost, or sell any property of the Corporation, or any portion thereof, at a price below the market value thereof to any of the aforementioned persons.

The Corporation shall comply with such other restrictions prescribed under the Investment Company Act or any applicable laws or regulations.

ARTICLE IX

DETERMINATION OF THE NET ASSET VALUE

SECTION 1. Net Asset Value. - The net asset value of each share of the capital stock of the Corporation, as of the close of business on any day, shall be as defined in the prospectus to be filed with and approved by the Securities and Exchange Commission and in accordance with the relevant provisions of the Investment Company Act, its implementing rules and regulations, and amendments thereto. The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such prospectus. Amendments thereto may be made pursuant to applicable laws and regulations.

ARTICLE X

REDEMPTION OF SHARES

SECTION 1. Procedure for Redemption. - The Corporation agrees to purchase, and each holder of capital stock of the Corporation shall be entitled to require the Corporation to purchase, all or any part of the shares of capital stock standing in the name of such holder on the books of the Corporation, but only at the net asset value of such shares as of the effective

date of redemption, except when redemption is suspended or postponed in accordance with the relevant provisions of the Investment Company Act and/or its Implementing Rules and Regulations, or any amendments thereof. Any such demand for purchase shall be accompanied by any certificate which has been issued representing such shares.

SECTION 2. Payment on Redemption. - Payment for the shares purchased, as aforesaid, shall be made by the Corporation within seven (7) days after the date on which demand is so made. The board of directors, may, however, in its discretion, if it deems it advisable for the best interests of the Corporation and the stockholders as a whole, subject to applicable rules and regulations of the Securities and Exchange Commission, request the Securities and Exchange Commission to suspend the right to require the repurchase of shares as aforesaid or defer payment for the shares for all or part of any period when so allowed by applicable law or regulations, such as when: (1) Trading at the Philippine Stock Exchange is suspended and where eighty percent (80%) of the securities in the Corporation's portfolio is invested; (2) Eighty percent (80%) of the securities in the Corporation's portfolio, could not be traded or liquidated; or (3) Wherever necessary or appropriate in the public interest or for the protection of investors.

The period of suspension shall not be more than twenty-one (21) business days or as provided under applicable law or regulations, unless an extension is approved by the Securities and Exchange Commission, En Banc.

ARTICLE XI

CUSTODIAN AND AUDITORS

SECTION 1. Custodian. - All securities owned by the Corporation shall be held by a Custodian, which shall refer to an independent third-party entity duly authorized or accredited by the Bangko Sentral ng Pilipinas (BSP) or the Securities and Exchange Commission to engage in the business of custodial and/or safekeeping of investment assets of the investment company. It includes a universal bank or commercial bank with trust license, a non-bank entity with a trust license, a BSP-accredited custodian bank, and a registered securities depository. The Custodian shall be appointed from time to time by the board of directors, which shall fix its remuneration and the terms under which it shall act and hold in custody such securities. Upon the resignation or inability to serve of any such Custodian, the Corporation shall (a) use its best efforts to obtain a successor custodian, (b) require the securities of the Corporation held by the Custodian to be delivered to the successor custodian, and (c) in the event that no successor custodian can be found, submit to the stockholders of the Corporation, before permitting delivery of such securities to anyone other than a successor custodian, the question whether the Corporation shall function without a custodian; provided, however, that nothing herein contained shall prevent the termination at any time on not more than ninety days' notice of any agreement between the Corporation and any such Custodian by the board of directors of the Corporation or by the affirmative vote of the outstanding stock with voting powers of the Corporation. Upon its resignation or inability to serve, the Custodian may deliver any assets of the Corporation held by it to a qualified bank selected by it, such assets to be held subject to the terms of custody which governed such retiring custodian, pending action by the Corporation as set forth in this Section.

SECTION 2. Auxiliary Custodian. - In the event that the board of directors shall deem it necessary or desirable that any of the securities of the Corporation to be held outside of the Philippines to the extent permitted by applicable laws and regulations, or in cases where custody over the securities by the principal Custodian, may not be practicable, the board of directors may designate one or more auxiliary Custodians for such securities, subject to supervision by the principal Custodian, and in accordance with the relevant provisions of the Investment Company Act, its Implementing Rules and Regulations, and other pertinent laws and regulations.

SECTION 3. Auditors. - The auditors of the Corporation shall be designated in accordance with the relevant provisions of the Investment Company Act and Securities Regulation Code (SRC) rules, and other pertinent laws and regulations.

ARTICLE XII

CORPORATE SEAL

SECTION 1. Seal. - The corporate seal of the Corporation, unless otherwise ordered by the board of directors, shall be circular in form and shall bear the words: "Sun Life Prosperity World Income Fund, Inc."

ARTICLE XIII

FISCAL YEAR

SECTION 1. Fiscal Year. - The fiscal year of the Corporation shall begin from January 1st and end on December 31st of every year.

ARTICLE XIV

AMENDMENTS OF THE BY-LAWS

SECTION 1. Amendments. - These by-laws may be amended, altered or repealed, in whole or in part, by the stockholders representing a majority of the subscribed capital stock of the Corporation at their annual meeting or at a special meeting duly called for the purpose, and by majority vote of the members of the Board of Directors.

The owners of two-thirds (2/3) of the outstanding capital stock of the Corporation may delegate to the Board of Directors the power to amend or repeal the by-laws or adopt new by-laws: *Provided*, that any power delegated to the Board of Directors to amend or repeal the by-laws or adopt new by-laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting.

ARTICLE XV

MISCELLANEOUS

Section 1. Matters not covered by the provisions of these By-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines.

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing by-laws and hereunto affixed our signatures this JUN 07 2022 at MAKATI CITY.

Name	TIN/Passport	Signature
Benedicto C. Sison <i>Incorporator</i>	TIN: 304-968-236	<i>Benedicto C. Sison</i>
Valerie N. Pama <i>Incorporator</i>	TIN: 106-906-963	<i>Valerie N. Pama</i>
Gerald L. Bautista <i>Incorporator</i>	TIN: 208-418-394	<i>Gerald L. Bautista</i>
Aleli Angela G. Quirino <i>Incorporator</i>	TIN: 125-673-223	<i>Aleli Angela G. Quirino</i>
Oscar S. Reyes <i>Incorporator</i>	TIN: 136-623-569	<i>Oscar S. Reyes</i>
Teresita J. Herbosa <i>Incorporator</i>	TIN: 125-673-135	<i>Teresita J. Herbosa</i>

ACKNOWLEDGMENT

Republic of the Philippines }
MAKATI CITY } S.S.

