

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

NOV 06 2019

ENTERED



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

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

ORDER MADE AFTER APPLICATION

[ASSIGNMENT ORDER]

BEFORE) THE HONOURABLE)
)) 06 / NOV / 2019
) MADAM JUSTICE FITZPATRICK)

ON 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 6th day of November, 2019, and on hearing John Sandrelli and Jordan Schultz, counsel for the Monitor, and those other counsel set forth on **Schedule "A"** hereto;

THIS COURT ORDERS that:

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

ASSIGNMENT OF CONTRACTS

2. The rights and obligations of the Respondents under the agreements listed in **Schedule "B"** hereto (collectively, the "**Miniso Assigned Contracts**") shall, immediately upon all monetary defaults of the Respondents under the Miniso Assigned Contracts being remedied, and without the need for any further action, be assigned to the "Purchaser" identified in **Schedule "B"** for each such Miniso Assigned Contract (collectively, the "**Miniso Purchasers**").

3. The rights and obligations of the Respondents under the agreements listed in **Schedule "C"** hereto (collectively, the "**QC Assigned Contracts**", and together with the Miniso Assigned Contracts, the "**Assigned Contracts**") shall, immediately upon all monetary defaults of the Respondents under the QC Assigned Contracts being remedied, and without the need for any further action, be assigned to 9360-3876 Quebec Inc. (the "**QC Purchaser**").

4. Without limiting paragraphs 2 and 3 hereof, the assignments made pursuant to those paragraphs shall include the right to recover any and all security deposits held pursuant to the Assigned Contracts.

5. Upon assignment of the Assigned Contracts pursuant to paragraphs 2 and 3 hereof, the Respondents shall be discharged from all further obligations under the Assigned Contracts, which shall exclusively be the obligations of the Miniso Purchasers or the QC Purchaser, as assigned.

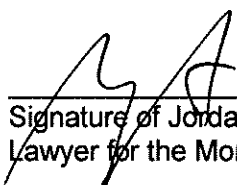
6. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this

Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

APPROVAL

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

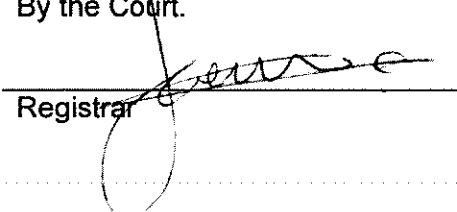
THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

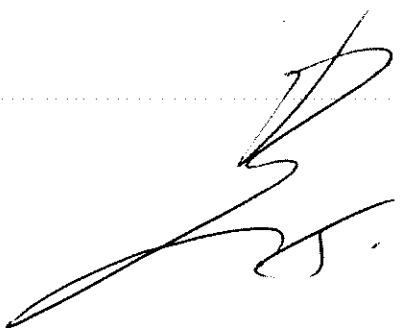


Signature of Jordan Schultz
Lawyer for the Monitor

By the Court.

Registrar







SCHEDULE "A"

List of Counsel

Counsel Name	Party Represented
Kibben Jackson	Petitioners
Vicki Tickle	Respondents
Ritchie Clark, Q.C.	Certain JV Investors
Kirryn Hashmi	First Capital Asset Management LP

SCHEDULE "B"

Miniso Assigned Contracts

Corporate Store Real Property Leases

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
1.	Lease dated for reference November, 2016 between Loughheed Mini Storage Park (1984) Ltd. as "Landlord", Miniso (Canada) Store Inc. as "Tenant", and Dan Lin as "Indemnifier" for premises located at 560 Granville Street, Vancouver, British Columbia.	Miniso (Canada) Store Inc.	Miniso Lifestyle Canada Inc.	Mini Storage Park (1984) Ltd.
2.	Lease of Retail Space dated September 21, 2018 between Ivanhoe Cambridge II Inc. as "Landlord" and Miniso (Canada) Store Eleven Inc. as "Tenant" for Store No. G27, Metropolis at Metrotown, Burnaby, British Columbia.	Miniso (Canada) Store Eleven Inc.	Miniso Lifestyle Canada Inc.	Ivanhoe Cambridge II Inc.

