



IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI “DEBBIE” WONG
SIU KON “BONNIE” SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
WAI HUNG WONG, ALSO KNOWN AS GILBERT WAI HUNG WONG
CHEN LIANG TAO AND JAE WAN CHOW
NGAI FUNG CHOW AND SAU LAN CHOW
DANNY CHOW, EXECUTOR OF THE WILL OF NGAI MO CHOW,
DECEASED
BRIAN BOTTEM, MARIA BOTTEM, IAN RICHARDSON

RESPONDENTS

NOTICE OF APPLICATION

NAME OF APPLICANT: MNP Ltd. (the “**Receiver**”), in its capacity as receiver of the assets and undertakings and property of Siu Mui “Debbie” Wong, Siu Kon “Bonnie” Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the “**Debtors**”) appointed by the Order of the Honourable Mr. Justice Groves, made herein on October 2, 2019

To: The Service List attached hereto as **Schedule “A”** and to:

Maria Bottem
26678 100 Avenue
Maple Ridge, BC V2W 1S5

Brian Bottem
26678 100 Avenue
Maple Ridge, BC V2W 1S5

Ian Richardson
26678 100 Avenue
Maple Ridge, BC V2W 1S5

TAKE NOTICE that an application will be made by the applicant, . . . , to the presiding Judge in Chambers at the courthouse at **800 Smithe Street, Vancouver, B.C.** on **December 13, 2022**, at **9:45 a.m.** for the order(s) set out in Part 1 below.

PART 1: ORDER(S) SOUGHT

1. An Order that:

- (a) Chen Liang Tao, Jae Wan Chow, Ngai Fung Chow, Sau Lan Chow, and Danny Chow, as Executor of the Will of Ngai Mo Chow, Deceased, Brian Bottem, Maria Bottem, and Ian Richardson be removed as Respondents to this proceeding; and
- (b) Derek Wai Git Wong and Farm Credit Canada, be joined as Respondents to this proceeding, *nunc pro tunc*,

and that amendment and service of an Amended Petition be dispensed with, and dispensing with the terms of Rule 6-2(8) of the Rules of Court, in the form attached as **Schedule "B"**;

2. An Order Approving the sale of the Receiver's interest in and to the subject lands and premises, as described below, in the form attached as **Schedule "C"** hereto, with blacklined copy from the Model Approval and Vesting Order attached as **Schedule "D"**; and

3. An Order, in the form attached as **Schedule "E"** that:

- (a) The activities of MNP Ltd. (the "**Receiver**") from April 6, 2022 to date as set out in the Receiver's Second Report to the Court dated November 22, 2022, and filed herein (the "**Receiver's 2nd Report**"), be approved.
- (b) The Receiver's interim fees and disbursements, and the interim fees and disbursements of the Receiver's counsel, as set out in the Receiver's 2nd Report, the Affidavit of Patty Wood sworn November 23, 2022, and the Affidavit of William L. Roberts, sworn November 23, 2022, be approved summarily.
- (c) The Receiver's Interim Statement of Receipts and Disbursements for the period ending November 21, 2022, as set out in the Receiver's 2nd Report, be approved summarily.

4. Such further and other relief as counsel may request and this Court may grant.

PART 2: FACTUAL BASIS

OVERVIEW

1. By Order pronounced on October 3, 2019, and amended on August 27, 2021, (the “**Receivership Order**”), the Receiver was appointed over certain assets, undertakings, and property of the Debtors, including all proceeds therefrom (the “**Property**”).
2. The Petitioner, the British Columbia Securities Commission (the “**Commission**”), applied for the appointment of the Receiver to assist with the orderly recovery and distribution of funds to investors who were defrauded by the Debtors.
3. The Receiver seeks three orders from the Court:
 - (a) An Order to add/remove certain respondents;
 - (b) An Order approving a sale of Sui Mui “Debbie” Wong’s undivided quarter interest in a commercial property with a civic address at 7192 120th Street, Surrey, British Columbia (the “**120th Street Lands**”) to Ngai Woon Chow; and
 - (c) Approval of the Receiver’s activities, fees and fees of its legal counsel from April 7, 2022 to November 22, 2022.

APPLICATION TO ADD/REMOVE RESPONDENTS

4. On April 21, 2022, the Receiver sought and was granted an Order approving the sale of another property being the subject of the Receivership, located at 26678 100 Avenue, Maple Ridge, B.C. (the “**100 Avenue Lands**”).
5. At that application, the Receiver also sought and was granted an Order to add the third-party owners and occupants of the 100 Avenue Lands as Respondents to the proceeding, as they were necessary and proper parties to be added in order to facilitate the transfer of title of the 100 Avenue Lands. As a result, the following individuals were added as Respondents to the proceeding by order of the Court pronounced on April 21, 2022: Chen Liang Tao, Jae Wan Chow, Ngai Fung Chow, Sau Lan Chow, and Danny Chow, as Executor of the Will of Ngai Mo Chow, Deceased, Brian Bottem, Maria Bottem, and Ian Richardson (collectively, the “**100 Avenue Owners and Occupants**”).
6. It was the intention of the Receiver to discontinue this proceeding as against the 100 Avenue Owners and Occupants upon completion of the sale of the 100 Avenue Lands. The sale of the 100 Avenue Lands was completed on May 24, 2022 and, accordingly, the 100 Avenue Owners and Occupants no longer have an interest in this proceeding. Accordingly, the Receiver is seeking an Order to remove the 100 Avenue Owners and Occupants as named Respondents to the proceeding.

7. Farm Credit Canada and Derek Wai Git Wong are each holders of charges against title to the Lands that will be discharged from title to the 120th Street Lands through the proposed sale, as follows:

Nature of Charge	Registration No.	Registered Owner
Right of First Refusal	CA3171252	Derek Wai Git Wong, as to the interest of Debbie
Judgment	CA6365587, renewed by CA7639427 and CA9183886	Farm Credit Canada, as to the interest of Debbie

8. Farm Credit Canada and Derek Wai Git Wong are not currently parties to the proceeding. Accordingly, for the limited purpose of being able to effect transfer of title to the Lands, and release the above-noted charges from title to the Lands, the Receiver is seeking an Order to add Farm Credit Canada and Derek Wai Git Wong as Respondents to the proceeding, as they are necessary and proper parties to the proceeding.
9. Notice of the application will be given to Derek Wai Git Wong and Farm Credit Canada.

THE 120TH STREET LANDS

10. The 120th Street Lands are commercial property located in Surrey. The registered owners include Ms. Wong, as to an undivided 25% interest, Ngai Woon Chow (“**Mr. Chow**”) as to an undivided 50% interest, and the Estate (as defined in the Receiver’s First Report), as to an undivided 25% interest. Mr. Chow is the brother of Ms. Wong.
11. The Receiver understands that Mr. Chow manages the 120th Street Lands. Accordingly, the Receiver requested that Mr. Chow provide the Receiver with copies of the commercial leases as well as information and documents pertaining to rental income and operating expenses. The Receiver received certain historical operating and financial information.

