



NO. S171007  
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF  
SECTION 152 OF THE SECURITIES ACT, RSBC 1996, C. 418



BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

BOSSTEAM E-COMMERCE INC.,  
YAN ZHU also known as RACHEL ZHU,  
GUAN QIANG ZHANG, and  
ZHI YU ZHANG

RESPONDENTS

**ORDER MADE AFTER APPLICATION**

**(CLAIMS PROCESS AND DISTRIBUTION ORDER)**

BEFORE THE HONOURABLE ) FRIDAY THE 7<sup>TH</sup>  
)  
)  
)  
JUSTICE GROPPER ) DAY OF APRIL, 2017

UPON THE APPLICATION of the British Columbia Securities Commission, coming on for hearing at Vancouver, British Columbia, on this day;

AND ON READING the Petition dated February 1, 2017, the Affidavit #1 of Sammy Wu dated February 1, 2017 and the and the consent of Grant Thornton Limited to act as the Receiver and other materials filed herein; AND ON HEARING William Roberts, counsel for the British Columbia Securities Commission; John R. Shewfelt, counsel for Miller Thomson LLP; Abbas Sabur, counsel for Canadian Imperial Bank of Commerce; Loretta Chun, counsel for Her Majesty the Queen in Right of Canada as represented by the Attorney General of Canada, and no one appearing for the Respondents, although duly served.

THIS COURT ORDERS, DECLARES AND DIRECTS THAT:

*Approval of Claims Process*

1. The procedure set forth in this Order for determining claims of Investors and Creditors and distributing the Receivership Funds is hereby approved.
2. The Receiver, in addition to the prescribed rights and obligations in the Receivership Order shall administer the claims process and distribution scheme provided for herein and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this Order.

### *Interpretation and General Provisions*

3. The time for service of the Notice of Application for this Order is hereby abridged and deemed good and sufficient and this Application is properly returnable today.
4. In this Order, the following terms shall have the following meanings:
  - (a) **“Bossteam”** means the Respondent Bossteam E-Commerce Inc.;
  - (b) **“Claim”** means a right or claim of any person, including an Investor, against any or all of Bossteam, Zhu or the Receivership Funds on account of any indebtedness, liability or obligation of any kind whatsoever that exists as of the date of this Order, whether or not previously asserted or made;
  - (c) **“Claimant”** means any person who is asserting or wishes to assert a Claim against any or all of Bossteam, Zhu or the Receivership Funds, and includes an Investor;
  - (d) **“Claims Bar Date”** means August 4, 2017;
  - (e) **“Court”** means the Supreme Court of British Columbia;
  - (f) **“Dedicated Website”** means a website created and maintained by the Receiver containing:
    - information relating to this proceeding, the claims process contemplated by this Claims Process and Distribution Order and instructions on how to submit a claim to the Receiver for adjudication;
    - a Proof of Claim that may be completed and submitted to the Receiver on-line;
    - electronic copies of the Notice to Creditors, Instruction Letter and Proof of Claim;
    - copies of all pleadings and supporting materials in this proceeding; and
    - such other information as the Receiver may from time to time determine is necessary or desirable.

The Dedicated Website, and the documents available on the Dedicated Website, shall be maintained in both the English and Chinese languages, and such other languages as the Receiver may from time to time determine is necessary or desirable.