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
3.	Sublease Recognition Agreement dated October 19, 2017 between Lamsons Enterprises Ltd. and Yvonne Yee Wan Lau as "Head Landlord", Robson Street Partners Inc. as "Head Tenant", Miniso (Canada) Store Three Inc. as "Subtenant", and Ms. Dan Lin as "Indemnifier" for part of the land legally described as 007-263-449 Lot E Block 4 District Lot 185 Plan 17738.	Miniso (Canada) Store Three Inc. as "Subtenant"	Miniso Lifestyle Canada Inc.	Lamsons Enterprises Ltd. and Yvonne Yee Wan Lau as "Head Landlord" Robson Street Partners Inc. as "Head Tenant"
4.	Retail Lease Agreement between First Capital Holdings (ALB) Corporation as "Landlord", Miniso (Canada) Store Thirteen Inc. as "Tenant", and Miniso Canada Investments Inc. as "Indemnifier" for Unit No. C01010A, Brewery District, Edmonton, Alberta.	Miniso (Canada) Store Thirteen Inc.	Miniso Lifestyle Canada Inc.	First Capital Holdings (ALB) Corporation
5.	Sublease Consent Agreement dated December 18, 2017 between T.E.C. Leaseholds Limited as "Landlord", Bentley Leathers Inc. as "Tenant" and Miniso (Canada) Store Eleven Inc. as "Sub-Tenant" for Store No. H011, CF Toronto Eaton Centre, Toronto, Ontario.	Miniso (Canada) Store Eleven Inc. as "Sub-Tenant"	Miniso Lifestyle Canada Inc.	T.E.C. Leaseholds Limited, as "Landlord" Bentley Leathers, as "Tenant"

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
6.	Shopping Centre Lease dated September 13, 2017 between Montez Hillcrest Inc. & Hillcrest Holdings Inc. as "Landlord" and Miniso (Canada) Store Ten Inc. as "Tenant" for Unit No. A005B, Hillcrest Mall, Richmond Hill, Ontario. Term is Seven (7) years from Commencement Date.	Miniso (Canada) Store Ten Inc.	Miniso Lifestyle Canada Inc.	Montez Hillcrest Inc. & Hillcrest Holdings Inc.
7.	Lease of Retail Space dated September 13, 2018 between OREC (RAC) Holdings Inc. and 9486798 Canada Inc. as "Landlords" and Miniso (Canada) Store Ten Inc. as "Tenant" for Unit No. R4, Richmond Adelaide Centre, 120 Adelaide Street West, Toronto, Ontario.	Miniso (Canada) Store Ten Inc.	Miniso Lifestyle Canada Inc.	OREC (RAC) Holdings Inc. and 9486798 Canada Inc.
8.	Lease Agreement dated August 30, 2018 between Viking Rideau Corporation as "Landlord" and Miniso (Canada) Store Eleven Inc. as "Tenant" for Store No. 0138A, CF Rideau Centre, Ottawa, Ontario.	Miniso (Canada) Store Eleven Inc.	Miniso Lifestyle Canada Inc.	Viking Rideau Corporation
9.	Shopping Centre Lease Agreement dated September 14, 2017 between OMERS Realty Management Corporation & Square One Property Corporation as "Landlord" and Miniso (Canada) Store Ten Inc. as "Tenant" for Unit 1-823, Square One Shopping Centre, Mississauga, Ontario.	Miniso (Canada) Store Ten Inc.	Miniso Lifestyle Canada Inc.	OMERS Realty Management Corporation & Square One Property Corporation

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
10	Lease of Retail Space dated July 5, 2018 between Ivanhoe Cambridge II Inc. as "Landlord" and Miniso (Canada) Store Five Inc. as "Tenant" for Store No. 332, Vaughan Mills, 1 Bass Pro Mills Drive, Vaughn, Ontario.	Miniso (Canada) Store Five Inc.	Miniso Lifestyle Canada Inc.	Ivanhoe Cambridge II Inc.
11	Lease Agreement dated June 16, 2017 between PLLR 368 Holdings Ltd. as "Landlord", Miniso (Canada) Store Four Inc. as "Tenant", and Ying Xu as "Indemnifier" for part of the land legally described as 018-468-659 Lot 1 Section 9 Block 4 North Range 6 West New Westminster District Plan LMP13158.	Miniso (Canada) Store Four Inc.	Miniso Lifestyle Canada Inc.	PLLR 368 Holdings Ltd.
12	Office Lease Agreement dated September 21, 2017 between Brookfield Office Properties Inc., HRI Exchange Inc. and PFS Exchange Inc. as "Landlord" and Miniso (Canada) Store Seventeen Inc. as "Tenant" for the 22 nd Floor of the Exchange Tower located at 130 King Street West, Toronto, Ontario	Miniso (Canada) Store Seventeen Inc.	Miniso Lifestyle Canada Inc.	Brookfield Office Properties Inc., HRI Exchange Inc. and PFS Exchange Inc.