Before me, a Notary Public for and in the City of MAKATI CITY, Philippines, this ___ day of JUN 07 2022, personally appeared the following persons, personally known to me (or proved to me on the basis of competent evidence of identity) to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free and voluntary act and deed as well as that of the corporations named herein, to wit:

NAME	COMPETENT EVIDENCE OF IDENTITY
Benedicto C. Sison	Philippine Passport No. P8268568B 24 November 2021 / DFA Manila
Valerie N. Pama	Philippine Passport No. P7158454B 008 July 2021 / DFA Manila
Gerald L. Bautista	Philippine Passport No. P3872620A 05 August 2017 / DFA NCR South
Aleli Angela G. Quirino	Philippine Passport No. P6899837B 02 June 2021 / DFA Manila
Oscar S. Reyes	Philippine Passport No. P5302920A 11 December 2017 / DFA NCR East
Teresita J. Herbosa	Philippine Passport No. P8920078A 27 September 2018 / DFA Manila

This instrument refers to the By-Laws of Sun Life Prosperity World Income Fund, Inc. consisting of thirteen (13) pages including this page where the acknowledgment is written, and signed by the parties and their instrumental witnesses on the signature page and on each and every other page hereof.

WITNESS MY HAND AND NOTARIAL SEAL on the date and in the place above written.

NOTARY PUBLIC

ERIKA PAOLA M. MIGRIÑO

Notary Public from Makati City

Appointment No. M-129 (2021)

8th Floor, 139 Corporate Center, Valero Street

Salcedo Village, Makati City 1277

Roll of Attorneys No. 65997

MCI Comp. No. VI-0008808; 05/25/2018

Lifetime IBP No. 1041090, 05/24/2016; RSM

PTR No. 8852798M; 01/04/2022, Makati City

Extended until June 30, 2022, Per B.M. No. 3795

Doc. No. 423;
Page No. 84;
Book No. V;
Series of 2022.

S.E.C. FORM NO. F-100
For New Corporation with
more than 40% Foreign Equity



**APPLICATION TO DO BUSINESS UNDER THE
FOREIGN INVESTMENTS ACT OF 1991 (R.A. 7042)**

Sun Life Prosperity World Income Fund, Inc.

hereby applies for authority to do business under the Foreign Investments Act of 1991 (RA 7042), as amended by R.A No. 8179, and submits the following statements and accompanying documents:

1. That the applicant is a new corporation with 99.999% foreign equity and intends to operate a domestic market enterprise.
2. That the purpose or purposes of said corporation are as follows:

Primary:

The primary purpose of the Corporation is to issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, and other investment assets allowed under the Investment Company Act, and its Implementing Rules and Regulations, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents of ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.

Secondary:

The secondary purposes of the Corporation are:

1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to consent to the reorganization, merger, or consolidation of any

company or to consent to the sale or lease of all or substantially all of the property and assets of a company to any other company; (iii) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (iv) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (v) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vi) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right;

2. To issue, sell and dispose of, or redeem, acquire and hold or re-issue or cancel, as the Board of Directors may determine, the shares of its own capital stock in such amounts, on such terms and conditions, for such purpose and for such prices as now or hereafter may be permitted by the laws of the Philippines, by these Articles of Incorporation and the By-Laws of the Corporation;

3. To employ or invest its funds from time to time by deposit in any bank or trust company in good standing or in loans or in such other forms of investment pursuant to its investments policies as well as to the applicable laws and regulations;

4. To acquire or obtain from any government authority, national, municipal or otherwise, or any corporation, company, entity or person, such franchises, licenses, rights, privileges, or concessions which may be conducive to the attainment of any of the objects and purposes of the corporation.

5. To apply for, register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and processes used in its products.

6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue, pursuant to law, shares of the capital stock, debentures, bonds, warrants, notes, or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business.

7. To deal in and with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the Corporation, and to sell, transfer, or dispose of the business, goodwill, properties and undertakings of the corporation or any part

thereof for such consideration and under such terms as it shall see fit to accept under the circumstances.

8. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines.

9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the Revised Corporation Code and other statutes of the Republic of the Philippines.

3. That the principal office of the Corporation is at 8th Floor Sun Life Centre, 5th Ave. corner Rizal Drive, Bonifacio Global City, Taguig City 1634, Philippines.

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED	OUTSTANDING	PAID-UP	ADDITIONAL PAID-IN	TOTAL PAID-UP
Php1,500,000.00	Php1,000,000.00	Php1,000,000.00	Php14,000,000.00	Php15,000,000.00

5. That the alien subscriber(s) of the applicant, who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant, are as follows:

NAME	NAME OF CORPORATION PARTNERSHIP	PERCENTAGE OF SHAREHOLDINGS	NUMBER OF DIRECTORS
	Sun Life Asset Management Company, Inc.	99.99%	5

6. That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of the name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, I, the authorized representative of the applicant, hereby signed this application this JUN 07 2022 at MAKATI CITY.


GERALD L. BAUTISTA
Incorporator and Director

SUBSCRIBED AND SWORN to before me this JUN 07 2022 at MAKATI CITY, affiant who is personally known to me or identified through competent evidence of identity by means of Philippine Passport ID No. P3872620A issued on 05 August 2017 at DFA NCR South.


NOTARY PUBLIC

ERIKA PAOLA M. MIGRIÑO
Notary Public from Makati City
Appointment No. M-129 (2021)
8th Floor, 130 Corporate Center, Valero Street
Salcedo Village, Makati City 1277
Roll of Attorneys No. 65997
MCLF Comp. No. VI-0008808; 05/25/2018
Lifetime IBP No. 1041090, 05/24/2016; RSM
PTR No. 8852798MJ, 01/04/2022, Makati City
Extended until June 30, 2022, Per B.M. No. 3795

Doc. No. 424;
Page No. 86;
Book No. 1;
Series of 2022.

SECURITIES AND EXCHANGE COMMISSION

Registration Application Form Summary - SEC - ESPARC

REFERENCE NUMBER:	SEC211221-IBLESPOA5KTRN7K		
DATE SUBMITTED:	2022-01-14 15:51:42		
PROCESSING OFFICE:	SEC Main Office - PICC		
APPLICANT REPRESENTATIVE CONTACT DETAILS			
Name:	NICOLE STEPHANIE ABENA WEE	Email:	Nicole.wee@nmgra-law.com
Mobile:	09178961040	Phone:	
COMPANY DETAILS			
Company Name:	Sun Life Prosperity World Income Fund, Inc.		
Type:	Stock Corporation	Sub-Type:	Corporation with 5 or more Incorporators
Classification:	More than 40% up to 100% foreign equity participation (FIA)	Sub-Class:	Regular
Industry:	FINANCIAL AND INSURANCE ACTIVITIES		
Sub-Industry:	Trusts, funds and other financial vehicles		
Purpose:	The primary purpose of this Corporation is to issue its own securities and offer them for sale to the public, to offer for sale, sell, or deliver after sale, any security or any interest in a security, whether issued by it or by another person, to invest, reinvest, or trade in securities, and other investment assets allowed under the Investment Company Act, and its Implementing Rules and Regulations, to purchase, redeem, retire, or otherwise acquire or attempt to acquire any security, and while the owner thereof, to exercise all the voting rights and incidents of ownership, including the right to vote the same and to receive, collect, and dispose of the interests, dividends, and income therefrom, to do any and all things which may be useful in connection with or incidental to the conduct of such business, and generally to carry on the business of an open-end investment company in all the elements and details thereof.		