- (g) **“Frozen Funds”** means, as defined in the Petition herein, those monies that were held in certain bank accounts in the names of the Respondents Bossteam, Zhi Zhang, Guan Zhang and Zhu;
- (h) **“Guan Zhang”** means the Respondent Guan Qiang Zhang;
- (i) **“Instruction Letter”** means the letter to Claimants or potential Claimants, which letter shall be substantially in the form attached hereto as **Schedule “B”**;
- (j) **“Investor”** means any person who paid monies to Bossteam for the purchase of advertising package(s), advertising credits, advertising points or shares in Bossteam, as described in the Findings Decision issued on August 8, 2014, by the British Columbia Securities Commission;
- (k) **“Investor Claim”** means any Claim by an Investor arising from the purchase of advertising package(s), advertising credits, advertising points or shares in Bossteam, as described in the Findings Decision issued on August 8, 2014, by the British Columbia Securities Commission;
- (l) **“Known Claimant”** means a Claimant for whom the Receiver has contact information, and in particular means those Investors for whom the Receiver has electronic mail addresses provided by the British Columbia Securities Commission;
- (m) **“Notice to Creditors”** means the notice substantially in the form attached hereto as **Schedule “A”**;
- (n) **“Notice of Disallowance”** means the notice substantially in the form attached hereto as **Schedule “D”**;
- (o) **“Proof of Claim”** means the document substantially in the form attached hereto as **Schedule “C”**;
- (p) **“Proven Claim”** means a Claim, or portion thereof, that has been allowed by the Receiver or, if an appeal is taken by the Claimant, has been allowed by the Court;
- (q) **“Proven Investor Claim”** means an Investor Claim, or portion thereof, that has been allowed by the Receiver or, if an appeal is taken by the Investor, has been allowed by the Court;
- (r) **“Receiver”** means Grant Thornton Limited, in its capacity as court-appointed Receiver and, to the extent necessary, Trustee, without security, of certain assets, undertakings and properties of the Respondents;

- (s) **“Receivership Funds”** means those funds and assets over which the Receiver has been appointed, including the Frozen Funds and the Zhu Sales Proceeds;
- (t) **“Zhi Zhang”** means the Respondent Zhi Yu Zhang;
- (u) **“Zhu”** means the Respondent Yan Zhu (also known as Rachel Zhu); and
- (v) **“Zhu Sales Proceeds”** means, as defined in the Petition herein, those monies that represent the sales proceeds of certain lands registered in the name of Zhu.

5. The Receiver may cause any of the documents in Schedules A to D to be translated and available in a language other than English as the Receiver may from time to time determine is necessary or desirable.

### *Notification*

6. The Receiver shall give notice of these proceedings and the claims process contemplated by this Order by:
- (a) sending a copy of the Notice to Creditors to Known Claimants by electronic mail, if known; and
  - (b) creating and maintaining the Dedicated Website.
7. Providing notice to Claimants in accordance with paragraph 6 above shall constitute good and sufficient service and delivery of (i) notice of this proceeding and this Claims Process and Distribution Order, and (ii) the Claims Bar Date, on all Claimants and any persons wishing to assert a Claim, and any other person who may be entitled to receive service or notice thereof, and no other document or material need be sent to or served upon any actual or potential Claimants or person in respect of these proceedings or this Claims Process and Distribution Order.

### *Submission and Barring of Claims*

8. To make a Claim, a Claimant must complete and submit a Proof of Claim to the Receiver in the following manner:
- (a) completing a Proof of Claim on the Dedicated Website and submitting that Proof of Claim, along with supporting documents, to the Receiver by way of the Dedicated Website;
  - (b) sending a completed Proof of Claim, along with supporting documents, all in electronic form, to the Receiver by electronic mail to the following address: [bossteam@ca.gt.com](mailto:bossteam@ca.gt.com); or
  - (c) sending a completed Proof of Claim, along with supporting documents, to the Receiver by hand-delivery, regular mail, registered mail or courier at the following:

Grant Thornton Limited  
1600 - 333 Seymour Street  
Vancouver, BC V6B 0A4

Attention: Bossteam Claims

9. When completing a Proof of Claim, each Claimant must:
- (a) provide their name and mailing address;
  - (b) provide substantially all of the requested information on the Proof of Claim; and
  - (c) the Claimant must indicate, in the manner set out on the Proof of Claim, that they are declaring the information provided in the Proof of Claim to be complete and true as if the Proof of Claim were made under oath or solemn declaration
- failing which, the Receiver may elect to treat the Proof of Claim as a nullity.
10. A Claimant may submit a Proof of Claim (including any supporting documentation) in either the English or Chinese languages.
11. Any Claimant who fails to deliver a completed Proof of Claim to the Receiver in accordance with this Claims Process and Distribution Order on or before the Claims Bar Date shall:
- (a) be forever barred, estopped and enjoined from asserting or enforcing any Claim against the Receivership Funds and such Claim shall be forever extinguished;
  - (b) shall not be entitled to participate in any distribution of the Receivership Funds; and
  - (c) not be entitled to any further notice in these proceedings.

