

No. S197744  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

BETWEEN:

MINISO INTERNATIONAL HONG KONG LIMITED, MINISO  
INTERNATIONAL (GUANGZHOU) CO. LIMITED, MINISO LIFESTYLE  
CANADA INC., MIHK MANAGEMENT INC., MINISO TRADING CANADA  
INC., MINISO CORPORATION and GUANGDONG SAIMAN INVESTMENT  
CO. LIMITED

PETITIONERS

AND:

MIGU INVESTMENTS INC., MINISO CANADA INVESTMENTS INC.,  
MINISO (CANADA) STORE INC., MINISO (CANADA) STORE ONE INC.,  
MINISO (CANADA) STORE TWO INC., MINISO (CANADA) STORE  
THREE INC., MINISO (CANADA) STORE FOUR INC., MINISO (CANADA)  
STORE FIVE INC., MINISO (CANADA) STORE SIX INC., MINISO  
(CANADA) STORE SEVEN INC., MINISO (CANADA) STORE EIGHT INC.,  
MINISO (CANADA) STORE NINE INC., MINISO (CANADA) STORE TEN  
INC., MINISO (CANADA) STORE ELEVEN INC., MINISO (CANADA)  
STORE TWELVE INC., MINISO (CANADA) STORE THIRTEEN INC.,  
MINISO (CANADA) STORE FOURTEEN INC., MINISO (CANADA) STORE  
FIFTEEN INC., MINISO (CANADA) STORE SIXTEEN INC., MINISO  
(CANADA) STORE SEVENTEEN INC., MINISO (CANADA) STORE  
EIGHTEEN INC., MINISO (CANADA) STORE NINETEEN INC., MINISO  
(CANADA) STORE TWENTY INC., MINISO (CANADA) STORE TWENTY-  
ONE INC. and MINISO (CANADA) STORE TWENTY-TWO INC.

RESPONDENTS

**ORDER MADE AFTER APPLICATION**  
**(ADDING RESPONDENT)**

BEFORE THE HONOURABLE

Mr. Justice Sewell

)  
) AUGUST 22, 2019

THE APPLICATION of Alvarez & Marsal Canada Inc., as Court appointed Monitor of the Respondents (the “**Monitor**”) coming on for hearing at Vancouver, British Columbia, on the 22<sup>nd</sup> day of August, 2019 (the “**Order Date**”); AND ON HEARING John Sandrelli, counsel for Alvarez & Marsal Canada Inc., and those other counsel set forth on Schedule “A” hereto; AND UPON READING the material filed, including the Notice of Application of the Monitor dated August 20, 2019 (the “**Notice of Application**”) and the Monitor’s Second Report dated August 21, 2019 (the “**Second Report**”); AND pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985 c. C-36 as amended (the “**CCAA**”), the British Columbia Supreme Court Civil Rules and the inherent jurisdiction of this Honourable Court;

THIS COURT ORDERS AND DECLARES THAT:

1. The time for service of the Notice of Application herein is abridged such that the Notice of Application is properly returnable on the date set forth above and service hereof upon any interested party other than those parties on the service list maintained by the Monitor in this proceeding is dispensed with.

#### **ADDITION OF RESPONDENT**

2. 1120701 B.C. Ltd. (“**1120**”) is hereby added as a Respondent to these proceedings, and the style of cause is hereby amended to read as follows:

“No. S197744  
Vancouver Registry

#### **IN THE SUPREME COURT OF BRITISH COLUMBIA**

**IN THE MATTER OF THE *COMPANIES’ CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

BETWEEN:

MINISO INTERNATIONAL HONG KONG LIMITED, MINISO  
INTERNATIONAL (GUANGZHOU) CO. LIMITED, MINISO LIFESTYLE  
CANADA INC., MIHK MANAGEMENT INC., MINISO TRADING CANADA

INC., MINISO CORPORATION and GUANGDONG SAIMAN INVESTMENT CO. LIMITED

PETITIONERS

AND:

MIGU INVESTMENTS INC., MINISO CANADA INVESTMENTS INC., MINISO (CANADA) STORE INC., MINISO (CANADA) STORE ONE INC., MINISO (CANADA) STORE TWO INC., MINISO (CANADA) STORE THREE INC., MINISO (CANADA) STORE FOUR INC., MINISO (CANADA) STORE FIVE INC., MINISO (CANADA) STORE SIX INC., MINISO (CANADA) STORE SEVEN INC., MINISO (CANADA) STORE EIGHT INC., MINISO (CANADA) STORE NINE INC., MINISO (CANADA) STORE TEN INC., MINISO (CANADA) STORE ELEVEN INC., MINISO (CANADA) STORE TWELVE INC., MINISO (CANADA) STORE THIRTEEN INC., MINISO (CANADA) STORE FOURTEEN INC., MINISO (CANADA) STORE FIFTEEN INC., MINISO (CANADA) STORE SIXTEEN INC., MINISO (CANADA) STORE SEVENTEEN INC., MINISO (CANADA) STORE EIGHTEEN INC., MINISO (CANADA) STORE NINETEEN INC., MINISO (CANADA) STORE TWENTY INC., MINISO (CANADA) STORE TWENTY-ONE INC., MINISO (CANADA) STORE TWENTY-TWO INC., and 1120701 B.C. LTD.

RESPONDENTS”

3. All references to “Debtors” in:

- (a) the initial order made July 12, 2019 herein, as may be subsequently amended from time to time;
- (b) the stay extension order made July 22, 2019 herein;
- (c) the claims process order made July 22, 2019 herein (the “**Claims Process Order**”); and
- (d) any further orders made herein

are hereby deemed to include 1120, and such orders shall forthwith apply to or in respect of 1120; *provided, however*, that the “Claims Bar Date”, as defined in the Claims Process Order,

shall not apply to claims against 1120 unless or until an amended claims process order is sought on notice to creditors of 1120.

4. Neither the Petitioners nor the Monitor shall be required to amend the Petition filed in these proceedings or to serve copies of the Petition or other filed materials on 1120.

### **NOTICE TO CREDITORS**

5. The Monitor shall be exempted from compliance with section 23(1)(a) of the CCAA with respect to 1120; provided, however, that, within five days after the Order Date, the Monitor shall: (A) make this Order publicly available in the manner prescribed under the CCAA; (B) send, in the prescribed manner, a notice to every known creditor who has a claim against 1120 of more than \$1000; and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner.

### **THE TRANSACTION**

6. The Monitor, in its capacity as court-appointed monitor of the Debtors and 1120, is hereby authorized and directed to:

- (a) acknowledge and consent to the entering into of an Amended and Restated Asset Purchase Agreement, made as of August 19, 2019, substantially in the form attached as Schedule "B" to the Notice of Application;
- (b) enter into an agreement with Miniso Holding Chile SpA, Dora 1293 Trading SpA and Miniso 1 Tienda SpA, substantially in the form attached as Schedule "C" to the Notice of Application (the "**First Payment Reimbursement Agreement**") to secure and account for certain proceeds paid or payable under the Amended SA APA; and

- (c) perform any functions as may be required of the Monitor under the First Payment Reimbursement Agreement.

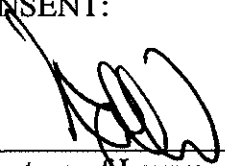
## GENERAL

7. The Petitioners, the Debtors or the Monitor may from time to time apply to this Court for directions in the discharge of their powers and duties hereunder.

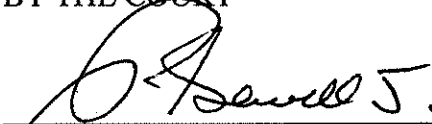
8. Endorsement of this Order by counsel appearing on this application, other than counsel for the Monitor, is hereby dispensed with.

9. This Order and all of its provisions are effective as of 12:01 a.m. local Vancouver time on the Order Date.

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 Monitor  
John Sandrelli

BY THE COURT

  
\_\_\_\_\_  
REGISTRAR



**SCHEDULE "A"**

<b>NAME OF PARTY(IES)</b>	<b>COUNSEL</b>