Secondary Purpose:

The secondary purposes of the Corporation are: 1. To exercise in respect of all shares of stock and/or other securities from time to time owned and held by and for its account, either directly or through a nominee, any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes or otherwise act with respect thereto, to receive, collect and dispose of the interests, dividends and income therefrom and to do any and all acts and things for the preservation, improvement, enhancement in value of such securities or designed to accomplish any such purpose, including without limiting the generality of the foregoing, the power (i) to aid by loan, subsidy, surety, guaranty or otherwise, those issuing, creating or responsible for any such securities; (ii) to consent to the reorganization, merger, or consolidation of any company or to consent to the sale or lease of all or substantially all of the property and assets of a company to any other company; (iii) to exchange any of the shares of stock of any company for the shares of stock issued therefor upon any such reorganization, merger, consolidation, sale or lease; (iv) to pay any assessments and exercise any subscriptions for shares of stock of a company which it may be required or permitted to pay or exercise as the holder of any shares of any company; (v) to exercise any option which it may have as the holder of any shares of any company to convert such shares into or exchange such shares for other shares of any company; and (vi) generally to exercise in respect of all shares of all companies all such rights, powers and privileges as are or may be exercised by any person owning such shares in his own right; 2. To issue, sell and dispose of, or redeem, acquire and hold or re-issue or cancel, as the Board of Directors may determine, the shares of its own capital stock in such amounts, on such terms and conditions, for such purpose and for such prices as now or hereafter may be permitted by the laws of the Philippines, by these Articles of Incorporation and the By-Laws of the Corporation; 3. To employ or invest its funds from time to time by deposit in any bank or trust company in good standing or in loans or in such other forms of investment pursuant to its investments policies as well as to the applicable laws and regulations; 4. To acquire or obtain from any government authority, national, municipal or otherwise, or any corporation, company, entity or person, such franchises, licenses, rights, privileges, or concessions which may be conducive to the attainment of any of the objects and purposes of the corporation. 5. To apply for, register, hold, sell, assign or otherwise dispose of trademarks, tradenames, patents, inventions, formulae, and processes used in its products. 6. To borrow or raise money necessary to meet the financial requirements of the corporation by the issuance of bonds, promissory notes, and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue, pursuant to law, shares of the capital stock, debentures, bonds, warrants, notes, or other evidences of indebtedness in payment for the properties acquired by the corporation or for money borrowed in the prosecution of its business. 7. To deal in and with the properties of the corporation in such manner as may from time to time be considered necessary for the advancement of the business interest of the Corporation, and to sell, transfer, or dispose of the business, goodwill, properties and undertakings of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances. 8. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers, or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines. 9. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the Revised Corporation Code and other statutes of the Republic of the Philippines.

Business Activity:	Service
Fiscal Year:	January 1 - December 31
Terms of existence:	Perpetual

PRINCIPAL OFFICE ADDRESS

Lot/Block/Phase/ House No.:	N/A	Unit/Room/Floor/ Building#:	8TH FLOOR
Subdivision/ Village/Zone:	BONIFACIO GLOBAL CITY	Building Name:	SUN LIFE CENTRE
Street Name:	5TH AVE. CORNER RIZAL DRIVE		
Zip Code:	1634	Barangay:	Fort Bonifacio
Town/District:	N/A	City/Municipality:	TAGUIG CITY
Province:	FOURTH DISTRICT	Region:	NATIONAL CAPITAL REGION (NCR)

CAPITAL STOCK

Total Authorized Capital Stock:	P 1,500,000.00
Total Subscribed Capital Stock:	P 1,000,000.00
Total Paid-Up Capital Stock:	P 1,000,000.00

SHARES

Type of Share	Par Value	Total No. of Shares	Special Features
Common - Voting - with Par	0.01	150,000,000	Common-Voting-with Par Value-Redeemable.The preemptive right of all stockholders to all issues or disposition of shares in proportion to their respective shareholdings shall be denied.

OFFICERS

Annual/Regular Meetings Date:	2nd Wednesday of July
Treasurer:	SHERWIN SIA SAMPANG
Treasurer's Nationality:	Philippine, Filipino
Treasurer's TIN/Passport:	221-922-158-000

Name	I	D	S	Nationality	TIN	Address
BENEDICTO CAGUIOA SISON	Y	Y	Y	Philippine, Filipino	304-968-236-000	UNIT 2606 Arya Residences MCKINLEY PKWY Bonifacio Global City Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1634
VALERIE NOVENARIO PAMA	Y	Y	Y	Philippine, Filipino	106-906-963-000	157 Fernando St. Paseo de Magallanes Magallanes , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1232
GERALD LINA BAUTISTA	Y	Y	Y	Philippine, Filipino	208-418-394-000	103 Yantok Street Ayala Alabang Alabang , CITY OF MUNTINLUPA, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1870

ALELI ANGELA GUZMAN QUIRINO	Y	Y	Y	Philippine, Filipino	125-673-223-000	404 Guevarra Avenue Maytunas , CITY OF SAN JUAN, SECOND DISTRICT, NATIONAL CAPITAL REGION (NCR), 1500
OSCAR SISON REYES	Y	Y	Y	Philippine, Filipino	136-623-569-000	UNIT 6 Kasiyahan Homes Mckinley Rd. Forbes Park Forbes Park , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1219
TERESITA JAVIER HERBOSA	Y	Y	Y	Philippine, Filipino	125-673-135-000	8 Abelardo Street San Lorenzo Village San Lorenzo , CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1223
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	N	N	Y	Dutch, Netherlandic		6th floor Sun Life Centre Fifth Ave. cor. Rizal Drive Bonifacio Global City Fort Bonifacio , TAGUIG CITY, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR), 1630
	6	6	7			