### *Adjudication of Claims*

12. The Receiver shall review and scrutinize Proofs of Claim received by the Claims Bar Date with the object of adjudicating those claims in a just, speedy, and inexpensive manner; however, the Receiver may, despite the passing of the Claims Bar Date, request further information and documents from a Claimant in respect of a previously Proof of Claim.
13. In calculating each Investor Claim, the Receiver shall have reference only to the following:
- (a) **“Amount Advanced”** means the principal amount advanced by each Investor to Bossteam on account of advertising package(s), advertising credits, advertising points or shares in Bossteam, without regard to any interest or profit on that amount; and

(b) “Amount Returned” means all amounts paid or returned to each Investor by or on behalf of Bossteam, howsoever characterized, including amounts paid to an Investor for:

- (i) viewing and/or clicking on advertisements;
- (ii) the sale or trade of shares in Bossteam;
- (iii) selling advertising packages to other Investors; or
- (iv) for sale or trade of advertising credits or points

all as described in the Findings Decision issued on August 8, 2014, by the British Columbia Securities Commission, without regard to whether any portion of that amount was characterized as interest, dividends, redemptions or profits;

and each Investor Claim shall be determined by deducting the Amount Returned from the Amount Advanced.

14. The Receiver may give notice in writing, by ordinary mail, facsimile transmission, e-mail message or personal delivery to any Claimant at the address, facsimile number or e-mail address shown on the Claimant’s Proof of Claim, of the Receiver’s intention to revise or disallow the claim set out in such Proof of Claim for distribution purposes, and if revised or disallowed, the reasons therefore, by delivering to the Claimant a Notice of Disallowance.
15. A Claimant may appeal any disallowance, in whole or in part, of a Proof of Claim to this Honourable Court by summary application provided that the Notice of Application and all supporting Affidavits are filed with this Honourable Court and delivered to the Receiver within 21 days of the Receiver having delivered the Notice of Disallowance. Any such appeal shall be conducted as a true appeal, and not a hearing *de novo*.
16. If a Claimant fails or neglects to perfect an appeal by filing and serving a Notice of Application and all supporting affidavits as set out above, then that Claimant shall have no further right of appeal of the Receiver’s decision and shall be deemed to accept the amount of its Claim, if any, as set out in the Notice of Disallowance.

***Constructive Trust***

17. The Frozen Funds are held in trust for the benefit of Investors as a class.
18. The Investors’ trust claim against the Frozen Funds shall rank in priority to any and all other claims to the Frozen Funds, whether secured, unsecured, statutory or otherwise, save and except for the Receiver’s Charge.

### ***Distribution Scheme***

19. After the Claims Bar Date has passed, the Receiver may distribute the Receivership Funds to Proven Claimants in such manner and at such times as the Receiver deems necessary or desirable.
20. The Receiver shall distribute the Receivership Funds to Proven Claimants in accordance with the following priorities:
  - (a) firstly, in payment of the Receiver's Charge, as contemplated and created by the Receivership Order herein;
  - (b) secondly, the Frozen Funds shall be distributed in payment of Proven Investor Claims on *pro rata* basis; and
  - (c) thirdly, the remainder of the Frozen Funds, if any, and the Zhu Sales Proceeds shall be distributed in payment of all other Proven Claims in accordance with legal priorities.
21. The Receiver may, but is not obligated to, apply to this Court to approve the distribution of Receivership Funds to Proven Claimants.

