

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE
JUSTICE CONWAY

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FRIDAY, THE 24th
DAY OF JULY, 2015



IN THE MATTER OF AN APPLICATION UNDER SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. c. C.43 (as amended)

AND IN THE MATTER OF HANFENG EVERGREEN INC.

ORDER

THIS MOTION, made by Ernst & Young Inc., in its capacity as the receiver (the "Receiver") of Hanfeng Evergreen Inc. ("Hanfeng"), for an order clarifying and expanding the Receiver's powers was heard this day at 330 University Avenue, Toronto, Ontario.

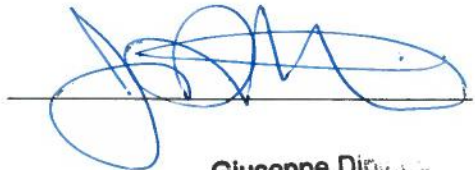
ON READING the Second Report of the Receiver dated July 17, 2015 (the "Second Report") and the Supplement to the Second Report of the Receiver dated July 22, 2015 (the "Supplement"), and on hearing the submissions of counsel to the Receiver, no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed:

1. **THIS COURT ORDERS** that the time for service of the motion record in respect of this Motion is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Second Report.
3. **THIS COURT ORDERS** that the Receiver is empowered and authorized to exercise any shareholder rights that Hanfeng has, including Hanfeng's rights as sole shareholder of Hanfeng Slow-Release Fertilizer Co., Ltd. (the "Chinese Subsidiary").
4. **THIS COURT ORDERS** Mr. Yu Xinduo to provide full and timely cooperation to the Receiver, including, but not limited to the following:
 - (a) providing unfettered access for Mr. Rong-Kai Hong and his company Formosa Supply Services Co., Ltd. and his designates to the Chinese Subsidiary's offices and facilities and books and financial records.
5. **THIS COURT ORDERS** that Mr. Yu Xinduo is forthwith prohibited from executing any document or entering into any agreement with respect to the Chinese Subsidiary without the Receiver's prior written consent thereto.
6. **THIS COURT ORDERS** that Mr. Yu Xinduo is forthwith prohibited from causing the Chinese Subsidiary to make any payments (including with respect to the Settlements, as defined in the Supplement) or any transfers out of any bank accounts in the name of the Chinese Subsidiary, including but not limited to, the bank account no. 23001866251050505638 with the China Construction Bank without the Receiver's prior written consent thereto.

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the People's Republic of China to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

JUL 24 2015



Giuseppe Dipietro
Registrar

IN THE MATTER OF AN APPLICATION UNDER SECTION 101 OF THE
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AND IN THE MATTER OF HANFENG EVERGREEN INC.

Court File No. CV-14-10667-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**
Proceedings commenced at Toronto

ORDER

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