



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., BRAELOCH HOLDING FORTY-ONE INC.,
BRAELOCH HOLDING INC., BRAELOCH HOLDING ONE INC.,
BRAELOCH HOLDING TWO INC., BRAELOCH HOLDING THREE INC.,
BRAELOCH HOLDING FOUR INC., BRAELOCH HOLDING FIVE INC.,
BRAELOCH HOLDING SIX INC., BRAELOCH HOLDING SEVEN INC.,
BRAELOCH HOLDING EIGHT INC., BRAELOCH HOLDING NINE INC.,
BRAELOCH HOLDING TEN INC., BRAELOCH HOLDING ELEVEN INC.,
BRAELOCH HOLDING TWELVE INC., BRAELOCH HOLDING THIRTEEN
INC., BRAELOCH HOLDING FOURTEEN INC., BRAELOCH HOLDING
FIFTEEN INC., BRAELOCH HOLDING SIXTEEN INC., BRAELOCH
HOLDING SEVENTEEN INC., BRAELOCH HOLDING EIGHTEEN INC.,
BRAELOCH HOLDING NINETEEN INC., BRAELOCH HOLDING TWENTY
INC., BRAELOCH HOLDING TWENTY-ONE INC., BRAELOCH HOLDING
TWENTY-TWO INC., 1120701 B.C. LTD. and BRIGHT MIGU
INTERNATIONAL LTD.

RESPONDENTS

REQUISITION – GENERAL

**Filed by: The Applicant, Alvarez and Marsal Canada Inc., as court-appointed Monitor
 of the Respondents (the "Monitor")**

Required:

1. On March 19, 2021, the Monitor filed a Notice of Application, returnable March 25, 2021, seeking various relief detailed therein. A copy of the Notice of Application is attached hereto as **Schedule "A"**.
2. On March 25, 2021, the Court made an order granting certain relief contained in the Notice of Application, and adjourning the balance of the relief to 9:45 a.m. on Thursday, April 29, 2021. A copy of that order is attached hereto as **Schedule "B"**.
3. On April 26, 2021, the relevant parties agreed to further adjourn the balance of the Application to May 19, 2021.
4. The Monitor therefor seeks to have to balance of relief sought in its Notice of Application, filed March 19, 2021, set down for hearing on **Wednesday, May 19, 2021 at 9:45 a.m., by telephone**, at 800 Smithe Street, Vancouver, B.C.
5. The Applicant estimates the application will take 30 minutes.
6. This matter is not within the jurisdiction of a Master.
7. The parties attending this application are:

Jordan Schultz, Dentons Canada LLP, counsel for the Applicant, tel: 604-691-6452, email: jordan.schultz@dentons.com

Kibben Jackson, Fasken Martineau DuMoulin LLP, counsel for the Petitioners, tel: 604-631-3131, email: kjackson@fasken.com

H.C. Ritchie Clark, Bridgehouse Law, counsel for the Various JV Investors tel: 604-684-2550, email: RClark@bridgehouselaw.ca

John McLean, Gowing WLG (Canada) LLP, counsel for Miniso BF Holdings S.A.P.I. de C.V., tel: 604-683-6498, email: john.mclean@gowlingwlg.com.

Date: 10/MAY/2021



Signature of lawyer for filing party,
Jordan Schultz
Dentons Canada LLP

THIS REQUISITION – GENERAL is prepared and filed by the law firm, Dentons Canada LLP, 20th Floor, 250 Howe Street, Vancouver, B.C. V6C 3R8, Attention: Jordan Schultz (Office Telephone number: 604-687-6467)

SCHEDULE "A"



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., 1120701 B.C. LTD., and BRIGHT MIGU INTERNATIONAL LTD.

RESPONDENTS

NOTICE OF APPLICATION

Name of applicant: Alvarez & Marsal Canada Inc., in its capacity as the Monitor of the Respondents (the "**Monitor**"), pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

To: The Service List attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the Monitor to the presiding judge or master at the courthouse at 800 Smithe Street, Vancouver, BC on March 25, 2021 at 9:45 a.m. (via **MS Teams**) for the Orders set out in Part 1 below.