### ***General***

22. Except as otherwise expressly provided for herein, the Receiver may provide any notice or may effect delivery of documents, including a Notice to Creditors, to any potential or actual Claimant by sending that notice or those documents by electronic mail, facsimile, courier or by regular mail. Any document or notice sent by the Receiver by electronic mail or facsimile shall be deemed to be received immediately upon having been sent. Any document or notice sent by the Receiver by regular mail shall be deemed to be received on the seventh (7<sup>th</sup>) day following the date of mailing.
23. Any notice or other communication to be given to the Receiver shall be in substantially the form (if any) provided for in this Claims Process and Distribution Order. Such notice or communication will be sufficiently given only if delivered by registered mail, courier, email (in PDF format), personal delivery or facsimile transmission, addressed to:

Grant Thornton Limited  
1600 - 333 Seymour Street  
Vancouver, BC V6B 0A4

Attention: Receiver of Bossteam

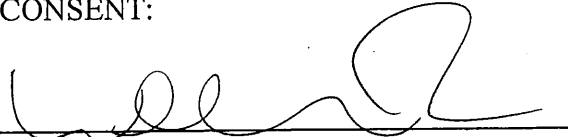
Email: [bossteam@ca.gt.com](mailto:bossteam@ca.gt.com)

24. The Receiver is authorized to use its reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim are completed and executed and may, if it is satisfied that a Claim has been adequately proven, waive strict

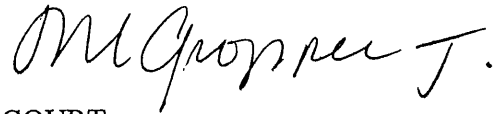
compliance with the procedures set out herein and as to the completion and execution of Proofs of Claim.

25. The Receiver, in addition to its prescribed powers and duties under the Receivership Order, and under any statute, is authorized and directed to take such other actions and fulfill such other roles as are contemplated by this Claims Process and Distribution Order.
26. References in this Claims Process and Distribution Order to the singular shall include the plural, and references to the plural shall include the singular, and references to any gender shall include the other gender.
27. The Receiver may apply to this Court from time to time for directions and for such further order or orders as it considers necessary or desirable to amend, supplement, or replace any term of this Claims Process and Distribution Order. In particular, the Receiver may apply to this Court to approve or seek directions in relation to the adjudication of claims or the distribution of the Receivership Funds.
28. Approval of this Order as to form by counsel or parties in attendance, other than counsel for the Applicant, is hereby dispensed with.

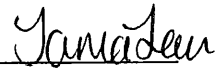
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



William L. Roberts  
Counsel for the British Columbia Securities  
Commission



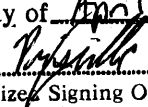
BY THE COURT



REGISTRAR

Certified a true copy according to  
the records of the Supreme Court  
at Vancouver, B.C.

This 7<sup>th</sup> day of April 2017



Authorized Signing Officer

**PRISCILLA LEE**





**NOTICE TO CREDITORS AND INVESTORS OF  
BOSSTEAM E-COMMERCE INC.  
AND OTHERS**

To Whom It May Concern:

Pursuant to an Order pronounced [date], the Supreme Court of British Columbia appointed Grant Thornton Limited (the "Receiver") as receiver over certain funds and assets (collectively, the "Receivership Funds") held in the names of Bossteam E-Commerce Inc., Yan Zhu (also known as Rachel Zhu), Guan Qiang Zhang, and Zhi Yu Zhang in British Columbia, Canada.

Pursuant to a Claims Process and Distribution Order also pronounced on [date], the Supreme Court of British Columbia directed the Receiver to administer a claims and distribution process through which those people with a legitimate claim to the Receivership Funds could advance claims and receive distributions.

Any person wishing to make a claim against Bossteam E-Commerce Inc., Yan Zhu (also known as Rachel Zhu) or the Receivership Funds must follow the process and procedures set out in these Court Orders.

Copies of both of these Court Orders, along with other relevant documents, can be accessed online at:

[http://www.grantthornton.ca/services/reorg/bankruptcy\\_and\\_insolvency/Bossteam](http://www.grantthornton.ca/services/reorg/bankruptcy_and_insolvency/Bossteam).

If you do not submit a Proof of Claim on or before [insert date] (the "Claims Bar Date"), your claim will be **barred and extinguished forever**.

If you have any questions regarding the claims procedure, please email [bossteam@ca.gt.com](mailto:bossteam@ca.gt.com).

Dated the [day] of [month, year] at Vancouver, British Columbia.