SUBSCRIPTION DETAILS

Name	Nationality	Share Type	No. of Shares Subscribed	Amount Subscribed
BENEDICTO CAGUIOA SISON	Philippine, Filipino	Common - Voting - with Par	1	P0.01
VALERIE NOVENARIO PAMA	Philippine, Filipino	Common - Voting - with Par	1	P0.01
GERALD LINA BAUTISTA	Philippine, Filipino	Common - Voting - with Par	1	P0.01
ALELI ANGELA GUZMAN QUIRINO	Philippine, Filipino	Common - Voting - with Par	1	P0.01
OSCAR SISON REYES	Philippine, Filipino	Common - Voting - with Par	1	P0.01
TERESITA JAVIER HERBOSA	Philippine, Filipino	Common - Voting - with Par	1	P0.01
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Dutch, Netherlandic	Common - Voting - with Par	99,999,994	P999,999.94
TOTAL			100,000,000	P1,000,000.00

PAYMENT DETAILS

Name	Share Type	Mode of Payment	Amount Paid	Add'l Paid-in Capital
BENEDICTO CAGUIOA SISON	Common - Voting - with Par	Cash	P0.01	P0.00
VALERIE NOVENARIO PAMA	Common - Voting - with Par	Cash	P0.01	P0.00
GERALD LINA BAUTISTA	Common - Voting - with Par	Cash	P0.01	P0.00
ALELI ANGELA GUZMAN QUIRINO	Common - Voting - with Par	Cash	P0.01	P0.00
OSCAR SISON REYES	Common - Voting - with Par	Cash	P0.01	P0.00
TERESITA JAVIER HERBOSA	Common - Voting - with Par	Cash	P0.01	P0.00

SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Common - Voting - with Par	Cash	P999,999.94	P14,000,000.00
TOTAL			P1,000,000.00	P14,000,000.00

FIA DETAILS

The applicant is a new corporation with **99.999994%** foreign equity and intends to operate as **domestic market enterprise**

Alien subscriber(s)

NONE



Dennice Erica David <dennice.david@nmgra-law.com>

Sun Life Prosperity World Income Fund, Inc. - Request for Endorsement (Incorporation)

CGFD LD <cgfd_ld@sec.gov.ph>

Fri, Apr 22, 2022 at 3:37 PM

To: Dennice Erica David <dennice.david@nmgra-law.com>

Cc: CGFD Account <cgfd@sec.gov.ph>, Sonny Nisce <sonny.nisce@nmgra-law.com>, Nicole Wee <nicole.wee@nmgra-law.com>, "Gerardo F. Del Rosario" <gfdelrosario@sec.gov.ph>, CPRD Appointment01 <cprd_appointment01@sec.gov.ph>

Dear Atty. David,

This refers to your latest email dated 11 April 2022, in relation to the request for clearance of **Sun Life Prosperity World Income Fund, Inc.** ("Company") to support its **Application for Incorporation** with the Company Registration and Monitoring Department (CRMD).

Based on our review of the Company's revised draft Articles of Incorporation (AOI) and By-Laws (BL) attached to your said email, we find that the Company has substantially complied with our comments and requirements as set forth in our Comments List dated 26 January 2022 as well as our feedback via emails dated 28 January 2022 and 21 March 2022. In this regard, we **interpose no further objection** to the processing of the Company's application for incorporation.

Please note that our above comments are without prejudice to any further comments and/or findings of other relevant Departments of the Commission and to any future action that this Department may take against the Applicant, as may be warranted and appropriate, to ensure compliance with the provisions of the Revised Corporation Code, Securities Regulation Code, Investment Company Act, other pertinent laws and their respective implementing rules and regulations and other issuances by the Commission.

For your information. Thank you.

On Mon, Apr 11, 2022 at 12:04 PM Dennice Erica David <dennice.david@nmgra-law.com> wrote:

To the CGFD LD Team:

We write in connection with our application for incorporation of **Sun Life Prosperity World Income Fund, Inc.** We received comments from the SEC CRMD in relation to our eSPARC application, which includes the following:

Remarks on the application:

Good day! Please comply with the following: 1.) Please comply with all the comments from the CGFD and thereafter secure the clearance that there is no more objection in the application of the applicant corporation;
xxx

We previously submitted a copy of the email from your good office dated 21 March 2022 to support the eSPARC application. To ensure compliance with the CRMD's requirement as quoted above, we respectfully request for confirmation from the CGFD that there is no more objection to the application. We submit herewith the Articles of Incorporation and By-Laws of Sun Life Prosperity World Income Fund, Inc., which were updated based on your comments, to support this request.

Please contact us for any questions or clarifications.

Thank you very much.

Best regards,
Dennice

-

DENNICE ERICA L. DAVID

Senior Associate

NISCE MAMURIC GUINTO RIVERA & ALCANTARA LAW OFFICE

8th Floor, 139 Corporate Center

Valero Street, Salcedo Village, Makati City

Tel. No.: (02) 5328 1030

On Mon, Mar 21, 2022 at 10:50 AM CGFD LD <cgfd_ld@sec.gov.ph> wrote:
Dear Atty. David,

This refers to your email dated 15 March 2022, in relation to the request for clearance of **Sun Life Prosperity World Income Fund, Inc.** ("Company") to support its **Application for Incorporation** with the Company Registration and Monitoring Department (CRMD).

Based on our review of the Applicant's revised draft Articles of Incorporation (AOI) and By-Laws (BL), we find that the Company has substantially complied with our 26 January 2022 comments. As a final comment, the Company is also directed to delete the exception in **Art. VIII Sec. 2(b)** which states, "*except in connection with an underwriting in which the Corporation is a participant*". Investment companies are only allowed to undertake activities specified in the Investment Company Act and its Implementing Rules and Regulations, which do not include acquisition of securities by underwriting or syndicate participation.

Subject to compliance with our above comment, we interpose no objection to the processing of the Company's application for incorporation.

Please note that our above comments are without prejudice to any further comments and/or findings of other relevant Departments of the Commission and to any future action that this Department may take against the Applicant, as may be warranted and appropriate, to ensure compliance with the provisions of the Revised Corporation Code, Securities Regulation Code, Investment Company Act, other pertinent laws and their respective implementing rules and regulations and other issuances by the Commission.

For your information and appropriate action. Thank you.

On Wed, Mar 16, 2022 at 10:57 AM CGFD LD <cgfd_ld@sec.gov.ph> wrote:
Dear Sir/Madam,

Acknowledging receipt of your email. This will be forwarded to the handling Lawyer and Specialist.

Thank you

----- Forwarded message -----

From: **Dennice Erica David** <dennice.david@nmgra-law.com>

Date: Tue, Mar 15, 2022 at 2:52 PM

Subject: Re: Sun Life Prosperity World Income Fund, Inc. - Request for Endorsement (Incorporation)

To: CGFD LD <cgfd_ld@sec.gov.ph>

Cc: CGFD Account <cgfd@sec.gov.ph>, Sonny Nisce <sonny.nisce@nmgra-law.com>, Nicole Wee <nicole.wee@nmgra-law.com>, Gerardo F. Del Rosario <gfdelrosario@sec.gov.ph>, CPRD Appointment01 <cprd_appointment01@sec.gov.ph>

To the CGFD Licensing Division:

In connection with our request for endorsement, we submit herewith the revised Articles of Incorporation and revised By-Laws of **Sun Life Prosperity World Income Fund, Inc.**, which we updated based on the CGFD Memo of Comments dated 26 January 2022.