Fair Market Value

12. The 2022 assessment of the 120th Street Land as of July 1, 2021, is \$5,272,000.
13. In order to assess the fair market value of the 120th Street Lands, the Receiver obtained an appraisal and market valuations from two commercial realtors.
14. Grover Elliot & Co. Ltd., Real Estate Appraisers issued a Narrative Appraisal Report which set out the estimated market value of the 120th Street Lands as at October 14, 2021 to be \$4,580,000.
15. The Receiver retained Colliers International (“**Colliers**”) to provide a market valuation of the 120th Street Lands, and in September 2021, Colliers estimated a market value ranging between approximately \$3,900,000 and \$4,500,000. Colliers subsequently advised the Receiver that demolition clauses added to new leases and leases renewals would likely

make the 120th Street Lands more attractive to developers, and with these changes Colliers estimated the market value could increase to between approximately \$5,500,000 and \$6,300,000.

16. In 2022, the Receiver obtained a further market valuation from Avison Young Commercial Real Estate Services, LP (“**Avison Young**”). Avison Young issued a Market Evaluation Report which set out an estimated market value of \$6,750,000 for the 120th Street Lands effective May 5, 2022.

The Security

17. The Receiver’s legal counsel reviewed the following three mortgages registered against the 120th Street Lands:
- a) a mortgage registered on January 13, 2013, in favour of Royal Bank of Canada against the entire 120th Street Lands, which was subsequently assigned to South Town Enterprises Ltd. on September 15, 2015-(the “**South Town Mortgage**”);
 - b) a mortgage registered on June 10, 2013, in favour of Mr. Chow and Kwan Chyiu Chow against Ms. Wong’s 25% interest in the 120th Street Lands (the “**Chow’s Mortgage**”); and
 - c) a mortgage registered on June 10, 2013, in favour of Gilbert Wong against Ms. Wong’s undivided 25% interest in the 120th Street Lands (“**Mr. Wong’s Mortgage**” and together with the Chow’s Mortgage and the South Town Mortgage, the “**Security**”).
18. Mr. Chow alleges that the South Town Mortgage was modified pursuant to an unregistered modification dated June 8, 2016.
19. On March 29, 2022, counsel for Mr. Chow advised the Receiver that the principal balance owing on the South Town Mortgage was \$962,740.49 with interest accruing at 5% per annum. Mr. Chow’s counsel also confirmed that interest only payments were made on the South Town Mortgage from rental income generated from the 120th Street Property.
20. The Chow’s Mortgage allegedly secured a promissory note dated January 14, 2013, in the principal amount of \$500,000 signed by Ms. Wong in favour of Mr. Chow and Kwan Chyiu Chow.
21. Mr. Wong’s Mortgage allegedly secured a promissory note dated January 14, 2013, in the principal amount of \$250,000 signed by Ms. Wong in favour of Mr. Wong.

Proposed sale of 120th Street Lands

22. As reported in the Receiver’s First Report, an offer by Mr. Chow’s wife and son to purchase Ms. Wong’s 25% interest in the 120th Street Lands was made to the Receiver on December 1, 2021. The Receiver did not accept the offer submitted but proposed a

counteroffer. Various offers were exchanged between the parties, but an agreement was not reached, and negotiations concluded.

23. In March 2022, the Receiver received an unsolicited offer in the amount of \$5,300,000 to purchase the 120th Street Lands. The offer was not in a form that could be considered by the Receiver.
24. Also in March 2022, legal counsel representing Mr. Chow approached the Receiver about Mr. Chow purchasing Ms. Wong's interest in the 120th Street Lands.
25. Mr. Chow submitted an offer which was not accepted by the Receiver, and the Receiver submitted a counteroffer. From March 2022 to October 2022, Mr. Chow and the Receiver engaged in extensive negotiations before reaching an agreement, subject only to Court approval, with respect to the purchase and sale of Ms. Wong's undivided 25% interest in the 120th Street Lands and related commercial leases (the "**Purchased Interest**") for a sale price of \$850,000. The negotiations were conducted on a without prejudice basis as the parties exchanged their respective positions about the enforceability of the Security.
26. Mr. Chow and the Receiver entered into a Property Purchase and Sale Agreement dated November 10, 2022 (the "**120th Street Sale Agreement**"). A copy of the 120th Street Sale Agreement is attached as Appendix "A" to the Receiver's Second Report.
27. Pursuant to the terms of the 120th Street Sale Agreement, Mr. Chow paid a deposit toward the purchase price in the amount of \$100,000 which is being held in trust by the Receiver's legal counsel.
28. The material terms of the proposed transaction are as follows:
 - a) Purchase Price: \$850,000 (plus Goods and Service Tax, if applicable);
 - b) Conditions Precedent: Court approval only;
 - c) Closing Date: January 17, 2023, or such other date as may be agreed to by the 120th Street Purchaser and the Receiver;
 - d) Satisfaction of Purchase Price: The purchase price shall be paid by application of the deposit in the amount of \$100,000, and payment of the balance by the Closing Date.
29. The purchase price is not subject to any adjustments at closing, including adjustments for income and expense items, or other standard adjustments such as property taxes and utilities. All taxes payable in connection with the sale of the Purchased Interest shall be the responsibility of the 120th Street Purchaser.
30. The Purchased Interest shall be conveyed to the 120th Street Purchaser subject to the Permitted Encumbrances (as defined in the 120th Street Sale Agreement) which include the three registered mortgages.

31. The sale is to be completed on an “as is, where is” basis with no surviving representations or warranties being made by the Receiver.
32. Prior to reaching an agreement with the 120th Street Purchaser, the Receiver considered the various valuations which estimated the market value of the 120th Street Lands to range between approximately \$3,900,000 and \$6,750,000, or between \$975,000 and \$1,687,500 for a 25% interest. The Receiver also considered the enforceability issues with respect to the Security and amounts claimed in respect of the Security, real estate commissions, and other costs that would be incurred should the Receiver list the 120th Street Lands for sale.
33. The Receiver is satisfied that the proposed sale represents the present market value of Ms. Wong’s 25% interest in the 120th Street Lands. Accordingly, the Receiver recommends that the Court approve the proposed sale to the 120th Street Purchaser.

THE ACTIVITIES OF THE RECEIVER

34. By Order of the Court pronounced April 21, 2022, the activities of the Receiver from October 3, 2019 to April 6, 2022 were approved by the Court. These activities included are summarized in the Receiver’s First Report to the Court and included marketing and selling the Debtors’ fractional interests in various real property and realizing on funds held in trust from previous sales of property.
35. The Receiver’s activities from April 7, 2022 to November 22, 2022 included:
 - (a) Four court applications related to the realization and distribution of funds in various bank accounts held by the Debtors at various financial institutions;
 - (b) Application to sell Ms. Wong’s undivided quarter interest in the 100 Avenue Lands;
 - (c) Realizing on the Debtors’ interest in sale proceeds from 11456 Jasper Avenue, Edmonton, Alberta;
 - (d) Investigation into location of sale proceeds belonging to the Debtors in an unknown notary’s trust account in Alberta; and
 - (e) Negotiation of the sale of Ms. Wong’s undivided quarter interest in the 120th Street Lands.

REMAINING DUTIES OF THE RECEIVER

36. The remaining duties of the Receiver include:
 - (a) Further investigation of the Debtors’ interest in various shareholdings;

- (b) Completion of realization on Debtors' remaining funds held in the Debtors' bank accounts at various financial institutions;
- (c) Applying to the Court for a claims process and distribution order; and
- (d) Administering the claims process and distribution of the funds in the Receivership Estate.

RECEIVER'S FEES AND DISBURSEMENTS

- 37. The Receiver's fees and administration costs incurred in this matter from April 1, 2022 to October 31, 2022 was \$141,817.65 (including applicable taxes).
- 38. The time and disbursements incurred by the Receiver in the course of its duties are fair and reasonable in a receivership of the nature described herein. In the Receiver's opinion, the cost of this receivership is comparable to receivership assignments of similar scale and complexity.
- 39. The hourly rates charged by the Receiver are consistent with the average hourly rates billed by the Receiver on its other engagements and, to the Receiver's knowledge, consistent with other insolvency firms of comparable size engaged on similar receivership matters.
- 40. The Receiver requests that the Court summarily approve the Receiver's fees incurred from April 1, 2022 to October 21, 2022.

RECEIVER'S LEGAL COUNSEL'S FEES AND COSTS

- 41. The Receiver engaged Lawson Lundell LLP ("**Lawson**") as its independent legal counsel. The total fees of Lawson from April 1, 2022 to October 31, 2022, were \$105,162.60 inclusive of disbursements and taxes as summarized in Appendix E to the Report.
- 42. The Receiver has reviewed the invoices rendered to it by Lawson and believes them to be reasonable and proper. The legal services provided were necessary for the Receiver to fulfill its obligations in the proceeding.
- 43. The Receiver requests that the Court summarily approve the legal fees incurred

PART 3: LEGAL BASIS

- 44. Based upon the facts set out in Part 2 above, the Receiver submits that the subject offer reflects the fair market value of Ms. Wong's undivided quarter interest in the 120th Street Lands, the sale is commercially reasonable, and that it will enable this Receivership to come to a conclusion.
- 45. The Receiver will rely on Rules 6-2 and 13-5 of the Supreme Court Civil Rules and s. 15 of the *Law and Equity Act*, R.S.B.C. 1996, c. 253.

46. The Receiver will also rely on the terms of the Receivership Order, as amended and restated from time to time.

PART 4: MATERIAL TO BE RELIED ON

1. Second Amended and Restated Receivership Order pronounced on June 29, 2022.
2. The Receiver's First Report to the Court dated April 6, 2022;
3. The Receiver's Second Report to the Court dated November 22, 2022;
4. Affidavit of Patty Wood sworn herein on November 23, 2022;
5. Affidavit of William L. Roberts sworn herein on November 23, 2022; and
6. Affidavit of Linda Alexander sworn herein on November 24, 2022.

The applicant(s) estimate(s) that the application will take **10 minutes** and will be heard by

- This matter is within the jurisdiction of a Master.
- This matter is not within the jurisdiction of a Master

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days after service of this Notice of Application:

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
- (d) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Dated at the City of Vancouver, in the Province of British Columbia, this 25th day of November, 2022.



Joel Schachter
Lawson Lundell LLP
Solicitors for the Applicant

Filed by:

William L. Roberts/Joel Schachter
Lawson Lundell LLP
1600 – 925 West Georgia Street
Vancouver, British Columbia, V6C 3L2
Telephone: 604-685-3456; Fax: 604-669-1620
Email for Application: wroberts@lawsonlundell.com

To be completed by the court only:

Order made

in the terms requested in paragraphs _____ of Part 1 of this Notice of Application

with the following variations and additional terms:

Date:

Signature of Judge Master

APPENDIX

The following information is provided for data collection purposes only and is of no legal effect.

THIS APPLICATION INVOLVES THE FOLLOWING:

Other – application by Receiver for Approval of Sale, Approval of Receiver’s Activities/Accounts and order to add/remove Respondents

SCHEDULE "A"

SERVICE LIST

<p>Counsel for the Receiver:</p> <p>William Roberts Lawson Lundell LLP 1600 – 925 West Georgia Street, Vancouver, B.C., V6C 3L2 Telephone: (604) 631-9163 Email: wroberts@lawsonlundell.com</p>	<p>Receiver:</p> <p>Patty Wood MNP Ltd. Suite 2200, MNP Tower 1021 West Hastings Street Vancouver, BC V6E 0C3 Telephone: (604) 685-8408 Email: patty.wood@mnp.ca</p>
<p>Petitioner</p>	
<p>Counsel for the Petitioner: British Columbia Securities Commission</p> <p>William Roberts Lawson Lundell LLP 1600 – 925 West Georgia Street, Vancouver, B.C., V6C 3L2 Telephone: (604) 631-9163 Email: wroberts@lawsonlundell.com</p>	
<p>Respondents</p>	
<p>Siu Mui "Debbie" Wong 16863 -58A Avenue Surrey, BC V3S8P1 debbie16863@hotmail.com</p>	<p>Siu Kon "Bonnie" Soo 3311 Barmond Avenue Richmond, BC V7E 1A1 siukonsoo@gmail.com</p>
<p>1300302 Alberta Inc. 1101, 3961 – 52nd Avenue NE Calgary, AB T3J 0J7</p>	<p>D & E Arctic Investments Inc. c/o Debbie Wong 16863 58A Avenue Surrey, BC V3S 8P1</p>
<p>Origin Business Park, formerly known as Wheatland Industrial Park Inc. 1500, 222 – 3rd Avenue SW Calgary, AB T2P 0B4</p>	
<p>Soo + Wong Companies</p>	

<p>1342565 Alberta Inc. c/o Austin Wong in his capacity as Director of 1342565 Alberta Inc. 56 – 6747 203 Street Langley, BC V2Y 3B5</p>	<p>D & C Atlantic Investments Inc c/o Debbie Wong, in her capacity as a senior officer of D & C Atlantic Investments Inc. 16863 -58A Avenue Surrey, BC V3S8P1 <u>debbie16863@hotmail.com</u></p>
<p>0793751 BC Ltd. c/o Its Registered Office 16863 58A Avenue Surrey, BC V3S 8P1</p>	<p>0765306 B.C. Ltd. c/o Registered Office 16863 – 58A Avenue Surrey, BC V3S 8P1</p> <p>0765306 B.C. Ltd., c/o Colleen Soo in her capacity as Director of 0765306 B.C. Ltd. 3311 Barmond Avenue Richmond, BC V7E 1A1</p>
<p>1376472 Alberta Ltd. c/o Debbie Wong, in her capacity as a senior officer of 1376472 Alberta Ltd. 16863 -58A Avenue Surrey, BC V3S8P1 <u>debbie16863@hotmail.com</u></p>	<p>0879932 B.C. Ltd. c/o Its Registered Office 16863 58A Avenue Surrey, BC V3S 8P1</p>
<p>0790333 B.C. Ltd. c/o Its Registered Office Suite 205, 15240 – 56 Avenue Surrey, BC V3S 5K7</p>	<p>0745188 B.C. Ltd. c/o Registered Office 205, 15240 – 56th Avenue Surrey, BC V3S 5K7</p> <p>0745188 B.C. Ltd. c/o Justin Soo in his capacity as Director of 0745188 B.C. Ltd. 3311 Barmond Avenue Richmond, BC V7E 1A1</p>
<p>0774238 B.C. Ltd. c/o Its Registered Office 16863 58A Avenue Surrey, BC V3S 8P1</p>	<p>1192657 Alberta Ltd. c/o Austin Wong in his capacity as Director of 1192657 Alberta Inc. 56 – 6747 203 Street Langley, BC V2Y 3B5</p>
<p>1342558 Alberta Inc. c/o Registered Office 1101, 3961 52 Avenue NE Calgary, AB T3J 0J7</p> <p>1342558 Alberta Inc. c/o Austin Wong in his capacity as Director of 1342558 Alberta Inc. 56 – 6747 203 Street Langley, BC V2Y 3B5</p>	<p>New City Enterprises Ltd. c/o Its Registered Office 501 – 1195 West Broadway Vancouver, BC V6H 3X5</p>

Non-Respondents (Joint Owners/Chargeholders)		
<p>Gilbert Wei Hung Wong c/o Austin Wong and Derek Wong, Executors of the Will of Wai Hung Wong, Deceased c/o Lindsay Kenney LLP Suite 1800, 401 West Georgia Street Vancouver, B.C. V6B 5A1 <u>Attention:</u> J. Reilly Pollard RPollard@lklaw.ca</p>	<p>Kwok Kie Soo 3311 Barmond Avenue Richmond, BC V7E 1A1 kwokiesoo@gmail.com</p>	
<p>Chen Liang Tao and Jae Wan Chow Ngai Fung Chow and Sau Lan Chow Danny Chow, Executor of the Will of Ngai Mo Chow, Deceased c/o Edwin Soon Law Office 609 – 938 Howe Street Vancouver, B.C. V6Z 1N9</p>	<p>Ngai Woon Chow Kwan Chyiu Chow (Deceased) South Town Enterprises Ltd. c/o Lana K.L. Li Kornfeld LLP 1100 One Bentall Centre 505 Burrard Street, Box 11 Vancouver, BC V7X 1M5 Email: lli@kornfeldllp.com</p>	
<p>Derek Wai Git Wong c/o Lindsay Kenney LLP Suite 1800, 401 West Georgia Street Vancouver, B.C. V6B 5A1 <u>Attention:</u> J. Reilly Pollard</p>	<p>Farm Credit Canada Adnan Habib Erin Stewart, Paralegal Baker Newby LLP 200 – 2955 Gladwin Road Abbotsford, BC V2T 5T4 Email: AHabib@bakernewby.com ESTewart@bakernewby.com</p>	
<p>His Majesty the King Right of Canada, as Represented by the Attorney General of Canada c/o Department of Justice 900 – 840 Howe Street Vancouver, BC V6Z 2W9 gordon.carscadden@justice.gc.ca</p>		
Non-Respondents (Investor Groups)		
Action No.	Plaintiffs	Counsel
1401-10536 (ABQB)	DYMI Investments Ltd.	<p>Michael Bokhaut Stones Carbert Waite LLP 200 Encor Place, 645 – 7th Avenue SW Calgary, AB T2P 4G8 Email: bokhaut@carbertainwaite.com</p>
1801-07295 (ABQB)	1305402 Inc.	<p>Brad J. Findlater Wilson Laycraft 211 11 Avenue SW, Suite 650 Calgary, AB T2R 0C6</p>

		Email: bfindlater@wilcraft.com
S-134693	<p>1734454 Ontario Ltd. (Ken Chan)</p> <p>2125876 Ontario Ltd. (King Luen Yeung)</p> <p>2125875 Ontario Ltd. and Yen Chia Yeung</p> <p>Elaine Cho and Mud Yau Cho</p> <p>0795641 B.C. Ltd. (Tom Wong)</p> <p>0795641 B.C. Ltd. (Larry Yee)</p> <p>0795641 B.C. Ltd. (Simon So)</p> <p>Heng Sheng Development Co. Ltd. (Hank Yung and Patrick Tong)</p> <p>0795213 B.C. Ltd. (Jonathan Ng)</p> <p>0776137 B.C. Ltd. (Ai Hong "Ivy" He)</p> <p>0795769 B.C. Ltd. (Brenda Po Yin Leung)</p> <p>Ho Jing Investments Ltd. (Tung Mui Wong)</p> <p>0792543 B.C. Ltd. (Tung Mui Wong)</p> <p>S. Kong Development Co. Ltd. Steven Kong and Goey Kong</p> <p>0767013 B.C. Ltd. (Wai Ling Kong and Darryl Kong)</p> <p>Yong A "Clara" Kim</p> <p>Kai Yen Cho and Hung Tern Kong</p> <p>Shao Qing Zhou</p> <p>Hui Fen Zhou</p> <p>0792600 B.C. Ltd. (Wei Fong Chau)</p> <p>Fortune Peak Investments Inc. Ping Chang "Amy" Huang</p> <p>Da Sen "Sam" Huang</p> <p>Wei Qiang Wu</p> <p>Helen Situ</p> <p>Wen Zhan "Susana" Fang</p> <p>0793067 B.C. Ltd. (Li Ming Dong and Yong Hua Tang)</p> <p>0795205 B.C. Ltd. (Serena Wen)</p> <p>2</p> <p>Chinook Alize Enterprises Ltd. (Mei Ching Li)</p> <p>0798331 B.C. Ltd. and Law Ng</p>	<p>Mark Pontin</p> <p>Fasken Martineau DeMoulin LLP</p> <p>2900-550 Burrard Street</p> <p>Vancouver, BC V6C 0A3</p> <p>Email: mpontin@fasken.com</p>

	<p>Young 0798331 B.C. Ltd. and Tony Jonathan Chew 0798331 B.C. Ltd. and Yuet- Kau Chew 0792142 B.C. Ltd. (Shelly Wong, Susan Chong and David Chan) Robert Pang 0795257 B.C. Ltd. (Alice Woo, Justin Wu, Henry Wu, and Lai Wan Ip) 0795257 B.C. Ltd. (Yung Yung Hui) Xue Ju Yang 0796367 B.C. Ltd. (Mei Ling "May" Yang and Stephen So) 0796367 B.C. Ltd. (Chun "Felix" Lam) 0796367 B.C. Ltd. (Nan "Dolphin" Jiang) Zhao Dong Liang Chou Jie Sie 0796372 B.C. Ltd. (Sandy Qiao Ying Yee) Shi Ying Deng Lily Tan and Dudley Tan Steven Wong Chia Chih Tan and Sung Hua Ma Kwong Wing Leung Enterprises Ltd. John Doe Jane Doe Doe Corporation</p>	
S-139102	<p>Wheatland Industrial Park Inc. Chang Wei Tile Ltd. Super Tile & Construction Ltd. Bill Fong Investment Ltd. S.F. Investment Ltd. Ru Zhu Investment Ltd. 0794263 Ltd. 0794271 B.C. Ltd. 0805671 B.C. Ltd. 0805665 B.C. Ltd. 0792984 B.C. Ltd.</p>	<p>Winston Kam Remedios & Company 1010-1030 W Georgia Street, Vancouver, BC V6E 2Y3 Email: wkam@remediosandcompany.com</p>
S-149050	<p>0805652 B.C. Ltd. 0805663 B.C. Ltd. 0805658 B.C. Ltd.</p>	<p>Glen Forrester Forrester & Company Suite 600, Randall Building</p>

	0801660 B.C. Ltd. 0795671 B.C. Ltd. Bill Fong Investment Ltd. Chain Wei Tile Ltd. Super Tile & Construction Ltd. Shun Chi Company Ltd.	555 W Georgia St. Vancouver, BC V6B 1Z6 Email: gforrester@forresterbarristers.com ; bettywu7925@gmail.com isayml@icloud.com i_leung@shaw.ca Bill.h.fong@gmail.com doublecolourtile@hotmail.com
S-169097	Guang Ming Benediction Ltd. Tzong Yow Jacky Hung Sharon Woan Rong Lee	Derek Young Gowling WLG #2300, 550 Burrard Street Vancouver, BC V6C 2B5 Email: Derek.Young@gowlingwlg.com

EMAIL SERVICE LIST

wroberts@lawsonlundell.com; patty.wood@mnp.ca; debbie16863@hotmail.com;
siukonsoo@gmail.com; RPollard@lklaw.ca; kwokiesoo@gmail.com; lli@kornfeldllp.com;
lli@kornfeldllp.com; AHabib@bakernewby.com; EStewart@bakernewby.com;
gordon.carscadden@justice.gc.ca; bokhaut@carbortwaite.com; bfindlater@wilcraft.com;
mpontin@fasken.com; wkam@remediosandcompany.com; gforrester@forresterbarristers.com;
bettywu7925@gmail.com; isayml@icloud.com; i_leung@shaw.ca; Bill.h.fong@gmail.com;
doublecolourtile@hotmail.com; Derek.Young@gowlingwlg.com

SCHEDULE "B"

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
WAI HUNG WONG, ALSO KNOWN AS GILBERT WAI HUNG WONG
CHEN LIANG TAO AND JAE WAN CHOW
NGAI FUNG CHOW AND SAU LAN CHOW
DANNY CHOW, EXECUTOR OF THE WILL OF NGAI MO CHOW,
DECEASED
BRIAN BOTTEM, MARIA BOTTEM, IAN RICHARDSON

RESPONDENTS

**ORDER MADE AFTER APPLICATION
TO ADD RESPONDENT TO THE PROCEEDING**

BEFORE THE HONOURABLE)
TUESDAY, THE 13TH DAY
)
DAY OF DECEMBER, 2022
)

THE APPLICATION of MNP Ltd., in its capacity as Court-appointed Receiver (the "Receiver") of the assets, undertakings and properties of the Respondents Siu Mui "Debbie" Wong, Siu Kon "Bonnie" Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the "Debtors"), coming on for hearing at Vancouver, British Columbia, on the 13th day of December, 2022; AND ON HEARING William L. Roberts, counsel for the Receiver and no one appearing for the Petitioner, the Respondents or the Intended Respondents, although duly served, AND UPON READING the material filed herein;

THIS COURT ORDERS that:

1. Chen Liang Tao, Jae Wan Chow, Ngai Fung Chow, Sau Lan Chow, and Danny Chow, as Executor of the Will of Ngai Mo Chow, Deceased, Brian Bottem, Maria Bottem, and Ian Richardson be removed as named Respondents to this proceeding;
2. Derek Wai Git Wong and Farm Credit Canada be added as named Respondents to these proceedings, *nunc pro tunc*.
3. The style of proceedings be and is hereby amended accordingly.
4. Preparation and service of the Amended Petition on all parties be and is hereby dispensed with.
5. The terms of Rule 6-2(8) of the Supreme Court Civil Rules be dispensed with.
6. The Receiver shall be entitled to its costs of this application.

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 APPLICANT

BY THE COURT

REGISTRAR

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
AND OTHERS

RESPONDENTS

ORDER TO ADD RESPONDENTS



Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2
Phone: (604) 685-3456
William L. Roberts
Email: wroberts@lawsonlundell.com

SCHEDULE "C"

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
WAI HUNG WONG, ALSO KNOWN AS GILBERT WAI HUNG WONG
NGAI WOON CHOW
DEREK WAI GIT WONG
FARM CREDIT CANADA

RESPONDENTS

ORDER MADE AFTER APPLICATION

APPROVAL AND VESTING ORDER

BEFORE THE HONOURABLE)
) 12/13/2022
)

THE APPLICATION of MNP Ltd., in its capacity as Court-appointed Receiver (the "Receiver") of the assets, undertakings and properties of the Respondents Siu Mui "Debbie" Wong, Siu Kon "Bonnie" Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the "Debtors"), coming on for hearing at Vancouver, British Columbia, on the 13th day of December, 2022; AND ON HEARING William L. Roberts, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto, and no one appearing for the Petitioner or the Respondents, although duly served, and the Court being satisfied that notice of this application was provided to **Austin Wong and Derek Wong**, in their capacity as the **Executors of the Will of Wai Hung Wong**,

also known as **Gilbert Wai Hung Wong, Deceased**, and the Intended Respondents, **Derek Wai Git Wong** and **Farm Credit Canada**; AND UPON READING the material filed, including the Receiver's Second Report to the Court dated November 22, 2022 (the "**Receiver's Affidavit**");

THIS COURT ORDERS AND DECLARES THAT:

1. The sale transaction (the "**Transaction**") contemplated by the Property Purchase and Sale Agreement dated November 10, 2022 and addenda (collectively the "**Sale Agreement**"), between the Receiver and Ngai Woon Chow (the "**Purchaser**"), a copy of which is attached as Appendix A to the Receiver's Second Report to the Court dated November 22, 2022, is hereby approved, and the Sale Agreement is commercially reasonable. The execution of the Sale Agreement by the Receiver is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance to the Purchasers of the assets described in the Sale Agreement (the "**Purchased Assets**").
2. Upon delivery by the Receiver to the Purchasers of a certificate substantially in the form attached as **Schedule "B"** hereto (the "**Receiver's Certificate**"), all of the Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement and listed on **Schedule "C"** hereto shall vest absolutely in the Purchaser in fee simple, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of this Court dated October 3, 2019, as amended by further Orders of this Court dated August 27, 2021 and June 29, 2022 (collectively, the "**Receivership Order**"); (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (iii) those Claims listed on **Schedule "D"** hereto (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule "E"** hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.
3. Upon presentation for registration in the Land Title Office for the Land Title District of the City of Surrey of a certified copy of this Order, together with a letter from Lawson Lundell LLP, solicitors for the Receiver, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to:

- (a) enter the Purchaser as the owner of the Lands, as identified in **Schedule "C"** hereto, together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the Lands, and this Court declares that it has been proved to the satisfaction of the Court on investigation that the title of the Purchaser in and to the Lands is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Purchaser as aforesaid; and
 - (b) having considered the interest of third parties, to discharge, release, delete and expunge from title to the Lands all of the registered Encumbrances except for those listed in **Schedule "E"**.
4. The net proceeds from the sale of the Purchased Assets shall be paid over and dealt with by the Receiver in accordance with the Receivership Order.
5. The Receiver is to file with the Court a copy of the Receiver's Certificate forthwith after delivery thereof.
6. Subject to the terms of the Sale Agreement, vacant possession of the Purchased Assets, including any real property, shall be delivered by the Receiver to the Purchaser at 12:00 noon on the Closing Date (as defined in the Sale Agreement), subject to the permitted encumbrances as set out in the Sale Agreement and listed on **Schedule "E"**.
7. The Receiver, with the consent of the Purchaser, shall be at liberty to extend the Closing Date to such later date as those parties may agree without the necessity of a further Order of this Court.
8. Notwithstanding:
 - (a) these proceedings;
 - (b) any applications for a bankruptcy order in respect of the Debtors now or hereafter made pursuant to the *Bankruptcy and Insolvency Act* and any bankruptcy order issued pursuant to any such applications; and
 - (c) any assignment in bankruptcy made by or in respect of the Debtors,

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtors and shall not be void or voidable by creditors of the Debtors, nor shall it constitute or be

deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body, 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 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.
10. The Receiver or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

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:

Signature of Lawyer for the Applicant
William L. Roberts

BY THE COURT

REGISTRAR

Schedule A – List of Appearing Parties

<p>Counsel for the Receiver, MNP Ltd. Applicant</p>	<p align="right">William L. Roberts Lawson Lundell LLP 1600 – 925 West Georgia Street Vancouver, BC V6C 3L2 Telephone: 604-312-4429 E-mail: wroberts@lawsonlundell.com</p>

Schedule B – Receiver’s Certificate

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI “DEBBIE” WONG
SIU KON “BONNIE” SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
DEREK WAI GIT WONG
FARM CREDIT CANADA

RESPONDENTS

Receiver’s Certificate

RECITALS

A. Pursuant to an Order of the Supreme Court of British Columbia (the “**Court**”) dated October 3, 2019, as amended by further Orders of this Court dated August 27, 2021 and June 29, 2022 (collectively, the “**Receivership Order**”), MNP Ltd., was appointed Receiver (the “**Receiver**”) of the assets, undertakings and properties of the Respondents Siu Mui “Debbie” Wong, Siu Kon “Bonnie” Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the “**Debtors**”).

B. Pursuant to an Order of the Court dated December 13, 2022 (the “**Approval and Vesting Order**”), the Court approved the Property Purchase and Sale Agreement dated for reference November 10, 2022, (the “**Sale Agreement**”) between the Receiver and Ngai Woon Chow (the “**Purchaser**”) and provided for the vesting in the Purchasers of all of the right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchasers of a certificate confirming (i) the payment by the Purchasers of the Purchase Price for the Purchased Assets; (ii) that the

conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order or the Sale Agreement, as applicable.

THE RECEIVER CERTIFIES the following:

1. The Purchasers have paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing set out in Article 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at Vancouver, BC this ____ day of _____,
_____.

MNP Ltd.
in its capacity as Receiver and Manager of certain
assets, undertakings and properties of the Debtors
and not in its personal capacity

Per: _____
Patty Wood, Receiver

Schedule C – Purchased Assets

The one-quarter interest of Siu Mui Wong in and to:

7192 120th Street, Surrey, British Columbia

PARCEL IDENTIFIER: 000-616-583

LOT A EXCEPT: PART ON STATUTORY RIGHT OF WAY PLAN 83439,
SECTION 18 TOWNSHIP 2 NEW WESTMINSTER DISTRICT PLAN 10691

Schedule D – Claims to be deleted/expunged from title to Real Property

Nature of Charge	Registration No.	Registered Owner
Right of First Refusal	CA3171252	Derek Wai Git Wong, as to the interest of Debbie Siu Mui Wong
Judgment	CA4545125 (lapsed)	The Crown in Right of Canada as to the interest of Debbie Siu Mui Wong
Judgment	CA6365587, renewed by CA7639427 and CA9183886	Farm Credit Canada, as to the interest of Debbie Siu Mui Wong
Judgment	CA6591432, renewed by CA7978405 and CA9564132	British Columbia Securities Commission, as to the interest of Debbie Siu Mui Wong
Injunction	CA7859608	N/A

Schedule E – Permitted Encumbrances, Easements and Restrictive Covenants related to Real Property

4. The reservations, limitations, provisos and conditions expressed in the original grant thereof from the Crown, legal notations, and the following:

Nature of Charge	Registration No.	Registered Owner
Easement	M59912	N/A
Easement	M59913	N/A
Mortgage and Assignment of Rents	CA2951150/1, transferred to CA4676188/9	South Town Enterprises Ltd.
Mortgage	CA3171250	Ngai Woon Chow and Kwan Chyi Chow
Mortgage	CA3171251	Derek Wong and Austin Wong, Executors of the Will of Gilbert Wai Hung Wong, Deceased
<i>Securities Act</i> Charge	BB3013226	British Columbia Securities Commission

NO. S-
198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

BRITISH COLUMBIA SECURITIES
COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC. formerly
known as WHEATLAND INDUSTRIAL PARK
INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.

RESPONDENTS

ORDER – APPROVAL AND VESTING ORDER



Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, BC, V6C 3L2
Phone: (604) 631-9145
Attention: William L. Roberts
Email: wroberts@lawsonlundell.com

SCHEDULE "D"

~~MODEL APPROVAL AND VESTING ORDER~~

~~[current to August 1, 2015]~~

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
WAI HUNG WONG, ALSO KNOWN AS GILBERT WAI HUNG WONG
NGAI WOON CHOW
DEREK WAI GIT WONG
FARM CREDIT CANADA

RESPONDENTS

ORDER MADE AFTER APPLICATION

APPROVAL AND VESTING ORDER

BEFORE THE HONOURABLE

)
)
)

dd/mm/yyyy 12/13/2022

THE APPLICATION of ~~[RECEIVER'S NAME]~~, MNP Ltd., in its capacity as Court-appointed ~~[Receiver or Receiver and Manager]~~ (the "Receiver") of the assets, undertakings and properties of ~~[Name of Debtor]~~ the Respondents Siu Mui "Debbie" Wong, Siu Kon "Bonnie" Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the "Debtors"), coming on for hearing at Vancouver, British Columbia, on the _____ 13th day of _____, 201____; December, 2022;

AND ON HEARING _____, William L. Roberts, counsel for the Receiver, and those other counsel listed on **Schedule "A"** hereto, and no one appearing for _____, the Petitioner or the Respondents, although duly served, and the Court being satisfied that notice of this application was provided to Austin Wong and Derek Wong, in their capacity as the Executors of the Will of Wai Hung Wong, also known as Gilbert Wai Hung Wong, Deceased, and the Intended Respondents, Derek Wai Git Wong and Farm Credit Canada; AND UPON READING the material filed, including the Receiver's Second Report of to the Receiver Court dated _____ November 22, 2022 (the "Report")^[1]; Receiver's Affidavit");

THIS COURT ORDERS AND DECLARES THAT:

1. The sale transaction (the "**Transaction**") contemplated by the ~~{Asset Property Purchase and Sale Agreement}~~ dated _____, _____ (November 10, 2022 and addenda (collectively the "**Sale Agreement**")^[2]), between the Receiver and _____] Ngai Woon Chow (the "**Purchaser**")^[2]), a copy of which is attached as Appendix "A" to the Receiver's Second Report to the Court dated November 22, 2022, is hereby approved, and the Sale Agreement is commercially reasonable.^[3] The execution of the Sale Agreement by the Receiver^[4] is hereby authorized and approved, and the Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance to the ~~Purchaser~~ Purchasers of the assets described in the Sale Agreement (the "**Purchased Assets**").
2. Upon delivery by the Receiver to the ~~Purchaser~~ Purchasers of a certificate substantially in the form attached as **Schedule "B"** hereto (the "**Receiver's Certificate**"), all of the ~~Debtor's~~ Debtors' right, title and interest in and to the Purchased Assets described in the Sale Agreement ~~{and listed on Schedule "C" hereto}~~^[5] shall vest absolutely in the Purchaser in fee simple, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**"^[6]) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of this Court dated ~~{Date}~~ October 3, 2019, as amended by further Orders of this Court dated August 27, 2021 and June 29, 2022 (collectively, the "**Receivership Order**"); (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* of British Columbia or any other personal property registry system; and (iii) those Claims listed on **Schedule "D"** hereto (all of which are collectively referred to as the

“Encumbrances”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “E”** hereto), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets. ~~{7}~~

3. Upon presentation for registration in the Land Title Office for the Land Title District of ~~_____~~ the City of Surrey of a certified copy of this Order, together with a letter from ~~{Receiver’s counsel}~~, Lawson Lundell LLP, solicitors for the Receiver, authorizing registration of this Order, the British Columbia Registrar of Land Titles is hereby directed to:

- (a) enter the Purchaser as the owner of the Lands, as identified in **Schedule “~~F~~C”** hereto, together with all buildings and other structures, facilities and improvements located thereon and fixtures, systems, interests, licenses, rights, covenants, restrictive covenants, commons, ways, profits, privileges, rights, easements and appurtenances to the said hereditaments belonging, or with the same or any part thereof, held or enjoyed or appurtenant thereto, in fee simple in respect of the Lands, and this Court declares that it has been proved to the satisfaction of the Court on investigation that the title of the Purchaser in and to the Lands is a good, safe holding and marketable title and directs the BC Registrar to register indefeasible title in favour of the Purchaser as aforesaid; and
- (b) having considered the interest of third parties, to discharge, release, delete and expunge from title to the Lands all of the registered Encumbrances except for those listed in **Schedule “~~E~~”** ~~{8}~~.

~~4. For the purposes of determining the nature and priority of Claims, the net proceeds {9} from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and from and after the delivery of the Receiver’s Certificate all Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale {10}, as if the Purchased Assets had not been sold and remained in the possession or control of the person having had possession or control immediately prior to the sale.~~

~~4. The net proceeds from the sale of the Purchased Assets shall be paid over and dealt with by the Receiver in accordance with the Receivership Order.~~

5. The Receiver is to file with the Court a copy of the Receiver’s Certificate forthwith after delivery thereof.

~~6. Pursuant to Section 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act* or Section 18(10)(e) of the *Personal Information Protection Act* of British Columbia, the Receiver is hereby authorized and permitted to disclose and transfer to~~

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.

~~11.10.~~ The Receiver or any other party have liberty to apply for such further or other directions or relief as may be necessary or desirable to give effect to this Order.

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:

Signature of
~~□ Party~~ Lawyer for the ~~Petitioners~~ Applicant
William L. Roberts

<Print Name>

~~Signature of~~
~~□ Party~~ Lawyer for <name of party(ies)>

<Print Name>

BY THE COURT

REGISTRAR

Schedule A – List of Appearing Parties

<p><u>Counsel for the Receiver, MNP Ltd.</u> <u>Applicant</u></p>	<p><u>William L. Roberts</u> <u>Lawson Lundell LLP</u> <u>1600 – 925 West Georgia Street</u> <u>Vancouver, BC V6C 3L2</u> <u>Telephone: 604-312-4429</u> <u>E-mail: wroberts@lawsonlundell.com</u></p>

Schedule B – Receiver’s Certificate

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE SECURITIES ACT, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI “DEBBIE” WONG
SIU KON “BONNIE” SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
DEREK WAI GIT WONG
FARM CREDIT CANADA

RESPONDENTS

Receiver’s Certificate

RECITALS

A. Pursuant to an Order of the Supreme Court of British Columbia (the “**Court**”) dated October 3, 2019, as amended by further Orders of this Court dated August 27, 2021 and June 29, 2022 (collectively, the “**Receivership Order**”), MNP Ltd., was appointed Receiver (the “**Receiver**”) of the assets, undertakings and properties of the Respondents Siu Mui “Debbie” Wong, Siu Kon “Bonnie” Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the “**Debtors**”).

B. Pursuant to an Order of the Court dated December 13, 2022 (the “**Approval and Vesting Order**”), the Court approved the Property Purchase and Sale Agreement dated for reference November 10, 2022, (the “**Sale Agreement**”) between the Receiver and Ngai Woon Chow (the “**Purchaser**”) and provided for the vesting in the Purchasers of all of the right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchasers of a certificate confirming (i) the payment by the Purchasers of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 7 of the Sale Agreement have been

Current to August 1, 2015

- 2 -

satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

[Note: Specifically list legal titles if Real Property]

C. Unless otherwise indicated herein, capitalized terms have the meanings set out in the Approval and Vesting Order or the Sale Agreement, as applicable.

THE RECEIVER CERTIFIES the following:

1. The Purchasers have paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
2. The conditions to Closing set out in Article 7 of the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at Vancouver, BC this _____ day of _____,
_____.

MNP Ltd.
in its capacity as Receiver and Manager of certain
assets, undertakings and properties of the Debtors
and not in its personal capacity

Per: _____
Patty Wood, Receiver

Schedule BC – Purchased Assets

The one-quarter interest of Siu Mui Wong in and to:

7192 120th Street, Surrey, British Columbia

PARCEL IDENTIFIER: 000-616-583

LOT A EXCEPT: PART ON STATUTORY RIGHT OF WAY PLAN 83439,
SECTION 18 TOWNSHIP 2 NEW WESTMINSTER DISTRICT PLAN 10691

Schedule D – Claims to be deleted/expunged from title to Real Property

<u>Nature of Charge</u>	<u>Registration No.</u>	<u>Registered Owner</u>
<u>Right of First Refusal</u>	<u>CA3171252</u>	<u>Derek Wai Git Wong, as to the interest of Debbie Siu Mui Wong</u>
<u>Judgment</u>	<u>CA4545125 (lapsed)</u>	<u>The Crown in Right of Canada as to the interest of Debbie Siu Mui Wong</u>
<u>Judgment</u>	<u>CA6365587, renewed by CA7639427 and CA9183886</u>	<u>Farm Credit Canada, as to the interest of Debbie Siu Mui Wong</u>
<u>Judgment</u>	<u>CA6591432, renewed by CA7978405 and CA9564132</u>	<u>British Columbia Securities Commission, as to the interest of Debbie Siu Mui Wong</u>
<u>Injunction</u>	<u>CA7859608</u>	<u>N/A</u>

**Schedule CE – Permitted Encumbrances, Easements and
Restrictive Covenants related to Real Property**

~~1.4.~~ The reservations, limitations, provisos and conditions expressed in the original grant thereof from the Crown, legal notations, and the following:

~~2.~~ $\leftarrow^* \rightarrow$

BRITISH COLUMBIA MODEL APPROVAL AND VESTING ORDER
EXPLANATORY NOTES

B.C. Model Insolvency Order Committee
Vancouver, British Columbia

These Notes are to be read together with the new Model Approval and Vesting Order developed by the B.C. Model Insolvency Order Committee (as described below).

[1] — This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. In the past, the Land Title Office has been unwilling to vest off interests without proof that certain parties have been served. Accordingly, it is recommended that the Order itself reflect service on all parties whose interests are to be removed from title.

[2] — If the Purchased Assets include real property, counsel will need to describe the Purchaser in accordance with how it wishes to be described on title including Purchaser's full name, incorporation details if applicable, address, joint tenancy, etc.

[3] — Section 247 of the *Bankruptcy and Insolvency Act*, section 68(2) of the *British Columbia Personal Property Security Act* and the relevant case authorities provide that the Receiver has a duty to ensure that any sale of assets is commercially reasonable. Accordingly, it has become the practice of Receivers and their counsel to seek a declaration of the Court that a particular asset sale is commercially reasonable. The Receiver and its counsel should ensure that there is sufficient evidence to enable the Court to make a finding that the transaction to be approved is commercially reasonable, including without limitation evidence as to marketing and any appraisals.

[4] — In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.

[5] — To allow this Order to be free standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a schedule. Some judges prefer to have the Sale Agreement itself appended as a schedule to the Order.

[6] — The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed

~~Current to August 1, 2015~~

~~-- 2 -~~

~~asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the BCMIOC's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.~~

~~[7] The Order is not intended to relieve the Debtor, the Receiver or any Purchaser of any applicable statutory or regulatory requirements arising on the transfer of the Purchased Assets (for example, complying with *Forest Act* requirements in respect of the transfer of a license such as a Forest License).~~

~~[8] This provision is required if the Purchased Assets include real property. In addition, in some cases, it is appropriate to provide that the Petitioner or Plaintiff provide a release of its Certificate of Pending Litigation.~~

~~[9] The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds". In some cases, it may be appropriate to direct the Receiver to pay certain claims, such as, for example, to secured creditors where there is no issue as to priority.~~

~~[10] This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.~~

~~[11] The Receiver and Purchaser should take care to act under this provision with respect to the Purchased Assets only.~~

Current to August 1, 2015

- 3 -

<u>Nature of Charge</u>	<u>Action Registration No.</u>	<u>Registered Owner</u>
IN THE SUPREME COURT OF BRITISH COLUMBIA <u>-Easement</u>	<u>M59912</u>	N/A
<u>Easement</u>	<u>M59913</u>	N/A
<u>Mortgage and Assignment of Rents</u>	<u>CA2951150/1, transferred to CA4676188/9</u>	<u>South Town Enterprises Ltd.</u>
<u>Mortgage</u>	<u>CA3171250</u>	<p>BETWEEN:</p> <p>[PLAINTIFF(S)/PETITIONER(S)] Plaintiff(s)/Petitioner(s)</p> <p>-<u>Ngai Woon Chow</u> and -</p> <p>[DEFENDANT(S)/RESPONDENT(S)] Defendant(s)/Respondent(s)</p> <p>AND:</p> <p>Action No. _____ Estate No. _____</p> <p>_____</p> <p>IN THE SUPREME COURT OF BRITISH COLUMBIA IN BANKRUPTCY AND INSOLVENCY</p> <p>IN THE MATTER OF THE RECEIVERSHIP OF [THE DEBTOR(S)]</p> <p><u>Kwan Chyiu Chow</u></p>

Current to August 1, 2015

<u>B.C. MODEL APPROVAL AND VESTING ORDER</u> <u>Mortgage</u>	<u>CA3171251</u>	<u>Derek Wong and Austin Wong, Executors of the Will of Gilbert Wai Hung Wong, Deceased</u>
<u>Securities Act</u> <u>Charge</u>	<u>BB3013226</u>	<u>British Columbia Securities Commission</u>

NO. S-
198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

BRITISH COLUMBIA SECURITIES
COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC. formerly
known as WHEATLAND INDUSTRIAL PARK
INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.

RESPONDENTS

ORDER – APPROVAL AND VESTING ORDER



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Vancouver, BC, V6C 3L2
Phone: (604) 631-9145
Attention: William L. Roberts
Email: wroberts@lawsonlundell.com

SCHEDULE "E"

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
WAI HUNG WONG, ALSO KNOWN AS GILBERT WAI HUNG WONG
CHEN LIANG TAO AND JAE WAN CHOW
NGAI FUNG CHOW AND SAU LAN CHOW
DANNY CHOW, EXECUTOR OF THE WILL OF NGAI MO CHOW,
DECEASED
BRIAN BOTTEM, MARIA BOTTEM, IAN RICHARDSON

RESPONDENTS

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE)
TUESDAY, THE 13th DAY
)
DAY OF DECEMBER, 2022
)

THE APPLICATION of MNP Ltd., in its capacity as Court-appointed Receiver (the "Receiver") of the assets, undertakings and properties of the Respondents Siu Mui "Debbie" Wong, Siu Kon "Bonnie" Soo, Origin Business Park Inc., formerly known as Wheatland Industrial Park Inc., 1300302 Alberta Inc. and D & E Arctic Investments Inc. (collectively, the "Debtors"), coming on for hearing, at Vancouver, British Columbia, on the 13th day of December, 2022 AND ON HEARING Joel Schachter, counsel for the Receiver and no one appearing for the Petitioner, the Respondents or the Intended Respondents, although duly served, AND UPON READING the material filed, including the Receiver's Second Report to the Court dated November 22, 2022 (the "Report");

THIS COURT ORDERS that:

1. The activities of the Receiver from April 7, 2022 to October 31, 2022, as set out in the Report be and are hereby approved by the Court.
2. The Receiver's Statement of Receipts and Disbursements for the period ending November 21, 2022 be and are hereby approved by the Court.
3. The professional fees and disbursements of the Receiver incurred from April 1, 2022 to October 31, 2022 be and are hereby approved by the Court.
4. The legal fees and disbursements of the Receiver's counsel incurred from April 1, 2022 to October 31, 2022 be and are hereby approved by the Court.

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:

Joel Schachter
COUNSEL FOR THE APPLICANT

BY THE COURT

REGISTRAR

NO. S-198522
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF
SECTION 179.1 OF THE *SECURITIES ACT*, RSBC 1996, C. 418

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUI "DEBBIE" WONG
SIU KON "BONNIE" SOO
ORIGIN BUSINESS PARK INC., formerly known as
WHEATLAND INDUSTRIAL PARK INC.
1300302 ALBERTA INC.
D & E ARCTIC INVESTMENTS INC.
AND OTHERS

RESPONDENTS

ORDER TO APPROVE SECOND REPORT



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V6C 3L2
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William L. Roberts
Email: wroberts@lawsonlundell.com

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

BRITISH COLUMBIA SECURITIES COMMISSION

PETITIONER

AND:

SIU MUJ "DEBBIE" WONG

SIU KON "BONNIE" SOO

ORIGIN BUSINESS PARK INC. formerly known as

WHEATLAND INDUSTRIAL PARK INC.

1300302 ALBERTA INC.

D & E ARCTIC INVESTMENTS INC.

RESPONDENTS

NOTICE OF APPLICATION



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925 West Georgia Street

Vancouver, BC, V6C 3L2

Phone: (604) 631-9145

Attention: William L. Roberts

Email: wroberts@lawsonlundell.com