**GRANT THORNTON LIMITED**

**In its capacity as Receiver of Bossteam E-Commerce Inc.,  
and not in its personal or corporate capacity**

Per:

Name:

Title:



## INSTRUCTION LETTER

**NOTE:** *claims not completed correctly will not be accepted*

**NOTE:** *Any creditor or investor who does not submit a Proof of Claim on or before the Claims Bar Date of [date], your claim will be barred and extinguished forever.*

### Completing the Proof of Claim

- 1 If you are completing the Proof of Claim on behalf of a corporation you must state your position or title, e.g. "president" or "credit manager", etc.
- 2 Each of the following fields must be completed: Name, Address, City, Country, Telephone and Email.
- 3 Please indicate by checking the appropriate box whether you are claiming as an Investor or General Creditor.
  - a If you are a member of Bossteam E-Commerce or purchased advertising package(s), advertising credits, advertising points or shares in Bossteam E-Commerce, then you should submit a claim as an Investor.
  - b If you have provided goods or services to Bossteam E-Commerce or are otherwise owed money from Bossteam E-Commerce, then you likely have a claim as a General Creditor.
- 4 Evidence to support the amounts claimed must be attached.
  - a For Investor Claims – this would include copies of cancelled cheques or money orders, wire details to payments made to Bossteam E-Commerce, screenshots showing payments made online or receipts received.
  - b For General Creditors – this would include a Statement of Account, invoices and any other information necessary to prove your claim amount, containing details of the claim must be attached to your Proof of Claim and marked as "Schedule "A"". If you are filing a secured claim, you must provide a copy of your registered security document.

- 5 If you are making an Investor Claim please ensure all items set out in questions 7 to 11 are completed.
- 6 Please note that for your claim to be accepted you must confirm by checking the appropriate box that the information contained in the Proof of Claim is given by you as if it were made under oath or by solemn declaration.

**Submitting the Proof of Claim**

You may submit the Proof of Claim in any of the following three ways:

- 1 You may complete the Proof of Claim online, upload supporting documents, and submit all of those materials online;
- 2 You may download the Proof of Claim, complete it by hand or electronically, and then send that completed Proof of Claim along with supporting documents in PDF format to the Receiver at: [bossteam@ca.gt.com](mailto:bossteam@ca.gt.com); or
- 3 You may download the Proof of Claim, complete it by hand and then send that completed Proof of Claim, along with supporting documents, in hardcopy or by facsimile to the Receiver at the following mailing address:

Grant Thornton Limited  
333 Seymour Street, Suite 1600  
Vancouver, BC V6B 0A4  
Fax: (604) 685-6569  
Attention: Bossteam Claims

**Adjudication of Claims**

The Receiver will only adjudicate all claims received prior to ●.

If the Receiver disallows all or a portion of your claim, the Receiver will send you a Notice of Disallowance. If you disagree with the Receiver's findings, as set out in the Notice of Disallowance, you may appeal the Receiver's decision by following the appeal procedures set out in the Claims Process and Distribution Order. If you do not appeal the Receiver's decision in the manner and within the time limits set out in the Claims Process and Distribution Order, then you will be deemed to have accepted the Receiver's decision, as set out in the Notice of Disallowance.



**Proof of Claim**

In the matter of the receivership of Bossteam E-Commerce Inc. ("Bossteam") and others and the claim of:

Claimant name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ Province: \_\_\_\_\_

Country: \_\_\_\_\_ Postal code: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Mailing address (if different than above):

\_\_\_\_\_  
\_\_\_\_\_

I, \_\_\_\_\_ (*name of Claimant or name of representative*), of \_\_\_\_\_ (*city, province, country*), do hereby certify:

1. I have reviewed the documents and information contained on the website at [http://www.grantthornton.ca/services/reorg/bankruptcy\\_and\\_insolvency/Bossteam](http://www.grantthornton.ca/services/reorg/bankruptcy_and_insolvency/Bossteam) and wish to make a claim.

2. That:

- I am the Claimant; or
- I am the \_\_\_\_\_ (*position or title*) of the Claimant.