We also submit the attached Affidavit of Sun Life Asset Management Company, Inc. ("SLAMCI") on SLAMCI's track record as fund manager, in compliance with the requirement under Rule 3.4(f) of the Implementing Rules of the ICA, as amended by SEC Memorandum Circular No. 33, series of 2020, regarding the minimum subscription and paid-up capital requirement for investment companies.

We hope you will find everything in order. We look forward to the endorsement/clearance from your good office. Please feel free to write or call us if you have any questions or require anything further for this request.

Thank you very much.

Best regards,
Dennice

--

DENNICE ERICA L. DAVID

Senior Associate
NISCE MAMURIC GUINTO RIVERA & ALCANTARA LAW OFFICE
8th Floor, 139 Corporate Center
Valero Street, Salcedo Village, Makati City
Tel. No.: (02) 7751 2222

On Fri, Jan 28, 2022 at 4:29 PM CGFD LD <cgfd_ld@sec.gov.ph> wrote:

Dear Ms. David,

This refers to your request for clearance of **Sun Life Prosperity World Income Fund, Inc.** ("Applicant"), relative to its **Application for Incorporation** with the Company Registration and Monitoring Department (CRMD).

Based on our review of the Applicant's draft Articles of Incorporation (AOI) and By-Laws (BL), please see the attached Comment List for your appropriate action.

The Applicant is reminded that its AOI and BL incorporating the requirements as set forth in the attached Comment List must be submitted for prior consideration by this Department. It is only upon full compliance therewith that this Department's clearance over the Applicant's application for incorporation with the CRMD may be issued.

This is without prejudice to any comments and/or findings of other relevant Departments of the Commission and to any future action of the Department against the corporation, if warranted, to ensure compliance with the provisions of the Revised Corporation Code, Securities Regulation Code, the Investment Company Act, its implementing rules and regulations and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

For your guidance and compliance.

On Wed, Jan 12, 2022 at 5:17 PM CGFD LD <cgfd_ld@sec.gov.ph> wrote:

Dear Sir/Madam,

Acknowledging receipt of your email. This will be forwarded to the handling Lawyer.

Thank you

On Tue, Jan 11, 2022 at 5:40 PM Dennice Erica David <dennice.david@nmgra-law.com> wrote:
To the SEC Corporate Governance and Finance Department:

We write on behalf of our client, Sun Life Asset Management Company, Inc. ("SLAMCI"), in relation to the application for incorporation of a mutual fund company, **Sun Life Prosperity World Income Fund, Inc.** (the "Company").

To comply with the registration requirements, we hereby request for clearance/endorsement from your good office to process the application for incorporation of the Company, and submit the drafts of the following documents for your comments and recommendations:

1. Articles of Incorporation of Sun Life Prosperity World Income Fund, Inc.; and
2. By-Laws of Sun Life Prosperity World Income Fund, Inc.

The Company shall form part of the Sun Life Prosperity Funds managed by SLAMCI. We understand that an affidavit on SLAMCI's track record is needed to support the applicability of the P1,000,000.00 minimum subscribed and paid-up capital as provided under Rule 3.4(f) of the Implementing Rules and Regulations of the ICA, as amended by SEC Memorandum Circular No. 33 series of 2020, and advise that we are currently working on this requirement. In the meantime, we hereby respectfully submit the attached Affidavit on the track record of SLAMCI, which was recently executed in connection with the incorporation of Sun Life Prosperity Peso Voyager Feeder Fund, Inc., and kindly request that this be considered in connection with the herein application for incorporation of the Company. We undertake to submit the Affidavit for Sun Life Prosperity World Income Fund, Inc. as soon as this is available.

We hope you will find everything in order. Please feel free to write or call us if you have any questions or require any further information or documentation.

Thank you very much.

Best regards,

DENNICE ERICA L. DAVID
Senior Associate
NISCE MAMURIC GUINTO RIVERA & ALCANTARA LAW OFFICE
8th Floor, 139 Corporate Center
Valero Street, Salcedo Village, Makati City
Tel. No.: (02) 7751 2222

Licensing Division
Corporate Governance and Finance Department
Securities and Exchange Commission

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CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

26 January 2022

Comments on the Articles of Incorporation and By-laws of Sun Life Prosperity World Income Fund, Inc. ("Applicant") in relation to its request for clearance

This refers to the request for clearance submitted by **Sun Life Prosperity World Income Fund, Inc. ("Applicant")** in relation to its application for incorporation with the Company Registration and Monitoring Department (CRMD).

Based on this Department's review of the Applicant's proposed Articles of Incorporation and By-Laws, please see below comments:

A. COMMENT ON THE ARTICLES OF INCORPORATION (AOI)

EIGHTH ARTICLE: Subscribed and Paid-In Capital and Features of Shares

The Department notes that the Applicant has a subscribed and paid up capital amounting to One Million Pesos (P1,000,000.00) and an additional paid-in capital of Fourteen Million Pesos (P14,000,000.00).

As a general rule, an Investment Company such as the Applicant is required to have a minimum subscribed and paid up capital of Fifty Million Pesos (P50,000,000.00). However, under *Rule 3.4 (f) of the Implementing Rules and Regulations of the ICA, as amended by SEC Memorandum Circular No. 33 series of 2020*, allows an investment company is one of or part of a group of investment companies to be created or already in existence to be managed or under management by the same fund manager with a track record of at least five (5) years, the minimum subscribed and paid up capital shall not be lower than One Million Pesos (P1,000,000.00), provided that an affidavit must be submitted stating such track record of the fund manager.

While we recognize that the Fund Manager, Sun Life Asset Management Company, Inc. (SLAMCI), previously executed an affidavit attesting its track record as a fund manager as part of the incorporation requirements of Sun Life Prosperity Peso Voyager Feeder Fund, Inc., the Applicant is still required to **separately provide SLAMCI's affidavit to support this application. Applicant is thus DIRECTED to submit the said affidavit to comply with mandatory requirements of the ICA-IRR before we can provide our clearance.**

B. COMMENTS ON THE BY-LAWS (BL)

1. **Article I, Section 4** of the Applicant's BL provides that a quorum for a stockholders' meeting shall consist of ten percent (10%) of the voting stock of the Corporation.

On the other hand, *Section 51 of the Revised Corporation Code* requires that unless otherwise provided in *RCC* or in the BL, a quorum shall consist of the stockholders representing a majority of the outstanding capital stock (OCS). Nevertheless, we **DEFER** to CRMD's evaluation if it will allow the lower quorum requirement in this BL provision or if the quorum should comprise a majority of the OCS.

