

1120 CLAIMS PROCESS INSTRUCTION LETTER

**IN THE MATTER OF MIGU INVESTMENTS INC. AND THE OTHER COMPANIES
ENUMERATED IN APPENDIX “A” HERETO
(collectively, the “Respondents”)**

1120 CLAIMS PROCESS INSTRUCTION LETTER

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE
MEANINGS GIVEN TO THEM IN APPENDIX “B” HERETO

The Respondents have identified you as a Person with a possible 1120 Claim against 1120701 B.C. LTD. or against one or more of its Directors and Officers. This Claims Process Instruction Letter provides instructions regarding how to participate in the 1120 Claims Process.

1. Overview of the 1120 Claims Process

On July 22, 2019, on application by the Respondents, the Supreme Court of British Columbia (the “**Court**”) granted an order (the “**Claims Process Order**”) in proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) authorizing the Respondents to initiate a process (the “**Claims Process**”) whereby creditors can prove their Claims against the Respondents and the Directors and Officers.

On September 16, 2019, on application by the Monitor, the Court granted an order (the “**1120 Claims Process Order**”) and, together with the Claims Process Order, the “**Claims Process Orders**”) in proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) authorizing the Respondents to initiate the 1120 Claims Process whereby creditors can prove their 1120 Claims against the 1120 and its Directors and Officers.

A copy of the Claims Process Orders are posted on the Monitor’s Website at: <https://www.alvarezandmarsal.com/minisocanada>.

Participation in the 1120 Claims Process is intended for: (i) any Person asserting a 1120 Claim (other than an Unaffected Claim) of any kind or nature whatsoever against the Respondents, or any of the Directors or Officers, which arose before the date of the 1120 Order, and (ii) any Person asserting a 1120 Claim against the Respondents, or any of the Directors or Officers, arising as a result of a disclaimer, rescission or termination, on or after the Filing Date, by any of the Respondents of any contract, agreement or arrangement of any nature whatsoever.

All enquires or questions regarding the 1120 Claims Process should be addressed to the Court-appointed Monitor at:

Alvarez and Marsal Canada Inc.
Court-appointed Monitor of Migu Investments Inc. et al.
400 Burrard Street

Suite 1680, Commerce Place
Vancouver, British Columbia V6C 3A6
Attention: Nishant Virmani
Telephone: 604.639.0850
Fax: 604.638.7411
Email: nvirmani@alvarezandmarsal.com

1. **For Persons Submitting a Proof of Claim with Respect to a 1120 Claim**

You are required to file a Proof of Claim, in the form enclosed herewith, and ensure that it is received by the Monitor by 5:00 p.m. (Vancouver time) on October 16, 2019 (the “1120 Claims Bar Date”), to avoid the barring and extinguishment of any Claim (other than a Restructuring Claim) you may have against any of the Respondents or the Directors or Officers.

To avoid the barring and extinguishment of any Restructuring Claim you may have against the Respondents or any of the Directors or Officers, you are required to file a Proof of Claim, in the form enclosed herewith, and ensure that it is received by the Monitor by the later of: (a) the 1120 Claims Bar Date, and (b) 5:00 p.m. (Vancouver time) on the day which is 20 days after the date of the Notice of Disclaimer or Resiliation sent to you (the “Restructuring Claims Bar Date”).

Additional Proof of Claim forms can be found on the Monitor’s website at <https://www.alvarezandmarsal.com/minisocanada> or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

If you are submitting your Proof of Claim electronically, please submit your Proof of Claim form, and any accompanying documentation, in one PDF file.

BE ADVISED THAT THIS LETTER AND THE DATES SET FORTH HEREIN APPLY ONLY TO 1120 CLAIMS. IF YOU HAVE A CLAIM AGAINST A RESPONDENT OTHER THAN 1120, THE CLAIM PROCESS ORDER AND DATES SET FORTH THEREIN APPLY TO YOUR CLAIM.

