

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N :

**ERNST & YOUNG INC.
in its capacity as Court Appointed Receiver of
HANFENG EVERGREEN INC.**

Plaintiff

- and -

YU XINDUO and LEI LI

Defendants

RESPONSE TO REQUEST TO ADMIT

In response to your request to admit dated September 13, 2016, the Plaintiff Ernst & Young Inc. in its capacity as Court Appointed Receiver of Hanfeng Evergreen Inc.:

1. Refuses to admit that the documents listed in Document 1 in Appendix "A" of the Defendants' Request to Admit comprise all of the documents posted on the Ernst & Young Inc. Restructuring Document Centre, Hanfeng Evergreen Inc. (the "**Website**") on the basis that at least one document posted on the Website has been omitted, entitled "Statement of Claim" and filed under "Litigation - Hanfeng v. Yu and Lei". In addition, the document entitled "Book of Authorities - Aug 14, 2014" that is filed under "Motion Records" on the Website has been omitted from the Defendants' Request to Admit.

2. States that the Defendants' request to admit the fact that "*the documents reproduced as Documents 2 - 27 in Appendix "A" to the Defendants' Request to Admit are complete and accurate copies of all of the documents listed in the Index*" is duplicative of the admissions with respect to Rule 51.01(b) provided in the chart below.

3. Does not admit any document listed in Appendix "A" to the Defendants' Request to Admit as proof of the truth of its contents nor does it admit the relevance or admissibility of any document listed therein.

4. Takes the following positions with respect to the request to admit the authenticity of each document listed in Appendix "A" to the Defendants' Request to Admit within the meaning of Rule 51.01:

Doc. No.	Description	Page	Response to Request to Admit
VOLUME I			
1.	Index from Ernst & Young Restructuring Information Document Centre website – Hanfeng Evergreen Inc.	1	See paragraph 1, above.
2.	Claims Procedure Order dated September 23, 2014	3	The plaintiff admits this document within the meaning of Rule 51.01.
3.	Endorsement dated September 23, 2014	27	The plaintiff admits this document within the meaning of Rule 51.01.
4.	Motion Record returnable September 23, 2014	28	See answer for each document.
	Tab 1 – Notice of Motion	31	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 2 – First Report of the Receiver	35	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 3 – Draft Order	44	The plaintiff admits this document within the meaning of Rule 51.01.
5.	Endorsement dated October 5, 2015	73	The plaintiff admits this document within the meaning of Rule 51.01.
6.	Order of the Honourable Justice Hainey dated October 5, 2015	74	The plaintiff admits this document within the meaning of Rule 51.01.

7.	Order of the Honourable Justice Hainey dated July 31, 2015	77	The plaintiff admits this document within the meaning of Rule 51.01.
8.	Endorsement of Justice Conway, dated July 24, 2015	81	The plaintiff admits this document within the meaning of Rule 51.01.
9.	Order of Justice Conway, dated July 24, 2015	82	The plaintiff admits this document within the meaning of Rule 51.01.
10.	Claims Procedure Order, dated September 23, 2014	86	The plaintiff admits this document within the meaning of Rule 51.01.
11.	Endorsement, dated September 23, 2014	110	The plaintiff admits this document within the meaning of Rule 51.01.
12.	Appointment Order, dated August 20, 2014	111	The plaintiff admits this document within the meaning of Rule 51.01.
13.	Approval and Vesting Order, dated August 20, 2014	123	The plaintiff admits this document within the meaning of Rule 51.01.
14.	Endorsement, dated August 15, 2014	129	The plaintiff admits this document within the meaning of Rule 51.01.
15.	Claim Package	130	The plaintiff admits this document within the meaning of Rule 51.01.
16.	Notice of Claims Procedure and Claims Bar Date	161	The plaintiff admits this document within the meaning of Rule 51.01.
17.	Proof of Claim	162	The plaintiff admits this document within the meaning of Rule 51.01.
18.	Motion Record, returnable October 5, 2015	167	See answer for each document.
	Index	169	The plaintiff admits this document within the meaning of Rule 51.01.