2. **Article II, Section 5** of the Applicant's BL provides that in case of any vacancy in the Board due to the death, resignation, or other causes, the remaining members, if still constituting a quorum may fill said vacancy.

However, please note that *Section 28 of the Revised Corporation Code (RCC)* states that any vacancy occurring in the board of directors "**other than by removal or by expiration of term**" may be filled by vote of at least a majority of the remaining directors, if still constituting a quorum.

Since the filling of a vacancy by the remaining directors is limited only to causes other than removal or expiration of term of a director, the Applicant is hereby **DIRECTED** to effect the necessary revisions in its BL in order to be consistent with the provision of the *RCC*.

3. **Article VI, Section 2 (a)** of the Applicant's BL allows the Board of Directors to contract with any or more than one corporation or firm and appointing it or them as distributor(s) or underwriter(s) for the securities issued by the Applicant.

The Applicant is hereby **DIRECTED** to add in this Section that "any outsourcing or delegation of the fund distributor duties shall be subject to compliance with the requirements of the Implementing Rules and Regulations (IRR) of the Investment Company Act (ICA)".

4. Please delete the exception clause in **Article VI, Section 2 (b)** as the same is not consistent with *Rule 8.5 (b) of the Implementing Rules and Regulations of the Investment Company Act (ICA-IRR)*, as amended, on the pricing of securities based of the net asset value on the closing day:

"SECTION 2. Distribution Contract. - xxx

(b) Except where allowed by the applicable laws or regulations, the Corporation shall not issue or sell any of the shares of stock of the Corporation, before paying any taxes in connection with such issue or sale, less than the net asset value thereof determined and in effect at the time when the sale or contract of sale is made, ~~except when any contract or arrangement is in effect between the Corporation and distributor which contemplates the sale of shares by the distributor to the public at prices based on the net asset value in effect at the time of sale by the distributor to the public.~~

xxx"

5. The first sentence of **Article IX, Section 1** of the Applicant's BL should be revised as follows:

"SECTION 1. Net Asset Value. – The net asset value of each share of the capital stock of the Corporation, as of the close of business on any day, shall be as defined in the prospectus to be filed with **and approved by** the Securities and Exchange Commission..."

6. The second sentence of **Article X, Section 2** of the Applicant's BL currently reads as follows:

"SECTION 2. Payment on Redemption. – xxx The board of directors, may, however, **in its discretion**, if it deems it advisable for the best interests of the Corporation and the stockholders as a whole, subject to applicable rules and regulations of the Securities and Exchange Commission, suspend the right to require the repurchase of shares as aforesaid or defer payment for the shares for all or part of any period when so allowed by applicable law or regulations, **such as** when: (1) Trading at the Philippine Stock Exchange is suspended and where eighty percent (80%) of the securities in the Corporation's portfolio is invested; (2) Eighty percent (80%) of the securities in the Corporation's portfolio, could not be traded or liquidated; or (3) Wherever necessary or appropriate in the public interest or for the protection of investors." (emphasis supplied)

Kindly note that the suspension of redemption of shares, though it may be requested by a Fund Manager, is ultimately decided upon by the Commission. Moreover, the conditions for suspension, as set forth in *Rule 10.4 of the ICA-IRR, as amended*, are exclusive.

To avoid any confusion, the Applicant is **DIRECTED** to revise this Section to align closely with the wordings of *Rule 10.4 of the ICA-IRR, as amended*.

The Company is reminded that its AOI and BL incorporating the above-mentioned comments must be submitted for prior consideration by this Department.

It is only upon full compliance therewith that this Department's clearance may be issued.

Please note that our comments are without prejudice to any further comments and/or findings of other relevant Departments of the Commission and to any future action that this Department may take against the Applicant, as may be warranted and appropriate, to ensure compliance with the provisions of the Revised Corporation Code, Securities Regulation Code, Investment Company Act and other pertinent laws and their respective implementing rules and regulations and other issuances by the Commission.

For appropriate action.

Copy Furnished:
Company Registration and Monitoring Department
SEC

//ham



Markets and Securities Regulation Department

11 February 2022

ATTY. DENNICE ERICA L. DAVID
Senior Associate
**NISCE MAMURIC GUINTO RIVERA &
ALCANTARA LAW OFFICE**
8th Floor, 139 Corporate Center
Valero Street, Salcedo Village, Makati City

RE : Sun Life Asset Management Company, Inc.

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This refers to your email letter dated 19 January requesting for comment and/or recommendation relative to the application for incorporation of Sun Life Prosperity World Income Fund, Inc., as a mutual fund company to be managed by SUN LIFE ASSET MANAGEMENT COMPANY, Inc. (SLAMCI).

We interpose no objection to the said request provided that Sun Life Asset Management, Inc. shall:

- (1) UPDATE its registration information as an Investment Company Adviser (ICA) by filing a duly accomplished SEC Form ICA-IA to reflect such change/amendment;
- (2) FILE a duly accomplished affected page of its General Information Sheet (GIS) that relates to the new information, together with a cover letter signed by the Corporate Secretary; and

if applicable and/or necessary as the aforesaid report/s may require, **with the Commission within SEVEN (7) DAYS** from the approval of the application.

Further, in view of the purposes of the company, we recommend that this application be referred to the Commission's Enforcement and Investor Protection Department to verify whether the incorporators/directors/officers of subject corporation have no derogatory remarks or pending cases with the Commission.

In the absence of the above-enumerated documents, this Department will rely on the available records of the Company (SLAMCI) on file with it relative to its supervisory and monitoring activities to ensure compliance with the requirements of the ICA and SRC and their respective IRR's and other relevant laws, rules and order of the Commission.

Our Department, nonetheless, defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) whether it will adopt our recommendations contained herein considering that it has primary jurisdiction over registration and issuance of secondary license of capital market participants as well as amendments thereof.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR
Director

Copy furnished:

**COMPANY REGISTRATION AND
MONITORING DEPARTMENT**
Securities and Exchange Commission
Pasay City

**ENFORCEMENT AND INVESTOR
PROTECTION DEPARTMENT**
Securities and Exchange Commission
Pasay City

RECEIVED BY:

(Signature over Printed Name of
Authorized Representative)

Name of Company / Date Received

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

AFFIDAVIT

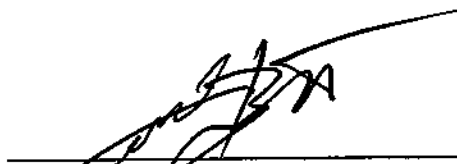
I, **GERALD L. BAUTISTA**, of legal age, Filipino, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent President of **SUN LIFE ASSET MANAGEMENT COMPANY, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, and with principal office address at 6F Sun Life Centre, Fifth Ave. cor. Rizal Drive, Bonifacio Global City, Taguig City, Philippines (“SLAMCI” or the “Corporation”);

2. SLAMCI is a fund manager with a track record of more than five (5) years. It has been the fund manager of various investment companies collectively known as the Sun Life Prosperity Funds since 2014. Attached herewith as Annexes “A”, “B”, “C”, “D”, “E”, “F”, “G”, “H”, and “I” are copies of the Certificates of Registration and Confirmations of the Renewal of Registration/License and Payment of the Annual Fees issued by the Securities and Exchange Commission in favor of SLAMCI, certifying to SLAMCI’s registration/license as investment company adviser of various Sun Life Prosperity Funds companies for the years 2014 to present, respectively.