Part 1: ORDERS SOUGHT

1. An order, substantially in the form of the draft order attached hereto as Schedule "B" hereto:
 - (a) directing a process by which Miniso BF Holdings S.A.P.I. de C.V. (the "**SA Purchaser**") may apply to seek a distribution of the Chilean Assets Sale Proceeds (as defined below) (an "**Indemnity Claim**"), authorizing the Monitor to respond to any Indemnity Claim, and extending certain provisions of the Initial Order made July 12, 2019 to the foregoing (the "**Claim Adjudication Order**");
 - (b) extending the stay of proceedings herein to **September 30, 2021**;
 - (c) authorizing the Monitor to assign the Remaining Respondents (as defined herein), or any one or more of them, into bankruptcy;
 - (d) amending the style of cause in these proceedings to reflect name changes of certain respondents; and
2. Such further and other relief as counsel may advise and this Court may allow.

Part 2: FACTUAL BASIS

3. The respondents (collectively, "**Miniso Canada**" or the "**Respondents**") are privately held companies, formerly headquartered in Richmond, BC, that were previously engaged in the operation and franchising of retail stores in Canada which sold lifestyle goods to the public under the "Miniso" brand.
4. These CCAA proceedings were commenced by the Petitioners (the "**Miniso Group**" or the "**Petitioners**"), which comprise a number of companies which, together, manufacture lifestyle goods under the "Miniso" brand and operate and franchise an international group of retail outlets selling "Miniso" branded inventory.
5. Miniso Group is not related to Miniso Canada.
6. The Miniso Group supplied inventory to Miniso Canada (via Miniso Canada Investments Inc.). The Miniso Group is a secured creditor of Migu Investments Inc., Miniso Canada Investments Inc. and Miniso (Canada) Store Inc. (the "**Migu Parent Companies**"), and is Miniso Canada's largest creditor.
7. On July 12, 2019, the Miniso Group successfully obtained the initial Order with respect to the Respondents (the "**Initial Order**"). Since then, the relief under the Initial Order has been extended on numerous occasions, most recently to March 26, 2021.

8. Pursuant to the Initial Order, Alvarez & Marsal Canada Inc. was appointed Monitor of the Respondents. In addition, the Monitor was granted certain additional powers (the "**Enhanced Powers**") to act in respect of the property and business of the Respondents, effectively akin to a receiver.
9. On August 22, 2019, the Monitor obtained an order adding 1120701 B.C. Ltd. ("**112**") as a respondent to these proceedings. On January 31, 2020, the Monitor obtained an order adding Bright Migu International Ltd. ("**Miniso International**") as a respondent to these proceedings.

Acquisition Agreement and Plan of Arrangement

10. Pursuant to Orders made October 15, 2019, the following Respondents:

- (a) Miniso (Canada) Store One Inc.,
- (b) Miniso (Canada) Store Three Inc.,
- (c) Miniso (Canada) Store Four Inc.,
- (d) Miniso (Canada) Store Five Inc.,
- (e) Miniso (Canada) Store Eight Inc.,
- (f) Miniso (Canada) Store Nine Inc.,
- (g) Miniso (Canada) Store Ten Inc.,
- (h) Miniso (Canada) Store Eleven Inc.,
- (i) Miniso (Canada) Store Twelve Inc.,
- (j) Miniso (Canada) Store Thirteen Inc.,
- (k) Miniso (Canada) Store Fourteen Inc. and
- (l) Miniso (Canada) Store Twenty-One Inc.

(collectively, the "**Migu Plan Companies**"),

filed a plan of compromise, arrangement and reorganization (the "**Plan**").

11. On September 5, 2019 and November 5, 2019, one or more of the Migu Parent Companies and the Migu Plan Companies (collectively, the "**Migu Vendors**") entered into acquisition agreements with:

- (a) 9360-3876 Quebec Inc. (the "**QC Purchaser**"), in respect of substantially all assets owned by MCI located in Quebec; and
 - (b) Miniso Lifestyle Canada Inc. (and its designated affiliates, the "**Miniso Purchaser**"), in respect of substantially all other assets of the Migu Parent Companies and the Migu Plan Companies
- (collectively, the "**Acquisition Agreements**").
12. The Plan and the Acquisition Agreements contemplated a restructuring transaction whereby the respective purchasers acquired substantially all of the assets of Miniso Canada by way of:
- (a) a credit bid in respect of the majority of the assets of the Migu Parent Companies; and
 - (b) a cash payment and promissory note (the "**QC Cash Payment**") in respect of the assets of MCI located in Quebec.
13. In addition, as consideration for the Miniso Vendors entering into the Acquisition Agreements, the Miniso Purchaser agreed to pay the Estimated CCAA Completion Costs (as defined therein) and an additional cash payment (the "**Cash Payment**") to the Migu Vendors.
14. In turn, the Cash Payment was used to create a "pot" of funds in the amount of \$550,000 (the "**Affected Creditor Pot**"), to fund distributions to Affected Creditors in consideration for the compromise and settlement of all Affected Claims against the Migu Plan Companies.
15. On November 1, 2019, the creditors of the Migu Plan Companies voted to approve the plan by 81.8% in number and 83.4% in value. On November 6, 2019, this Court approved the transactions contemplated by the Acquisition Agreements, and sanctioned the Plan, in accordance with the provisions of the CCAA.
16. The transactions contemplated by the Acquisition Agreements closed on November 15, 2019, and the majority of the Affected Creditors' Pot was distributed as contemplated by the Plan on December 10, 2019, after all relevant appeal periods contemplated by the Claims Process Order made July 22, 2019 had expired.
17. Since completion of the transactions under the Acquisition Agreements, the Respondents have had no active business, and as a result have minimal overhead and expenses.
18. In addition, since this time, the Respondents have effectively had no directing mind. Accordingly, the Monitor has, from time to time, sought and obtained various orders (in

addition to the Enhanced Powers) to allow it to carry out certain functions on behalf of the Respondents.

Chilean Assets Sale Proceeds

19. After the commencement of these proceedings in July, 2019, the Monitor learned that the Respondents had an interest in certain assets and businesses located in South America, and that the principal of the Respondents, Mr. Harry Xu, was working to complete a sale of these assets.
20. In particular, the Monitor learned that the Respondent, Migu Investments Inc., owned 100% of the shares of a BC corporation, 112. 112, in turn, owned 100% of the shares of three Chilean entities: Miniso Holding Chile SpA, Miniso 1 Tienda SpA and Dora 1293 Trading SpA (the "**Chilean Entities**"). The Chilean Entities, in turn, owned and operated a number of "Miniso" brand stores in Chile (the "**Chilean Assets**").
21. Upon learning of the foregoing, the Monitor worked with Chilean Entities and the proposed purchaser of the Chilean Assets, Miniso BF Holdings S.A.P.I. de C.V. (the "**SA Purchaser**"), to complete that transaction on terms satisfactory to the Monitor. These negotiations resulted in an Amended and Restated Asset Purchase Agreement dated August 19, 2019 (the "**APA**") among the Chilean Entities, as vendors, the SA Purchaser, as purchaser, and others.
22. The Monitor acknowledged and consented to the terms of the APA, however it is not party to the APA. In addition, and as noted above, on August 22, 2019, the Monitor sought and obtained an order adding 112 as a Respondent to these proceedings.
23. The APA contemplates, among other things, that on completion of the sale of the Chilean Assets, the net purchase price for those assets (defined in the APA, and referred to herein, as the "**Aggregate Chile Payments**") will be payable to the Monitor, in its capacity as court-appointed monitor of 112, and "will be disposed of by the Monitor in accordance with any further order of the CCAA court relating to the Aggregate Chile Payments".
24. The sale of the Chilean Assets closed on or about August 23, 2019, and the Monitor received the Aggregate Chile Payments in the total amount of approximately US\$1.4 million. No orders have been made directing payment of these amounts, and so the Monitor continues to hold the Aggregate Chile Payments in accordance with the terms of the APA.

Remaining Assets and Creditors

25. Following completion of the Acquisition Agreements and implementation of the Plan, the Respondents hold the following key assets:

- (a) cash and promissory notes held by MCI, including the QC Cash Payment; and
 - (b) the Aggregate Chile Payments
- (collectively, the "**Remaining Assets**").
26. With respect to the assets held by MCI, the Petitioners continue to hold first ranking security as against the assets of the Migu Parent Companies, other than the QC Cash Payment, and have a significant unsecured claim net of the credit bid made under the Acquisition Agreement.
27. With respect to the Aggregate Chile Payments, there are competing claims to these amounts, in particular:
- (a) the SA Purchaser has raised an indemnity claim against the Chilean Entities, pursuant to the terms of the APA, in respect of VAT taxes allegedly owed by those entities;
 - (b) a group of creditors, referred to as the "JV Investors", have alleged funds were misappropriated by the Respondents and improperly invested in the Chilean Assets, and seek to recover as against 112; and
 - (c) the Petitioners, as sole secured creditor of Migu Investments Inc., dispute some or all of the foregoing claims, and assert that the Aggregate Chile Payments belong to Migu Investments Inc. (as the ultimate parent company to 112) and are therefore subject to the Petitioner's security interest.
28. Since in or around January, 2020, the Monitor has been in discussions with some or all of these stakeholders in an attempt to reach a negotiated resolution to these competing claims.