3. That I have knowledge of all the circumstances connected with the claim referred to in this form.

4. That (*check one*):

- I am making an Investor Claim (**if checked, proceed to Question 7**)
- I am making a claim other than an Investor Claim (**if checked, proceed to Question 5**)

**GENERAL CREDITORS (CLAIMS OTHER THAN INVESTOR CLAIMS):**

5. The Claimant states that \_\_\_\_\_ (choose one of Bossteam or Yan Zhu (also known as Rachel Zhu)) was at the receivership date and still is, indebted to the Claimant in the sum of CDN\$ \_\_\_\_\_ (insert Canadian value of claim).

6. My claim is:

- Secured
- Unsecured

» Proceed to Question 11

**INVESTOR CLAIMS:**

7. What is the email address associated with your Bossteam E-Commerce Inc. YouAdWorld account? \_\_\_\_\_

8. What is your:

- a) ID/account number: \_\_\_\_\_
- b) SponsorID: \_\_\_\_\_
- c) UplineID: \_\_\_\_\_

9. Please detail all amounts paid to Bossteam:

Date	Method of payment	Who was payment made to	Reason for payment (For example: from Ad package, Ucash, Consumer Credits, etc.)	Amount of payment

10. Please detail all amounts paid to you by Bossteam:

Date	Method of payment	Reason for payment (For example: from refund, withdrawal of ucash, bonus, etc.)	Amount of payment

11. Attach as **Schedule "A"** to this Proof of Claim all supporting documents which is evidence of your claim (may include a statement of account, copies of cancelled cheques or money orders, wire confirmations, bank statements, receipts, invoices, screenshots, and etc.).

Dated this \_\_\_\_ day of \_\_\_\_\_, 201\_\_.

**DECLARATION:**

I confirm that the information submitted in and with this Proof of Claim is true and accurate in every respect and is being provided to the Receiver as if made under oath or solemn declaration.

Signature (for non-web form submissions):

\_\_\_\_\_



**NOTICE OF DISALLOWANCE**

**IN THE MATTER OF THE RECEIVERSHIP OF CERTAIN ASSETS OF  
BOSSTEAM E-COMMERCE INC. and others**

To: [Name and address of creditor/investor] (the "Claimant")

Date: [Date]

**Proof of Claim submitted on [Claim Date]**

Take notice that Grant Thornton Limited, in its capacity as court-appointed Receiver of certain assets of Bossteam E-Commerce Inc. and others (the "Receiver") has reviewed the Proof of Claim in respect of the above named Claimant and has assessed the Proof of Claim in accordance with the order of the Supreme Court of British Columbia issued on [date] (the "Claims Process and Distribution Order").

All capitalized terms not defined herein have the meaning given to such terms in the Claims Process and Distribution Order.

The Receiver has reviewed your Proof of Claim in accordance with the Claims Process and Distribution Order, and has revised or disallowed your Claim/Investor Claim, for the following reason(s):

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Subject to appeal by you in accordance with the Claims Process and Distribution Order, your Claim/Investor Claim will be allowed as follows:

Name of Claimant	(Investor) Claim Amount per Proof of Claim	Classification of Claim per Proof of Claim	Amount of (Investor) Claim revised/ disallowed	Classification of (Investor) Claim revised/ disallowed
	\$		\$	

**IF YOU WISH TO APPEAL THE DISALLOWANCE OF YOUR CLAIM/INVESTOR CLAIM YOU MUST FILE WITHIN 21 DAYS OF THE DATE OF THIS NOTICE AN APPLICATION WITH THE SUPREME COURT OF BRITISH COLUMBIA AND PROVIDE WITHIN THE SAME PERIOD THE NOTICE OF APPLICATION AND ALL SUPPORTING AFFIDAVITS TO THE RECEIVER.**

If you do not appeal the disallowance of your Claim/Investor Claim in accordance with the above instructions and the Claims Process and Distribution Order, the amount and classification of your claim, as set out herein, will be deemed to be accepted.

Dated the [day] of [month, year].

**GRANT THORNTON LIMITED**  
**In its capacity as Receiver of Bossteam E-Commerce Inc.,**  
**and not in its personal or corporate capacity**

**Per:**

Name:

Title:



