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**DALAM MAHKAMAH TINGGI DI KUALA LUMPUR
DI WILAYAH PERSEKUTUAN KUALA LUMPUR
(BAHAGIAN DAGANG)**

SAMAN PEMULA: WA-24NCC-538-11/2020

Dalam perkara Aturan-aturan 7, 28,
dan Aturan 92 Kaedah 4 Kaedah-
Kaedah Mahkamah Tinggi 2012

Dan

Dalam Perkara Bidang Kuasa Sedia
Ada Mahkamah Yang Mulia Ini

Dan

Dalam Perkara Perintah "Ontario
Superior Court of Justice
(Commercial List)" bertarikh
04.09.2020 didapatkan di guaman
nombor CV-19-630501-00CL

ANTARA

Grant Thornton Limited

(dalam kapasitinya sebagai penerima dan
pengurus dilantik Mahkamah untuk
Comsale Computer Inc.)

...Pemohon

DAN

Comsale Computer Inc.

[No. Syarikat Onatrio.: 1250114-K]

...Responden



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DI HADAPAN PESURUHJAYA KEHAKIMAN
ONG CHEE KWAN
PADA 23^{HB} DISEMBER 2020

DALAM KAMAR
SECARA E-REVIEW

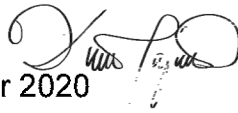
PERINTAH
[KANDUNGAN 1]

ATAS PERMOHONAN Pemohon dinamakan di atas yang ditetapkan untuk bicara pada hari ini **DAN SETELAH MEMBACA** Saman Pemula Ex Parte bertarikh 17hb November 2020, dan kesemuanya yang difailkan di sini **DAN SETELAH MENDENGAR** Rabindra S Nathan (Lim Wei Xeng bersamanya) peguamcara bagi Pemohon **ADALAH PADA HARI DIPERINTAHKAN** seperti berikut:-

- (1) Perintah "Ontario Superior Court of Justice (Commercial List)" ("**Mahkamah Ontario**") bertarikh 04.09.2020 didapatkan dalam kes nombor CV-19-630501-00CL ("**Perintah Pelepasan Ontario**") (seperti yang dilampirkan di sini sebagai "*Lampiran A*") diiktirafkan dan diberi kuasa sebagai perintah Mahkamah Tinggi Malaya, selaras dengan bidang kuasa sedia ada Mahkamah Mulia ini.

Bertarikh 23hb Disember 2020




NURDIYANAH BINTI MOHD NAWAWI
Penolong Kanan Pendaftar
Mahkamah Tinggi Malaya
Kuala Lumpur

.....
Penolong Kanan Pendaftar
Mahkamah Tinggi Malaya
Kuala Lumpur

Perintah ini difailkan oleh Tetuan Shearn Delamore & Co., peguamcara bagi pihak Pemohon di mana alamat penyerahannya adalah di Tingkat 7, Wisma Hamzah-Kwong Hing, No. 1 Leboh Ampang, 50100 Kuala Lumpur.
SD (DR) 4518155 (RSN/LWX)



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TRANSLATION



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**IN THE HIGH COURT OF MALAYA AT KUALA LUMPUR
IN THE FEDERAL TERRITORY OF KUALA LUMPUR
(COMMERCIAL DIVISION)
ORIGINATING SUMMONS NO: WA-24NCC-538-11/2020**

In the Matter of Orders 7 and 28, and
Order 92 Rule 4 of the Rules of Court
2012

And

In the Matter of the Inherent
Jurisdiction of this Honourable Court

And

In the Matter of an Order of the Ontario
Superior Court of Justice (Commercial
List) dated 04.09.2020 obtained in
Case No.: CV-19-630501-00CL

BETWEEN

Grant Thornton Limited

(in its capacity as Court appointed receiver of
Comsale Computer Inc.)

...Applicant

AND

Comsale Computer Inc.

[Ontario Corporation No.: 1767508]

...Respondent



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IN CHAMBERS
E-REVIEW

ANNEXURE A



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Court File No. CV-19-630501-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE
JUSTICE HAINEY

)
)
)

FRIDAY, THE 4th
DAY OF SEPTEMBER, 2020

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

B E T W E E N:

HSBC BANK CANADA

Applicant

- and -

COMSALE COMPUTER INC., COMSALE INC., COMSALE GROUP INC., COMSALE
HONG KONG LIMITED, COMSALE MALAYSIA SDN. BHD. and COMSALE
SINGAPORE PRIVATE LIMITED

Respondents

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by Grant Thornton Limited ("GTL") in its capacity as the Court-appointed receiver and manager (the "Receiver") of the undertaking, property and assets of Comsale Computer Inc., Comsale Inc., Comsale Group Inc., Comsale Hong Kong Limited, Comsale Malaysia Sdn. Bhd. and Comsale Singapore Private Limited (collectively, the "Debtors") for an order (i) discharging GTL as Receiver of the Debtors; (ii) approving a distribution to HSBC Bank Canada (the "Bank"); (iii) approving the Receiver's activities; and (iv) approving the fees of the Receiver and its counsel, was heard this day by way of judicial teleconference in Toronto, Ontario due to the COVID-19 crisis.