Name Changes

29. Pursuant to the Acquisition Agreements, the Migu Vendors were required to, among other things, change the name of certain corporate entities which included the phrase "Miniso" in their names.
30. Pursuant to an order made January 31, 2020, the Monitor was authorized to, among other things, take any and all steps as may be required to change the name of any of the Respondents to carry out this step on behalf of the Migu Vendors.
31. The required name changes have now been completed. The new name for each of the Respondents in this proceeding is set out in **Schedule "C"** hereto.

Recommendation for Next Steps

32. Since the Monitor last appeared before this court on November 24, 2020, it has continued discussions with the relevant stakeholders in an attempt to resolve the outstanding claims to the Remaining Assets.
33. In the Monitor's view, a consolidated plan to the creditors of the remaining Respondents (namely, the Respondents other than the Migu Plan Companies, herein the "**Remaining Respondents**") remains a possibility, and either that or another form of negotiated settlement is the most efficient means of distributing the Remaining Assets. Accordingly, the Monitor intends to continue working with the stakeholders towards a consensual resolution of these issues and potential plan of arrangement.
34. However, the Monitor is of the view that it is necessary to commence a process to finally determine the outstanding claims in the event a negotiated solution is not ultimately possible.
35. If a negotiated solution is not possible, the Monitor is of the view that a bankruptcy of some or all of the Remaining Respondents will be the most efficient means of distributing assets of the Respondents. A bankruptcy will also assist the Monitor in addressing certain tax issues which arose in connection with the Respondents' business activities prior to completion of the transactions under the Acquisition Agreements. Accordingly, it seeks authorization to assign the Remaining Respondents into bankruptcy.

Part 3: **LEGAL BASIS**

1. The Monitor relies on:
 - (a) the CCAA, in particular section 11;
 - (a) the inherent and equitable jurisdiction of this Court; and
 - (b) such further and other legal bases and authorities as counsel may advise and this Court may permit.

The Claim Adjudication Order

2. Section 3.3(a) of the APA provides that:

The Chile Payment, the Remaining First Payment Chilean Amount, and any other amount payable under this Agreement to the Monitor, in its capacity as court-appointed monitor of 1120701 (collectively, the "**Aggregate Chile Payments**"), will be disposed of by the Monitor in accordance with any further order of the CCAA court relating to the Aggregate Chile Payments.

3. While the Chilean Vendors are not Respondents in these CCAA proceedings, the Monitor submits that it is appropriate for this Court to determine the claims of the SA Purchaser as against the Aggregate Chile Payments, as the APA contemplates that this Court will order and direct the disposition of those funds.
4. Therefore, the Monitor is seeking the Claim Adjudication Order, as it is a necessary step to distribute the Aggregate Chile Payments.
5. The proposed Claim Adjudication Order directs a process that requires the SA Purchaser to:
 - (a) bring an application to this Court, on or before May 28, 2021, to seek distribution of some or all of the Aggregate Chile Payments; and
 - (b) permits the Monitor, or any other creditor in this proceeding, to respond to such application on or before June 18, 2021.
6. The Claim Adjudication Order provides that if the SA Purchaser does not bring an application on or before May 28, 2021, it is forever barred from asserting a claim against the Aggregate Chile Payments.
7. Finally, the Claim Adjudication Order extends certain terms of the Initial Order to the above noted claims process. In particular:
 - (a) paragraph 49 of the Initial Order provides the Monitor and its counsel with a charge over all assets, undertakings and properties of the Respondents, and the proposed Claim Adjudication Order seeks a similar charge over the Aggregate Chile Payments to the extent of any fees and disbursements incurred by the Monitor in connection with litigating the SA Purchaser's claim; and
 - (b) paragraphs 38 and 39 of the Initial Order provide the Monitor with certain protections from liabilities incurred in carrying out its role as monitor, or the Enhanced Powers, and the proposed Claim Adjudication Order seeks to extend similar protections to the Monitor in connection with its role in litigating the SA Purchaser's claim.

8. While claims process orders, such as the Claim Adjudication Order sought herein, are not specifically contemplated by the CCAA, they are common place in CCAA proceedings.

Re: Quest University Canada, 2020 BCSC 1845
("Quest") at para. 21.

