



NO. S-171007
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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



BETWEEN:
VANCOUVER
REGISTRY
AND:
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
RECEIVERSHIP ORDER

BEFORE THE HONOURABLE) FRIDAY THE 7TH
JUSTICE GROPPER)
) DAY OF APRIL, 2017
)

ON THE APPLICATION of the British Columbia Securities Commission for an Order pursuant to s. 152 of the *Securities Act*, R.S.B.C. 1996, c. 418, as amended, and s. 39 of the *Law and Equity Act*, R.S.B.C. 1996 c. 253, as amended, appointing Grant Thornton Limited as Receiver and, to the extent necessary, Trustee (in such capacity, the “Receiver”) without security, of certain assets, undertakings and properties held in the names of the Respondents Bossteam E-Commerce Inc., Yan Zhu also known as Rachel Zhu, Guan Qiang Zhang and Zhi Yu Zhang, coming on for hearing this day at Vancouver, British Columbia;

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 AND DECLARES that:

1. 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.

APPOINTMENT

2. Pursuant to s. 152 of the *Securities Act*, R.S.B.C. 1996, c. 418, as amended, (the "*Securities Act*") and s. 39 of the *Law and Equity Act*, R.S.B.C. 1996 c. 253, as amended, and the inherent jurisdiction of the Court, Grant Thornton Limited is hereby appointed Receiver and, to the extent necessary, Trustee, without security, of the all funds and monies, including all proceeds thereof, held per the following (collectively, the "**Receivership Funds**"):

Financial Institution and Branch	Account Number	Approx. Balances
Canadian Imperial Bank of Commerce 4755 Kingsway, Burnaby, BC	00410-7282419	CAD\$146,930
	00410-0291714	USD\$9,015,438
HSBC Bank Canada online accounts	880-133325-001	CAD\$146,302
	880-133325-070	USD\$402,681
Bank of Montreal 5710 Victoria Drive, Vancouver, BC	0768-4525-561	USD\$118,600
The Bank of Nova Scotia 9 – 4299 Kingsway, Burnaby, BC	40410-01394-16	USD\$189,180
(collectively, the " Frozen Funds ")		
and		
Funds held in trust by Lawson Lundell LLP representing net proceeds of sale of the following lands registered in the name of the Respondent Yan Zhu (also known as Rachel Zhu): 214-7326 Antrim Avenue, Burnaby, BC PID: 023-035-331 Strata Lot 27 District Lot 98 Group 1 New Westminster District Strata Plan LMS1899 Together with an Interest in the Common Property in Proportion to the Unit Entitlement of the Strata Lot as Shown on Form 1 (the " Zhu Sales Proceeds ")		CAD\$122,810

RECEIVER'S POWERS

3. The Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Receivership Funds and, without in any way limiting the generality of the

foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Receivership Funds and any and all proceeds, receipts and disbursements arising out of or from the Receivership Funds;
- (b) to receive, preserve and protect the Receivership Funds;
- (c) to engage consultants, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including, without limitation, those conferred by this Order;
- (d) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Receivership Funds, whether in the Receiver's name or in the name and on behalf of the Respondents, for any purpose pursuant to this Order;
- (e) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Receivership Funds or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (f) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Receivership Funds and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (g) to register a copy of this Order and any other Orders in respect of the Receivership Funds against title to any of the Receivership Funds;
- (h) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations,

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Respondents, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

4. Each of (i) Respondents Bossteam E-Commerce Inc., Yan Zhu also known as Rachel Zhu, Guan Qiang Zhang and Zhi Yu Zhang, (ii) all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this

Order (all of the foregoing, collectively, being “Persons” and each being a “Person”) shall provide all reasonable cooperation to the Receiver as necessary for the Receiver to fulfill its duties in this receivership.

5. Upon having notice of this Order, any person shall within a reasonable period of time remit to the Receiver any portion of the Receivership Funds in their possession or control. Upon remitting funds to the Receiver in accordance with this Order, that person shall have no further liability in relation to the remitted funds to (a) the Respondents herein or (b) any judgment creditor or other creditor who has advanced a claim to those funds.

NO PROCEEDINGS AGAINST THE RECEIVER

6. No proceeding or enforcement process in any court or tribunal (each, a “Proceeding”), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE RECEIVERSHIP FUNDS

7. No Proceeding against or in respect of the Receivership Funds shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Receivership Funds are hereby stayed and suspended pending further Order of this Court; provided, however, that nothing in this Order shall prevent any Person from commencing a Proceeding regarding a claim that might otherwise become barred by statute or an existing agreement if such Proceeding is not commenced before the expiration of the stay provided by this paragraph and provided that no further step shall be taken in respect of Proceeding except for service of the initiating documentation on the Respondents and the Receiver.

NO EXERCISE OF RIGHTS OR REMEDIES

8. All rights and remedies (including, without limitation, set-off rights) against the Receivership Funds, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that nothing in this Order shall (i) affect the rights of any regulatory body as set forth in section 69.6(2) of the *Bankruptcy and Insolvency Act* (the “BIA”), (ii) prevent the filing of any registration to preserve or perfect a security interest, or (iii) prevent the registration of a claim for lien. The stay and suspension shall not apply in respect of any “eligible financial contract” as defined in the BIA.

RECEIVER TO HOLD FUNDS

9. All funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever including, without limitation, all or any of the Receivership Funds, whether in existence on the date of this Order or hereafter coming into existence, shall be

deposited into one or more new accounts to be opened by the Receiver (the "**Post- Receivership Accounts**") and the monies standing to the credit of such Post- Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further order of this Court.

EMPLOYEES

10. The Receiver shall not be liable for any employee-related liabilities of the Respondents, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than amounts the Receiver may specifically agree in writing to pay and amounts in respect of obligations imposed specifically on receivers by applicable legislation.

LIMITATION ON THE RECEIVER'S LIABILITY

11. The Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except:
 - (a) any gross negligence or wilful misconduct on its part; or
 - (b) amounts in respect of obligations imposed specifically on receivers by applicable legislation.

Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

12. The reasonable fees and disbursements of the Receiver and its legal counsel, in each case at their standard rates and charges, shall be entitled to and are hereby granted a charge (the "**Receiver's Charge**") on the Receivership Funds, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Receivership Funds in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.
13. The Receiver and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Supreme Court of British Columbia and may be heard on a summary basis.
14. Prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

ALLOCATION

15. Any interested party may apply to this Court on notice to any other party likely to be affected, for an order allocating the Receiver's Charge amongst the various assets or pools of funds comprising the Receivership Funds.

GENERAL

16. The Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
17. Nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of any of the Respondents.
18. The Receiver shall provide such periodic reports to the British Columbia Securities Commission as the Receiver determines necessary or advisable, or at such times as requested by the British Columbia Securities Commission.
19. This Court requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All such courts, tribunals and 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.
20. The Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal or regulatory or administrative body, wherever located, for recognition of this Order and for assistance in carrying out the terms of this Order and the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
21. Any interested party may apply to this Court to vary or amend this Order on not less than seven (7) clear business days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

22. Endorsement of this Order by counsel appearing on this application other than the Petitioner is hereby dispensed.

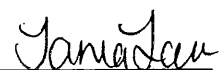
THE FOLLOWING PARTIES APPROVE OF THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



William L. Roberts
Counsel for the British Columbia Securities
Commission



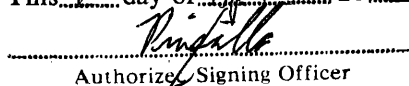
BY THE COURT



REGISTRAR

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

This 7th day of April 2017



Authorized Signing Officer

PRISCILLA LEE