	Tab 1 - Notice of Motion, returnable October 5, 2015	170	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 2 - Third Report of the Receiver dated September 24, 2015	179	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix A – Approval and Vesting Order – August 20, 2014	194	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix B – Appointment Order – August 20, 2014	201	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix C – Order of Justice Conway – July 24, 2015	214	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix D – First Report of the Receiver – September 12, 2014	219	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix E – Second Report of the Receiver – July 17, 2015	231	See answer given below at Tab 2 of items 19-20 for each document.
	Appendix F – Letter from Brent Beekenkemp (E&Y) to Heilongjiang Harbin Pengcheng Fertilizer Co., Ltd, dated July 24, 2015	263	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix G – Legal Opinion by Heilongjiang Honghui Law Firm dated September 23, 2015	266	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix H – Letter from Murray McDonald (E&Y) to Pencheng Fertilizer Co., Ltd. dated August 25, 2015	275	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix I – Trust Account Reconciliation (Hanfeng Evergreen) for the period August 20, 2014 to September 20, 2015	278	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 3 - Draft Order	282	The plaintiff admits this document within the meaning of Rule 51.01.
19.	Motion Record, returnable July 24, 2015 Part 1	287	See answer for each document.

	Index	288	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 1 – Notice of Motion, returnable July 24, 2015	289	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 2 – Second Report of the Receiver – July 17, 2015	298	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix A – Approval and Vesting Order – August 20, 2014	323	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix B – Appointment Order – August 20, 2014	330	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix C – Claims Procedure Order – September 23, 2014	343	The plaintiff admits this document within the meaning of Rule 51.01.
VOLUME II			
20.	Motion Record, returnable July 24, 2015 Part 2		See answer for each document.
	Appendix D – First Report of the Receiver dated September 12, 2014 and Supplement to the First Report of the Receiver dated September 22, 2014	368	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix E – Share Transfer Agreement between Hanfeng Evergreen Inc. and Heilongjiang Harbin Pengcheng Fertilizer Co., Ltd.; and Guarantee Agreement between Heilongjiang Harbin Pengcheng Fertilizer Co., Ltd. and Xiuduo Yu	380	The plaintiff denies the authenticity of this document.
	Appendix F – Letter from Murray McDonald (E&Y) to Yanjia Ren (Heilongjiang Harbin Pengcheng Fertilizer Co., Ltd.) dated May 22, 2015	407	The plaintiff admits this document within the meaning of Rule 51.01.

	Appendix G – Affidavit of Jonathan Pollack (sworn August 13, 2014) (without exhibits)	409	The plaintiff admits this document within the meaning of Rule 51.01. With respect to the exhibits of the Affidavit, see the response given at No. 22, below.
	Appendix H – Rong-Kai Hong, Ph.D. – Curriculum Vitae	434	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix I – Draft Letter from Rong-Kei Hong (Formosa Supply Services Co., Ltd. to Murray A. McDonald (E&Y) re Hanfeng Evergreen dated July 2, 2015	436	The plaintiff admits this document within the meaning of Rule 51.01.
	Appendix J – Cumulative Receipts and Disbursements (Hanfeng Evergreen Inc.) for the period August 20, 2014 to June 30, 2015	442	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 3 – Draft Order	446	The plaintiff admits this document within the meaning of Rule 51.01.
21.	Motion Record returnable September 23, 2014 (same as Doc. No. 4, above)	453	See answer given above for each document.
22.	Application Record – August 14, 2014	498	See answer for each document.
	Index	500	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 1 – Notice of Application	502	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 2 – Affidavit of Jonathan Pollack sworn August 13, 2014	510	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit A – Fairness Opinion of Deloitte LLP dated August 7, 2014	532	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit B – Draft Financial Statements for year ending June 30, 2014	545	The plaintiff admits this document within the meaning of Rule 51.01.