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ON READING the Third Report of the Receiver dated August 23, 2020 (the "Third Report"), the fee affidavit of Rob Stelzer sworn August 21, 2020 (the "Stelzer Affidavit"), the fee affidavit of Foo Lai-Don Geoffrey sworn July 29, 2020 (the "Geoffrey Affidavit"), the fee affidavit D.J. Miller sworn August 6, 2020 (the "Miller Affidavit"), the fee affidavit of Christopher Hunker sworn August 14, 2020 (the "Hunker Affidavit"), the fee affidavit of Donald G. Martin sworn August 17, 2020 (the "Martin Affidavit") and the fee affidavit of Kirk A. Dryer sworn August 17, 2020 (the "Dryer Affidavit"), and on hearing the submissions of counsel for the Receiver, counsel for the Applicant, and anyone else appearing for any other person on the service list as reflected on the Counsel Slip provided, all as properly served as appears from the affidavit of service of Roxana G. Manea sworn August 26, 2020, filed:

DISTRIBUTION

1. THIS COURT ORDERS that the Receiver is authorized and directed to distribute up to \$1,100,000 to the Bank in partial satisfaction of the Bank's secured claim against the Debtors.
2. THIS COURT ORDERS that the Receiver is authorized and directed to distribute any Future Receipts (as defined in the Third Report) that may be received by the Receiver to the Bank, up to the amount of the Bank's secured claim against the Debtors as described in the Third Report.

DISCHARGE OF RECEIVER

3. THIS COURT ORDERS that upon completion of the activities described in the Third Report and upon the Receiver filing a certificate in the form of Schedule "A" attached hereto (the "Receiver's Discharge Certificate"), the Receiver shall be discharged as Receiver of the assets, property and undertakings of the Debtors, provided, however, that notwithstanding its discharge herein, the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of GTL in its capacity as Receiver.
4. THIS COURT ORDERS AND DECLARES that upon filing of the Receiver's Discharge Certificate, GTL is hereby released and discharged from any and all liability that GTL now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of GTL while acting in its capacity as Receiver of the Debtors herein, save and except for any gross



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negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, GTL is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings with respect to the Debtors, save and except for any gross negligence or wilful misconduct on the Receiver's part.

APPROVAL OF ACTIVITIES AND FEES

5. THIS COURT ORDERS that the Third Report and all actions, decisions and conduct of the Receiver as set out in the Third Report are hereby authorized and approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

6. THIS COURT ORDERS that the Receiver's final statements of receipts and disbursements as set out in the Third Report be and is hereby approved.

7. THIS COURT ORDERS that the professional fees and disbursements of the Receiver, including estimated fees to discharge of the Receiver, as set out in the Third Report and the Stelzer Affidavit are hereby approved and the Receiver is authorized and directed to pay all such fees and disbursements.

8. THIS COURT ORDERS that the professional fees and disbursements of Grant Thornton Malaysia as set out in the Third Report and the Geoffrey Affidavit are hereby approved and the Receiver is authorized and directed to pay all such fees and disbursements.

9. THIS COURT ORDERS that the professional fees and disbursements of the Receiver's legal counsel, being Thornton Grout Finnigan LLP, Linklaters LLP (as U.S. counsel to the Receiver), Burr Forman LLP (as Tennessee counsel to the Receiver), and Lewis Rocca Rothgerber Christie LLP (as Nevada counsel to the Receiver), including estimated fees to discharge of the Receiver where applicable, as set out in the Third Report and the Miller Affidavit, Hunker Affidavit, Dryer Affidavit and Martin Affidavit, respectively, are hereby approved and the Receiver is authorized and directed to pay all such fees and disbursements.

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GENERAL

10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, Malaysia, Hong Kong or Singapore 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.

11. THIS COURT ORDERS that this Order is effective from the date that it is made and is enforceable without any need for entry and filing.

Hainy J



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Schedule "A" – Form of Receiver's Discharge Certificate

Court File No. CV-19-630501-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

BETWEEN:

HSBC BANK CANADA

Applicant

- and -

COMSALE COMPUTER INC., COMSALE INC., COMSALE GROUP INC., COMSALE HONG KONG LIMITED, COMSALE MALAYSIA SDN. BHD. and COMSALE SINGAPORE PRIVATE LIMITED

Respondents

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

1. Pursuant to an application by HSBC Bank Canada under section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and section 101 of the *Courts of Justice Act*, and an order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated November 5, 2019, Grant Thornton Limited was appointed as Receiver of the assets, undertakings and properties of Comsale Computer Inc., Comsale Inc., Comsale Group Inc., Comsale Hong Kong Limited, Comsale Malaysia Sdn. Bhd. and Comsale Singapore Private Limited (collectively, the "Debtors").
2. Pursuant to an Order of the Court dated September 4, 2020 (the "Discharge Order"), Grant Thornton Limited was to be discharged as Receiver of the Debtors to be effective upon the filing by the Receiver with the Court of a certificate confirming that all remaining matters as described in the Third Report of the Receiver dated August 23,

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2020 (the "Third Report") to be attended to in connection with the receivership have been completed to the satisfaction of the Receiver.

THE RECEIVER CERTIFIES the following:

- A. All remaining matters as described in the Third Report, if any, to be attended to in connection with the receivership of the Debtors have been completed to the satisfaction of the Receiver.
- B. The Receiver has made the payments outlined in paragraph 1 of the Discharge Order.
- C. This Certificate was filed by the Receiver with the Court on the ____ day of ____, 2020 at ____.

Grant Thornton Limited, in its capacity as Receiver of the undertaking, property and assets of Comsale Computer Inc. et. al. and not in its personal capacity

Per: _____

Name: _____

Title: _____



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