

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

JUSTICE

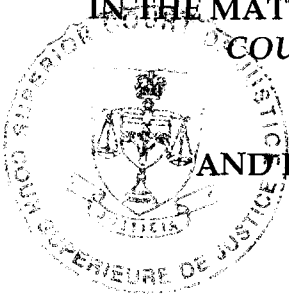
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FRIDAY, THE 31st

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 and Yu Xinduo, 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**"), including but not limited to, to change the legal representative and directors of the Chinese Subsidiary.
4. **THIS COURT ORDERS** that the Receiver is authorized to take any necessary steps to assert its ownership of and effect control over the Chinese Subsidiary and the Heilongjiang Assets, including but not limited to, the bank account no. 23001866251050505638 opened with the China Construction Bank in the name of the Chinese Subsidiary.
5. **THIS COURT ORDERS** that the Receiver is authorized and directed to engage Mr. Rong-kai Hong ("**Mr. Hong**") and his company, Formosa Supply Services Co., Ltd, ("**FSS**"), to provide interim management services in connection with the Chinese Subsidiary, including appointment of Mr. Hong as the legal representative (the "**New Legal Representative**") and a director of the Chinese Subsidiary.
6. **THIS COURT ORDERS** Mr. Yu Xinduo to provide full and timely cooperation to the Receiver, including, but not limited to the following:
 - (a) attending at Harbin Administration of Industry and Commerce ("**HAIC**") in order to facilitate the change of legal representative of the Chinese Subsidiary;

- (b) taking any steps within Mr. Yu's control and permitted by law to effect the surrender of all chops, including the company chop and finance chops relating to the Chinese Subsidiary and any of its subsidiaries to the New Legal Representative;
- (c) taking any steps within Mr. Yu's control and permitted by law to effect the surrender of all online banking tokens of the Chinese Subsidiary to the New Legal Representative; and
- (d) taking any steps within Mr. Yu's control and permitted by law to effect the surrender to the New Legal Representative all corporate licenses, certificates and registrations of the Chinese Subsidiary and any of its subsidiaries, including the original business license, replicate business license, organizational code certificate, tax certificate and safe registration.

7. **THIS COURT ORDERS** that the First Report, the Second Report and the Supplement and the conduct and activities of the Receiver as described in each of the reports are hereby approved.

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 31 2015



A. Anissimova
Registrar

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.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceedings commenced at Toronto

ORDER

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