Re: Bul River Mineral Corporation, 2014 BCSC
1732 ("Bul River") at para. 31.

9. Further, claims process orders facilitate the remedial objectives of the CCAA to facilitate a restructuring of a debtor company. Section 11 of the CCAA provides a CCAA judge with the broad statutory authority to make such orders as are necessary to achieve that objective.

CCAA, s. 11.

Bul River, at para. 29.

Quest, at para. 20.

10. With respect to the claims bar date, in *Re: Timminco Limited*, Mr. Justice Morawetz reviewed the "first principles" relating to claims bar orders and their purpose within CCAA proceedings:

[41] It is also necessary to return to first principles with respect to claims-bar orders. The CCAA is intended to facilitate a compromise or arrangement between a debtor company and its creditors and shareholders. For a debtor company engaged in a restructuring under the CCAA, which may include a liquidation of its assets, it is of fundamental importance to determine the quantum of liabilities to which the debtor and, in certain circumstances, third parties are subject. It is this desire for certainty that led to the development of the practice by which debtors apply to court for orders which establish a deadline for filing claims.

Re: Timminco Limited, 2014 ONSC 3393, para 41.

11. The Monitor submits that, as contemplated in *Re: Timminco Limited*, this is an appropriate circumstance in which this Court should exercise its discretion to impose a deadline for filing claims, for the following reasons:

- (a) the APA was agreed to by the SA Purchaser and the Chilean Vendors and specifically contemplates that this Court would make Orders regarding the distribution of the Aggregate Chile Payments;
- (b) it is fundamental to determine the quantum of the SA Purchaser's claim as against the Aggregate Chilean Payments to progress these CCAA proceedings and reach a final disposition of the Remaining Assets; and

- (c) The Monitor notes that while the proposed order does involve third parties to this proceeding (namely, the Chilean Entities), it does not seek to bar any claims that may be made against the Chilean Entities themselves. Rather, it only seeks to bar further claims to the Aggregate Chile Payments.
12. The Monitor submits that, overall, the proposed Claim Adjudication Order is necessary as these CCAA proceedings have been ongoing since July 12, 2019 and the SA Purchaser's post-filing claim is one of the final issues to resolve to allow the Monitor to make a final distribution of the Remaining Assets and allow the Respondents to exit the CCAA. The Monitor submits that the proposed deadline of May 28, 2021 provides adequate time for the SA Purchaser to provide the Monitor sufficient details to prove its claim, while ensuring that these CCAA proceedings continue to progress.

Extension of Stay and Additional Relief

13. Pursuant to section 11.02 of the CCAA, an extension may only be granted if the Court is satisfied that the circumstances exist to make the extension appropriate and the debtor company has acted, and is acting, in good faith and with due diligence.
14. With respect to the first branch, being appropriate circumstances, authorities indicate that the Court should inquire whether the order sought advances the remedial purpose of the CCAA and avoids the losses that result from liquidation.

North American Tungsten Corp. (Re), 2015 BCSC 1376 at para 25, citing from Century Services Inc. v. Canada (Attorney General), 2010 SCC 60

15. The Monitor submits that the first branch of the test is met. In particular, an extension of the stay will allow the Monitor to resolve the SA Purchaser claims, and continue discussions to determine if the Remaining Respondents can propose, and implement, a feasible plan to their remaining creditors.
16. The Monitor submits that the second branch of the test is also met. As noted in the Monitor's Eleventh Report, the Monitor is satisfied that Miniso Canada has, and continues to, act in good faith and with due diligence.
17. In addition to the foregoing, the Monitor seeks an order:
- (a) allowing it to assign some or all of the respondents into bankruptcy. As noted above, if a negotiated resolution is not possible, it may be necessary to assign some or all of the Remaining Respondents into bankruptcy to facilitate distribution of proceeds. The Monitor seeks authorization to carry out this action, as an extension of the Enhanced Powers; and
 - (b) amending the style of cause to reflect the name changes described herein.

Part 4: MATERIAL TO BE RELIED ON

1. The Eleventh Report of the Monitor, to be filed;
2. The Initial Order, made July 12, 2019;
3. Order made after Application, made August 22, 2019;
4. Order made after Application, made January 31, 2020;
5. Order made after Application, made November 24, 2020; and
6. Such other pleadings and materials previously filed here as counsel may advise.

