

This is the 1st affidavit of
Vicki Tickle in this case and
was made on November 6, 2019

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

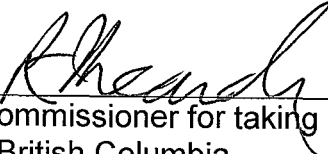
AFFIDAVIT

I, Vicki Tickle, of 1500 – 1055 West Georgia Street, Vancouver, British Columbia, barrister
and solicitor, SWEAR THAT:

1. I am a partner in the Vancouver office of McMillan LLP. I have had the primary day-to-day conduct of this matter in relation to these proceedings. I swear this affidavit in support of McMillan LLP's application for certain declarations to the effect that it has ceased to be the lawyer acting for the Respondents in these proceedings.
2. Starting in or around December 2018, McMillan LLP was retained by the Respondents to act on their behalf in connection with negotiations with the Petitioners relating to the application by certain of the Petitioners for a bankruptcy order in respect of Miniso Canada Investments Inc., Migu Investments Inc. and Miniso (Canada) Store Inc., a forbearance agreement, a sale agreement and related matters, including these proceedings.
1. By Order dated August 22, 2019, this Honourable Court added 112 as a Respondent to these proceedings and extended the relief granted pursuant to the Initial Order to 112 (and extended the powers of the Monitor to 112).
2. McMillan LLP has advised and represented the interests of the Respondents in these proceedings, taking instructions on behalf of the Respondents from Mr. Tao (Harry) Xu, via his associate and translator, Mr. Ray Deng. Mr. Xu had been the Chair/Chief Executive Officer of the Respondents, and is the sole director of 112.
3. Ting Lin, Ling Lin, Jing Lin and Dan Lin (collectively with Mr. Xu, the "**Directors**") are the directors of various of the other Respondents.
4. At no time during these proceedings has McMillan LLP been provided with instructions in relation to these proceedings on behalf of the Respondents by any of the Directors in their capacity as such.

5. Despite requests, the Directors have declined to provide instructions on behalf of the Respondents to McMillan LLP.

SWORN BEFORE ME at the City of
Vancouver, in the Province of British
Columbia, this 6th day of November,
2019.


A commissioner for taking affidavits
for British Columbia


VICKI TICKLE

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AND

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Attention: Vicki Tickle

File No. 263702