2. **Claims Process Order**

This Claims Process Instruction Letter is provided to assist you in participating in the 1120 Claims Process. If anything in this Claims Process Instruction Letter differs from the terms of the Claims Process Order, the terms of the Claims Process Order will govern.

IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCESS ORDER, IF YOU DO NOT FILE A PROOF OF CLAIM IN RESPECT OF YOUR 1120 CLAIM

WITH THE MONITOR BY THE 1120 CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE:

(A) YOUR 1120 CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A 1120 CLAIM AGAINST THE RESPONDENTS OR ANY OF THE DIRECTORS OR OFFICERS;

(B) YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OF ARRANGEMENT OR COMPROMISE OF ANY OF THE RESPONDENTS OR BE ENTITLED TO ANY FURTHER NOTICE OR DISTRIBUTION UNDER SUCH PLAN, IF ANY;

(C) YOU WILL NOT BE ENTITLED TO ANY PROCEEDS OF SALE OF ANY ASSETS OF ANY OF THE RESPONDENTS; AND

(D) YOU WILL NOT OTHERWISE BE ENTITLED TO PARTICIPATE AS A CREDITOR IN THE CCAA PROCEEDINGS.

APPENDIX “A”

RESPONDENTS

#	Entity Name
1	Migu Investments Inc.
2	Miniso Canada Investments Inc.
3	Miniso Canada Store Inc.
4	Miniso (Canada) Store One Inc.
5	Miniso (Canada) Store Two Inc.
6	Miniso (Canada) Store Three Inc.
7	Miniso (Canada) Store Four Inc.
8	Miniso (Canada) Store Five Inc.
9	Miniso (Canada) Store Six Inc.
10	Miniso (Canada) Store Seven Inc.
11	Miniso (Canada) Store Eight Inc.
12	Miniso (Canada) Store Nine Inc.
13	Miniso (Canada) Store Ten Inc.
14	Miniso (Canada) Store Eleven Inc.
15	Miniso (Canada) Store Twelve Inc.
16	Miniso (Canada) Store Thirteen Inc.
17	Miniso (Canada) Store Fourteen Inc.
18	Miniso (Canada) Store Fifteen Inc.
19	Miniso (Canada) Store Sixteen Inc.
20	Miniso (Canada) Store Seventeen Inc.
21	Miniso (Canada) Store Eighteen Inc.
22	Miniso (Canada) Store Nineteen Inc.
23	Miniso (Canada) Store Twenty Inc.
24	Miniso (Canada) Store Twenty-One Inc.
25	Miniso (Canada) Store Twenty-Two Inc.
26	1120701 B.C. Ltd.

APPENDIX “B”

DEFINED TERMS

1. **“1120”** means 1120701 B.C. Ltd., a Respondent in the CCAA Proceedings;
2. **“1120 Claim”** means any Claim against 1120;
3. **“1120 Claims Process”** means the claims process set forth in this Order.
4. **“1120 Claims Bar Date”** means 5:00 p.m. (Vancouver time) on October 16, 2019 or such other date as may be ordered by the Court;
5. **“1120 Claims Process Order”** means the Order of the Court made in the CCAA Proceedings on September 16, 2019 establishing the Claims Process to which this Schedule “B” is appended;
6. **“1120 Director/Officer Claim”** means a Director/Officer Claim against any one or more of the Directors or Officers of 1120;
7. **“1120 Equity Claim”** means an Equity Claim against 1120;
8. **“1121 Order”** means the Order made August 22, 2019, in the CCAA Proceedings, as may be amended and extended from time to time;
9. **“Business Day”** means any day other than a Saturday, Sunday or a day on which banks in Vancouver, British Columbia are authorized or obligated by applicable law to close or otherwise are generally closed;
10. **“CCAA”** means the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
11. **“CCAA Charges”** means, collectively, the Administration Charge, the Supplier’s Charge, the Interim Lender’s Charge and the D&O Charge (as such terms are defined in the Initial Order) and any other charge over the Respondents’ assets created by any other Order;
12. **“CCAA Proceedings”** means the proceedings commenced by the Petitioners under the CCAA on the Filing Date in Supreme Court of British Columbia Action No. S197744, Vancouver Registry;
13. **“Claim”** means: (i) any Pre-Filing Claim, (ii) any Restructuring Claim; (iii) any Director/Officer Claim, or (iv) any Equity Claim, but does not include an Unaffected Claim;
14. **“Claims Bar Date”** means 5:00 p.m. (Vancouver time) on September 6, 2019 or such other date as may be ordered by the Court;

15. **“Claims Package”** means the document package which shall include copies of: (i) the Claims Process Instruction Letter; and (ii) a blank Proof of Claim form;
16. **“Claims Process”** means the call for and determination of Claims to be undertaken and administered by the Monitor and the Respondents pursuant to the terms of the Claims Process Order;
17. **“1110Claims Process Instruction Letter”** means the letter explaining how to complete a Proof of Claim in respect of a 1120 Claim;
18. **“Claims Process Order”** means the Order of the Court made in the CCAA Proceedings on July 22, 2019 establishing the Claims Process;
19. **“Claims Process Orders”** means the Claims Process Order and the 1120 Claims Process Order;
20. **“Court”** means the Supreme Court of British Columbia;
21. **“Creditor”** means any Person having a Claim and includes, without limitation, the transferee or assignee of a transferred Claim that is recognized as a Creditor in accordance with paragraph 25 of the Claims Process Orders, or a trustee, liquidator, receiver, manager, or other Person acting on behalf of such Person;
22. **“Director”** means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, a director of any of the Respondents;
23. **“Director/Officer Claim”** means any right or claim of any Person against one or more of the Directors or Officers that relates to a Pre-Filing Claim or a Restructuring Claim, howsoever arising, for which any of the Directors or Officers are by statute or otherwise by law liable to pay in their capacity as Directors or Officers or in any other capacity;
24. **“Equity Claim”** means any right or claim of any Person in shares in the capital of 1120 or any other interest in the residual profit of 1120 after payment of all prior Claims;
25. **“Filing Date”** means, with respect to all the Respondents other than 1120, July 12, 2019, and with respect to 1120, August 22, 2019;
26. **“includes”** means includes, without limitation, and **“including”** means including, without limitation;
27. **“Initial Order”** means the Order made July 12, 2019, in the CCAA Proceedings, as may be amended and extended from time to time;
28. **“Lien”** means any mortgage, charge, pledge, assignment by way of security, lien, hypothec, security interest, deemed trust or other encumbrance granted or arising pursuant to a written agreement or statute or otherwise created by law;

29. **“Monitor”** means Alvarez & Marsal Canada Inc. in its capacity as Court-appointed Monitor of the Respondents pursuant to the Initial Order;
30. **“Monitor’s Website”** means the Monitor’s website located at <https://www.alvarezandmarsal.com/minisocanada>;
31. **“Newspaper Notice”** means the notice of the 1120 Claims Process to be published in accordance with this 1120 Claims Process Order, calling for any and all 1120 Claims of Creditors;
32. **“Notice of Disclaimer or Resiliation”** means a written notice in any form issued on or after the Filing Date by the Respondents in accordance with the provisions of section 32 of the CCAA advising a Person of the disclaimer, resiliation or termination of any contract including any employment agreement, lease or other agreement or arrangement of any nature whatsoever, whether written or oral, and whether such disclaimer, resiliation or termination took place or takes place before or after the date of this 1120 Claims Process Order;
33. **“Notice of Dispute”** means the notice that may be delivered by a Creditor who has received a Notice of Revision or Disallowance disputing such Notice of Revision or Disallowance;
34. **“Notice of Revision or Disallowance”** means the notice that may be delivered by the Monitor to a Creditor advising that the Respondents have revised or disallowed in whole or in part such Creditor’s Claim as set out in its Proof of Claim;
35. **“Officer”** means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, an officer of any of the Respondents;
36. **“Order”** means an order of the Court made in these CCAA Proceedings;
37. **“Person”** means any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate (including a limited liability company and an unlimited liability company), corporation, unincorporated association or organization, governmental authority, syndicate or other entity, whether or not having legal status;
38. **“Plan”** means a plan of arrangement or compromise under the CCAA proposed by one or more of the Respondents;
39. **“Pre-Filing Claim”** means any right or claim of any Person that may be asserted or made in whole or in part against any of the Respondents whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, in existence on, or which is based on an event, fact, act or omission which occurred in whole or in part prior to the Filing Date, at law or in equity, including by reason of the commission of a tort (intentional or unintentional), any breach of contract or other agreement (oral or written), any breach of duty (including, without limitation, any legal, statutory, equitable or