JV Store Real Property Leases

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
13.	Retail Lease Agreement dated July 24, 2017 between First Capital (Plaza Retail) Corporation as "Landlord", Miniso (Canada) Store Fourteen Inc. as "Tenant", and Miniso Canada Investments Inc. as "Indemnifier" for Unit No. A03008A, Shops at New West, New Westminster, British Columbia.	Miniso (Canada) Store Fourteen Inc.	1222003 B.C. Ltd.	First Capital (Plaza Retail) Corporation
14.	Retail Lease Agreement dated May 24, 2017 between SFU Community Corporation, trustee of the SFU Community Trust, as "Landlord", Miniso (Canada) Store One Inc. as "Tenant" and Ms. Dan (Rita) Lin as "Indemnifier" for premises located at 8920 University High Street, Burnaby, British Columbia.	Miniso (Canada) Store One Inc.	1222005 B.C. Ltd.	SFU Community Corporation, trustee of the SFU Community Trust
15.	Lease Agreement dated September 15, 2017 between ING One Holdings Ltd. as "Landlord" and Miniso (Canada) Store Fourteen Inc. as "Tenant" for premises located at 2136 - 2138 West 41 st Avenue, Vancouver, British Columbia.	Miniso (Canada) Store Fourteen Inc.	1222006 B.C. Ltd.	ING One Holdings Ltd.

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
16	Lease Agreement dated February 14, 2018 between Trinity Properties Alberta Limited as "Landlord", Miniso (Canada) Store Thirteen Inc. as "Tenant" for Store No. H111, RioCan Beacon Hill Shopping Centre, Calgary Alberta.	Miniso (Canada) Store Thirteen Inc.	1221996 B.C. Ltd.	Trinity Properties Alberta Limited
17	Lease of Retail Space dated March 8, 2018 between CrossIron Mills Holdings Inc. as "Landlord" and Miniso (Canada) Store Five Inc. as "Tenant" for Store No. 131, CrossIron Mills Shopping Centre, 261055 CrossIron Blvd., Rocky View, Alberta.	Miniso (Canada) Store Five Inc.	1222024 B.C. Ltd.	CrossIron Mills Holdings Inc.
18	Retail Lease Agreement dated April, 2018 between Wexford Whyte Ave LP, by its general partner Wexford Whyte Ave Advisors Corp., as "Landlord", Miniso (Canada) Store Thirteen Inc. as "Tenant" and Miniso Canada Investments Inc. as "Indemnifier" for Unit 10471, Raymond Block, 82 Avenue, NW, Edmonton, Alberta.	Miniso (Canada) Store Thirteen Inc.	1222025 B.C. Ltd.	Wexford Whyte Ave LP, by its general partner Wexford Whyte Ave Advisors Corp.
19	Lease Agreement dated November 27, 2018 between Queen Simcoe Inc. as "Landlord" and Miniso (Canada) Store Eight Inc. as "Tenant" for Unit 2 - Level 1, 219 Queen Street West, Toronto, Ontario.	Miniso (Canada) Store Eight Inc.	1222007 B.C. Ltd.	Queen Simcoe Inc.

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
20	Letter of Intent dated July 13, 2018 between First Capital (Cedarbrae) Corporation as "Landlord", Miniso (Canada) Store Nine Inc. as "Tenant" and Miniso Canada Investments Inc. as "Indemnifier" for premises located at Cedarbrae Mall, 3405 Lawrence Avenue East, Toronto, Ontario.	Miniso (Canada) Store Nine Inc.	1222010 B.C. Ltd.	First Capital (Cedarbrae) Corporation
21	Offer to Lease dated September 5, 2017 between Revenue Properties Company Limited as "Landlord" and Miniso (Canada) Store One Inc. as "Tenant" for Unit 139, Centrepont Mall, Toronto, Ontario.	Miniso (Canada) Store One Inc.	1222011 B.C. Ltd.	Revenue Properties Company Limited
22	Lease Agreement dated December 6, 2017 between ONREA INC., by its duly authorized agent the Cadillac Fairview Corporation Limited as "Landlord" and Miniso (Canada) Store Eleven Inc. as "Tenant" for Unit 1108, Markville Shopping Centre, 5000 Hwy 7 E, Markham, Ontario.	Miniso (Canada) Store Eleven Inc.	1222013 B.C. Ltd.	ONREA INC., by its duly authorized agent the Cadillac Fairview Corporation Limited