	Exhibit C – Overview of Certain Filings Made In Proceedings Related to Proxy Battle	552	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit D – Hanfeng Evergreen Inc. Management Information Circular dated February 13, 2013	555	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit E – Interim Order and Endorsement of the Ontario Superior Court of Justice dated February 13, 2013	745	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit F – Press Release by Hanfeng dated January 13, 2014	766	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit G – Press Release by TSX dated January 15, 2014 and Press Release by Hanfeng dated January 16, 2014	772	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit H – Dissident Proxy Circular dated February 1, 2014	779	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit I – Press Release by Hanfeng dated February 6, 2014	805	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit J – Press Release by Hanfeng dated February 20, 2014	809	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit K – Press Release by Hanfeng dated February 24, 2014	814	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit L – Press Release by Hanfeng dated February 27, 2014	818	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit M – Press Release by Hanfeng dated May 12, 2014	822	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit N – Notice from Beidahuang dated December 13, 2013 and Press Release by Hanfeng dated December 20, 2013	828	The plaintiff admits this document within the meaning of Rule 51.01.

	Exhibit O – Press Release by Hanfeng dated March 24, 2014	835	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit P – Press Release by Hanfeng dated May 27, 2014	840	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit Q – Share Transfer Agreement and Transaction Documents	844	The plaintiff denies the authenticity of these documents.
	Exhibit R – Minutes of Compensation Committee dated July 29, 2014	877	The plaintiff admits this document within the meaning of Rule 51.01.
	Exhibit S – Consent of Ernst & Young Inc. dated August 13, 2014	881	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 3 – Form of Receivership Order	885	The plaintiff admits this document within the meaning of Rule 51.01.
	Tab 4 – Form of Approval and Vesting Order	899	The plaintiff admits this document within the meaning of Rule 51.01.
23.	Factum dated August 14, 2014	907	The plaintiff admits this document within the meaning of Rule 51.01.
24.	Supplement to the 2nd Report of the Receiver, dated July 22, 2014	938	The plaintiff admits this document within the meaning of Rule 51.01.
25.	Second Report of the Receiver dated July 17, 2015 (same as Tab 2 of Doc. No. 19 – 20, above)	951	See answer given above at Tab 2 of items 19-20 for each document.
26.	Supplement to the First Report of the Receiver, dated September 22, 2014	1098	The plaintiff admits this document within the meaning of Rule 51.01.
27.	First Report of the Receiver, dated September 12, 2014 (same as Doc. No. 4, Tab 2 above)	1101	See answer given above for each document.

December 6, 2016

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova LSUC# 52880V
Tel: (416) 869-5230
Mel Hogg LSCU# 48076E
Tel: (416) 869-6823
Fax: (416) 947-0866

Lawyers for the Plaintiff

TO: **MOORE BARRISTERS**
Professional Corporation
393 University Avenue
Suite 1600
Toronto, ON M5G 1E6

David C. Moore LSUC# 16996U
Tel: (416) 581-1818 ext. 222
Karen M. Mitchell LSUC# 23816G
Tel: (416) 581-1818 ext. 223
Fax: (416) 581-1279

Lawyers for the Defendants

**ERNST & YOUNG INC., in its capacity as Court
Appointed Receiver of Hanfeng Evergreen Inc.
Plaintiffs**

and

**YU XINDUO and LEI LI
Defendants**

Court File No. CV-16-11325-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

RESPONSE TO REQUEST TO ADMIT

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Maria Konyukhova LSUC# 52880V
Tel: (416) 869-5230
Mel Hogg LSUC# 48076E
Tel: (416) 869-6823
Genna Wood LSUC# 64287N
Tel: (416) 869-6852
Fax: (416) 947-0866

Lawyers for the Plaintiff