3. I am executing this Affidavit to attest to the foregoing and to support the application for incorporation of **Sun Life Prosperity World Income Fund, Inc.**, an investment company that will form part of the Sun Life Prosperity Funds managed by SLAMCI.

IN WITNESS WHEREOF, I have hereunto set my hand this JAN 31 2022 at MAKATI CITY, Philippines.



GERALD L. BAUTISTA

President
SUN LIFE ASSET MANAGEMENT COMPANY, INC.

JAN 31 2022

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2022 at MAKATI CITY, affiant who is personally known to me or identified through competent evidence of identity by means of Philippine Passport ID No. P3872620A issued on 05 August 2017 at DFA NCR South.

Doc. No. 227 ;
Page No. 47 ;
Book No. 4 ;
Series of 2022.

ATTY. ROMEO M. MONEFORT
Notary Public City of Makati
Expires Until June 30, 2022
Bar No. 3796
P.O. No. 2022-09 Jan. 3, 2022 Makati City
Appointment No. M-433 (2020-2021)
IBF No. 101-2024- Jan. 3, 2013
MCLE NO. VI-0225417 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

Annex A: 2014 Certificate of Registration of SLAMCI as Investment Company Advisor



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDGA, Greenhills
City of Mandaluyong, Metro Manila

C.R. No. 01-2004-00157
TIN 204-845-231

CERTIFICATE OF REGISTRATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

has been registered and authorized to act as
INVESTMENT COMPANY ADVISER of
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 MONEY MARKET FUND, INC.,
SUN LIFE PROSPERITY DOLLAR ABUNDANCE FUND, INC.,
SUN LIFE PROSPERITY GS FUND, INC., and
SUN LIFE PROSPERITY DYNAMIC FUND, INC.

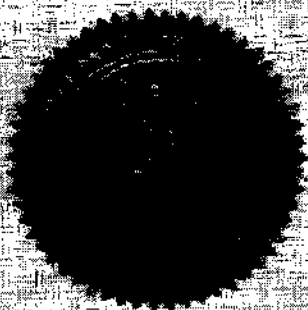
contingent on full compliance with the terms and conditions set by the Commission pursuant to the provisions of the Investment Company Act, the Securities Regulation Code, and their implementing rules and regulations.

This Certificate is valid from January 1, 2014 to December 31, 2014, unless sooner suspended, cancelled or revoked for cause or for non-compliance with the terms and conditions of registration.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this certificate at Mandaluyong City, Metro Manila, Philippines, this 17th day of November, Twenty Thirteen.


FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



Annex B: 2015 Certificate of Registration of SLAMCI as Investment Company Advisor



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills,
City of Mandaluyong, Metro Manila

C.R. No. 01-2004-00157
TIN 204-845-231

CERTIFICATE OF REGISTRATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

has been registered and authorized to act as
INVESTMENT COMPANY ADVISER

of

**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 MONEY MARKET FUND, INC.,
SUN LIFE PROSPERITY DOLLAR ABUNDANCE FUND, INC.,
SUN LIFE PROSPERITY GS FUND, INC., and
SUN LIFE PROSPERITY DYNAMIC FUND, INC.**

contingent on full compliance with the terms and conditions set by the Commission pursuant to the provisions of the Investment Company Act, the Securities Regulation Code, and their implementing rules and regulations, as well as other pertinent laws, rules and regulations applicable.

This Certificate is subject to compliance with the qualification and monitoring requirements of the Commission, including payment of the required annual fee every November of each year, and shall remain valid unless suspended or revoked for cause or cancelled by the Commission or voluntarily surrendered by the registrant.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this certificate at Mandaluyong City, Metro Manila, Philippines, this 29th day of December, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



Annex C: 2016 Confirmation of the Renewal of Registration/License and Payment of the Annual Fee for SLAMCI's Registration



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, Metro Manila

COMPANY REGISTRATION AND MONITORING DEPARTMENT

IN THE MATTER OF
**SUN LIFE ASSET MANAGEMENT
 COMPANY, INC.**
 SEC Registration No. A199918034

FOR THE RENEWAL OF
**REGISTRATION/LICENSE
 AND PAYMENT
 OF THE ANNUAL FEE**

**CONFIRMATION OF THE
 RENEWAL OF REGISTRATION LICENSE
 AND PAYMENT OF THE ANNUAL FEE**

The corporation has paid the annual fee for the year 2016, thus:

Name	Type of Registration/License	TIN	C.R. No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	INVESTMENT COMPANY ADVISER	204345331	81-2004-00157

This Registration License is subject to compliance with the qualification and monitoring requirements of the Commission, including payment of the required annual fee every November of each year, and shall remain valid unless suspended or revoked for cause or cancelled by the Commission or voluntarily surrendered by the registrant.

Mandaluyong City, Philippines, 27 November 2015.

BERNARD B. SALAS
 Director

CRS
 OR: 152346
 11-23-15
 Director
 15-11-23-15

**Annex D: 2017 Confirmation of the Payment of Annual Fees for SLAMCI's
Registration as Investment Company Advisor**



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila
Company Registration and Monitoring Department

IN THE MATTER OF

FOR: PAYMENT OF ANNUAL FEES

SUN LIFE ASSET MANAGEMENT
COMPANY, INC.
SEC Registration No. A19991B034

**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2017 amounting to PFP3,030.00 and PBP1,515.00 both dated 23 November 2016 under Official Receipt Nos. 1492492 and 1492493, respectively, for the subject institution and its one (1) capital market professional, as follows:

Name	Type of Registration	C.R. No.	TIN
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company Advisor	01-2004-00157	204-845-231
GREGORIO CONCITINA DE LEON	Compliance Officer	02-2014-09674	147-983-032

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Pasay City, Philippines, 29 November 2016.


FERDINAND B. SALES
Director

SA/CR

RECEIVED 8 FEB 2017

**Annex E: 2018 Confirmation of the Payment of Annual Fees for SLAMCI's
Registration as Investment Company Advisor**



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring Department
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila



IN THE MATTER OF

FOR: PAYMENT OF ANNUAL FEES

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

SEC Registration No. A199918034

**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2018 amounting to ~~Php 101,000.00~~ on 28 November 2017 under Official Receipt No. 1601949, for the subject institution.