	Description	Respondent Party(ies)	Purchaser	Counterparty(ies)
23	Lease Agreement dated March 27, 2018 between RIOCAN Holdings (Oakville Place) Inc. as "Landlord" and Miniso (Canada) Store Twelve Inc. as "Tenant" for Store No. 205A, RioCan Oakville Place Shopping Centre, Oakville, Ontario.	Miniso (Canada) Store Twelve Inc.	1222014 B.C. Ltd.	RIOCAN Holdings (Oakville Place) Inc.
24	Shopping Centre Lease dated March 6, 2018 between Scarborough Town Centre Holdings Inc. as "Landlord" and Miniso (Canada) Store Ten Inc. as "Tenant" for Unit 260, Scarborough Town Centre, Scarborough, Ontario.	Miniso (Canada) Store Ten Inc.	1222016 B.C. Ltd.	Scarborough Town Centre Holdings Inc.
25	Retail Lease Agreement dated March 12, 2018 between RK (Sheppard Centre) Inc. as "Landlord" and Miniso (Canada) Store Twelve Inc. as "Tenant" for Unit 125, 4841 Yonge Street, Toronto, Ontario.	Miniso (Canada) Store Twelve Inc.	1222018 B.C. Ltd.	RK (Sheppard Centre) Inc.
26	Lease of Retail Space dated July 31, 2018 between Bayshore Shopping Centre Limited and KS Bayshore Inc. as "Landlord" and Miniso (Canada) Store Twenty-One Inc. as "Tenant" for premises located at Bayshore Shopping Centre, 100 Bayshore Drive, Ottawa, Ontario.	Miniso (Canada) Store Twenty-One Inc.	1222008 B.C. Ltd.	Bayshore Shopping Centre Limited and KS Bayshore Inc.

SCHEDULE "C"

QC Assigned Contracts

QC Acquisition Agreement Leases

	Description	Respondent Party(ies)	Counterparty(ies)
27.	Lease dated May 18, 2018 between Carrefour Richelieu Realities Ltd., as "Landlord", and Miniso (Canada) Store Four Inc., as "Tenant" for Unit 01740, Carrefour Angrignon Shopping Centre, Montreal, Quebec.	Miniso (Canada) Store Four Inc.	Carrefour Richelieu Realities Ltd.
28.	Lease dated April 18, 2018, between Cominar Real Estate Investment Trust, as "Landlord", and Miniso (Canada) Store Six Inc., as "Tenant", for Premises # G-12, Place Alexis Nihon Shopping Centre, Montreal, Quebec.	Miniso (Canada) Store Six Inc.	Alban D'Amours, Luc Bachand, Mary-Ann Bell, Paul Campbell, Sylvain Cossette, Claude Dussault, Johanne M. Lépine, Michel Thérout and René Tremblay, each as Trustee of and for Fonds de placement immobilier Cominar / Cominar Real Estate Investment Trust

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

BETWEEN:

MINISO INTERNATIONAL HONG KONG LIMITED AND
OTHERS

PETITIONERS

AND:

MIGU INVESTMENTS INC. AND OTHERS

RESPONDENTS

ORDER MADE AFTER APPLICATION

~~(ORDER EXTENDING STAY AND MISCELLANEOUS RELIEF)~~

~~V6C 3R8~~ Order

Assignment

DENTONS CANADA LLP
BARRISTERS & SOLICITORS
250 Howe Street, 20th Floor
Vancouver, BC V6C 3R8
Phone No.: (604) 687-4460
Attention: Jordan Schultz

WLC

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CORPORATION and GUANGDONG SAIMAN INVESTMENT CO. LIMITED

PETITIONERS

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[ORDER EXTENDING STAY AND MISCELLANEOUS RELIEF]

	)	THE HONOURABLE	)	
BEFORE	)		)	06 / NOV / 2019
	)	MADAM JUSTICE FITZPATRICK	)	

SCHEDULE "A"

List of Counsel

Counsel Name	Party Represented
Kibben Jackson	Petitioners
Vicki Tickle	Respondents
Ritchie Clark, Q.C.	Certain JV Investors
Kirryn Hashmi	First Capital Asset Management LP

NO. S197744
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RESPONDENTS

ORDER MADE AFTER APPLICATION
[ORDER EXTENDING STAY AND MISCELLANEOUS RELIEF]

**DENTONS CANADA LLP
BARRISTERS & SOLICITORS
250 Howe Street, 20th Floor
Vancouver, BC V6C 3R8
Phone No.: (604) 687-4460
Attention: Jordan Schultz**

File No. 529227-16