fiduciary duty), any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise) or for any reason whatsoever against any of the Respondents or their property or assets, and whether or not any indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not any right or claim is executory or anticipatory in nature including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action whether existing at present or commenced in the future, together with any other rights or claims not referred to above that are or would be claims provable in bankruptcy had the Respondents become bankrupt on the Filing Date, and for greater certainty, includes Tax Claims; provided, however, that “Pre-Filing Claim” shall not include an Unaffected Claim;

40. **“Proof of Claim”** means the form to be completed and filed by a Creditor setting forth its Claim;
41. **“Proven Claim”** means the amount, status and validity of the 1120 Claim of a Creditor finally determined in accordance with the 1120 Claims Process which shall be final for all purposes, including for voting and distribution purposes under any Plan. A 1120 Claim becomes a Proven Claim only in accordance with the process set forth in this 1120 Claims Process Order;
42. **“Restructuring Claim”** means any right or claim of any Person against any of the Respondents in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any of the Respondents to such Person arising out of the disclaimer, resiliation or termination on or after the Filing Date of any contract including any employment agreement, lease or other agreement or arrangement, whether written or oral, and whether such disclaimer, resiliation or termination took place or takes place before or after the date of this 1120 Claims Process Order, and includes for greater certainty any right or claim of an employee of any of the Respondents arising from a termination of its employment after the Filing Date; provided, however, that “Restructuring Claim” shall not include an Unaffected Claim;
43. **“Restructuring Claims Bar Date”** means the later of: (i) the Claims Bar Date or the 1120 claims Bar Date, as applicable; and (ii) 5:00 p.m. on the day that is 20 days after the date of the applicable Notice of Disclaimer or Resiliation, or such other date as may be ordered by the Court;
44. **“Service List”** means the service list kept by the Monitor and the Petitioners in the CCAA Proceeding and posted on the Monitor’s Website;
45. **“Tax Claim”** means any Claim against any of the Respondents for any taxes in respect of any taxation year or period ending on or prior to the Filing Date, and in any case where a taxation year or period commences on or prior to the Filing Date, for any taxes in respect of or attributable to the portion of the taxation period commencing prior to the Filing

Date and up to and including the Filing Date. For greater certainty, a Tax Claim shall include, without limitation, any and all Claims of any Taxing Authority in respect of transfer pricing adjustments and any Canadian or non-resident tax related thereto;

46. **“Taxing Authorities”** means any government entity that is authorized by law to impose or collect any tax on or from any of the Respondents, and **“Taxing Authority”** means any one of the Taxing Authorities;
47. **“Unaffected Claim”** means, collectively, and subject to further order of this Court:
- (a) any right or claim of any Person that may be asserted or made in whole or in part against any of the Respondents in connection with any indebtedness, liability or obligation of any kind which arose in respect of obligations first incurred on or after the Filing Date (other than Restructuring Claims) and any interest thereon, including any obligation of any of the Respondents to creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to any of the Respondents on or after the Filing Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or advancement of funds on or after the Filing Date;
 - (b) any claim secured by any of the CCAA Charges; and
 - (c) any claim of an employee of any of the Respondents for accrued vacation liabilities.