Name	Type of Registration	CR No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company Advisor	01-2004-00157

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Pasay City, Philippines, 29 November 2017.


FERDINAND B. SALES
Director

OFFICIAL RECEIPT
OFF. DATA 2007-03-28
REFERENCE NO. 128747-09202

**Annex F: 2019 Confirmation of the Payment of Annual Fees for SLAMCI's
Registration as Investment Company Advisor**



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 Company Registration and Monitoring Department
 Ground Floor, Secretariat Building, PICC
 City of Pasay, Metro Manila



IN THE MATTER OF

FOR: PAYMENT OF ANNUAL FEES

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

SEC Registration No. A199918034

**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2019 amounting to **Php 182,515.00** on 28 November 2018 under Official Receipt No. 1731605, for the subject institution and its one (1) capital market professional(s), as follows:

Name	Type of Registration	C.R. No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company Advisors	01-2008-00187
CO. AJER TRU	Compliance Officer	02-2013-12893

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Pasay City, Philippines, 29 November 2018.


SAMPAGITA R.H. LADRIGO
 Officer-In-Charge

o.c. no.: 1731605
 o.c. date: 2018-11-28
 ref: secwww: 1118-01-20182

**Annex G: 2020 Confirmation of the Payment of Annual Fees for SLAMCT's
Registration as Investment Company Advisor**



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring Department
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila



IN THE MATTER OF FOR: PAYMENT OF ANNUAL FEES
SUN LIFE ASSET MANAGEMENT COMPANY, INC.
SEC Registration No. A19918034

**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2020 amounting to Php 101,030.00 on 28 November 2019 under Official Receipt No. 1865029, for the subject institution.

Name	Type of Registration	C.R. No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company Advisor	81-2864-00157

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or annulled by the Commission.

Pasay City, Philippines: 06 December 2019.

GERARDO E. DE ROSARIO
Director

01044 1989339
01044 205611-29
01044 205611-29

**Annex H: 2021 Confirmation of the Payment of Annual Fees for SLAMCI's
Registration as Investment Company Advisor**



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring Department
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila



IN THE MATTER OF

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

SEC Registration No. A199918034

FOR: PAYMENT OF ANNUAL FEES

**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2021 amounting to Php 102,845.00 on 27 November 2020 under Official Receipt No. 1942677, for the subject institution and its one (1) capital market professional(s), as follows:

Name	Type of Registration	C.R. No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company-Advisor	01-2004-00137
CAMANIA, MA. JEMILYN SY	Compliance Officer	02-2020-14692

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Pasay City, Philippines, 7 December 2020.

CERARDO E. DEL ROSARIO
Director

SEC REG 1942677
OFF. REC. 2020-11-27
REFERENCE NO: 1120-95-0348

Annex I: 2022 Confirmation of the Payment of Annual Fees for SLAMCI's Registration as Investment Company Advisor



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Company Registration and Monitoring Department
Ground Floor, Secretarial Building, PICC
City of Pasay, Metro Manila



IN THE MATTER OF

FOR: PAYMENT OF ANNUAL FEES

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

SEC Registration No. A199918034

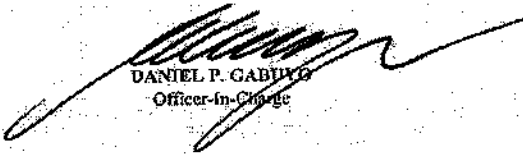
**CONFIRMATION OF THE
PAYMENT OF ANNUAL FEES**

The SUN LIFE ASSET MANAGEMENT COMPANY, INC. has paid the annual fees for the year 2022 amounting to Php 102,545.00 on 24 November 2021 under Official Receipt No. 2071580, for the subject institution and its one (1) capital market professional(s), as follows:

Name	Type of Registration	C.R. No.
SUN LIFE ASSET MANAGEMENT COMPANY, INC.	Investment Company Advisor	01-2004-00157
CAMANIA, MA. JEMLYN SY	Compliance Officer	02-2020-14082

The terms and conditions imposed upon the original/amended registration of the abovementioned capital market participants shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Pasay City, Philippines: 24 November 2021.


DANIEL P. GABUYO
Officer-in-Charge

REF: SEC-2071580
OFF. USE: 3421-11-21
REFERENCE NO.: 1121-01-09736

SECRETARY'S CERTIFICATE

I, ANNA KATRINA C. KABIGTING-IBERO, Filipino, of legal age and with office address at the 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City, under oath, state:

1. I am the Corporate Secretary of the Sun Life Prosperity Peso Voyager Feeder Fund, Inc. (herein referred to as "Corporation"), a corporation 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.
2. As such Corporate Secretary, I have possession of the records of the Corporation, including the minutes of the meetings of its Boards of Directors.
3. During the Joint Organizational Meeting of the Board and Stockholders of the Corporation on 27 January 2022, at which meeting a quorum was present, the following resolutions were unanimously approved by the Board of Directors:

CONSENT TO USE NAME

"RESOLVED, that the Board of Directors of Sun Life Prosperity Peso Voyager Feeder Fund, Inc. hereby consents to the use by Sun Life Prosperity World Income Fund, Inc. ("SLPWIF") of the name 'Sun Life Prosperity World Income Fund, Inc.' as its corporate name in connection with the application of SLPWIF for registration and incorporation with the Securities and Exchange Commission ("SEC").

RESOLVED FINALLY, that the Corporate Secretary be, as she is hereby authorized, to issue the corresponding Secretary's Certificate for submission to the SEC in compliance with its requirements therefore."

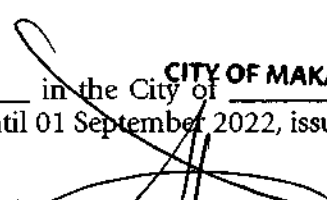
4. I further certify that the foregoing resolutions have not been superseded or amended as of the date of this Certificate.

IN WITNESS WHEREOF, I have hereunto affixed my signature on the date and in the place written below.


ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JAN 28 2022 in the City of CITY OF MAKATI, affiant exhibiting to me her Driver's License No. N02-96-324358 valid until 01 September 2022, issued in Makati City.

Doc. No. 07;
Page No. 03;
Book No. IV;
Series of 2022.


ATTY. GERVACIO B. ORTIZ JR.
Notary Public, City of Makati
Until December 31, 2022
IAP No. 85726-Literline Member
MCLC Compliance No. VI-0024312
Appointment No. M-82-(2021-2022)
PTR No. 8852511 Jan. 3, 2022
Makati City Roll No. 40092
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City