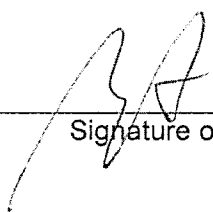
The applicant(s) estimate(s) that the application will take 30 minutes.

- ☐ This matter is within the jurisdiction of a master.
- ☒ This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this Notice of Application, you must, within 5 business days after service of this Notice of Application or, if this application is brought under Rule 9-7, within 8 business days of service of this Notice of Application,

- (a) file an Application Response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed Application Response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: 19/MAR/2021



Signature of lawyer for filing party
Jordan Schultz

Dentons Canada LLP | 20th Floor – 250 Howe Street, Vancouver, BC V6C 3R8 |
Attention: Jordan Schultz | Phone No. (604) 691-6452 | Email: jordan.schultz@dentons.com

To be completed by the court only:	
Order made	
<input type="checkbox"/>	in the terms requested in paragraphs _____ of Part 1 of this Notice of Application
<input type="checkbox"/>	with the following variations and additional terms:
Date:	
Signature of <input type="checkbox"/> Judge <input type="checkbox"/> Master	

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- ☐ discovery: comply with demand for documents
- ☐ discovery: production of additional documents
- ☐ other matters concerning document discovery
- ☐ extend oral discovery
- ☐ other matter concerning oral discovery
- ☐ amend pleadings
- ☐ add/change parties
- ☐ summary judgment
- ☐ summary trial
- ☐ service
- ☐ mediation
- ☐ adjournments
- ☐ proceedings at trial
- ☐ case plan orders: amend
- ☐ case plan orders: other
- ☐ experts

SCHEDULE "A"

[Service List]

SERVICE LIST

[Updated: October 27, 2020]

<p>Dentons Canada LLP Barristers & Solicitors 20th Floor – 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Attention: Jordan Schultz / John Sandrelli</p> <p>Tel: (604) 691-6452 Email: jordan.schultz@dentons.com tevia.jeffries@dentons.com john.sandrelli@dentons.com miriam.dominguez@dentons.com avic.arenas@dentons.com</p> <p><i>Counsel for Court-appointed Monitor (Alvarez & Marsal Canada Inc.)</i></p>	<p>Fasken Martineau DuMoulin LLP Barristers & Solicitors 2900 – 550 Burrard Street Vancouver, BC V6C 1A3</p> <p>Attention: Kibben Jackson / Glen Nesbitt</p> <p>Tel: (604) 631-3131 Email: kjackson@fasken.com; gnesebitt@fasken.com; svolkow@fasken.com</p> <p><i>Counsel for the Petitioners</i></p>
<p>Alvarez & Marsal Canada Inc. Commerce Place Suite 1680, 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin / Anthony Tillman</p> <p>Tel : (604) 639-0849 Email: tmartin@alvarezandmarsal.com; atillman@alvarezandmarsal.com; pinky.law@alvarezandmarsal.com</p> <p><i>Court-appointed Monitor</i></p>	<p>Miniso Canada Investments Inc. and certain other entities referred as the Debtors</p> <p>c/o Alvarez & Marsal Canada Inc. Commerce Place Suite 1680, 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin / Anthony Tillman</p> <p>Tel : (604) 639-0849 Email: tmartin@alvarezandmarsal.com; atillman@alvarezandmarsal.com; pinky.law@alvarezandmarsal.com</p> <p><i>Address for service pursuant to Order made November 6, 2019</i></p>

<p>Thornton Grout Finnigan LLP TD West Tower, Toronto-Dominion Centre 100 Wellington St. West, Suite 3200 Toronto, ON M5K 1K7</p> <p>Attention: D. J. Miller / Owen Gaffney</p> <p>Tel: (416) 304-0559 Email : djmiller@tgf.ca; ogaffney@tgf.ca</p> <p><i>Counsel for the Oxford Properties Landlords</i></p>	<p>Torys LLP 79 Wellington St. W., 30th Floor, Box 270, TD South Tower Toronto, Ontario M5K 1N2</p> <p>Attention: David Bish</p> <p>Tel: (416) 865-7353 Email: dbish@torys.com</p> <p><i>Counsel for The Cadillac Fairview Corporation Limited</i></p>
<p>TX Law Firm Barristers & Solicitors # 1007 - 5911 Alderbridge Way Richmond, B.C. V6X 4C6</p> <p>Attention: Tim Xia (夏耀远律师)</p> <p>Tel: (604) 636-6071 Email: tim@txlawfirm.ca</p> <p><i>Counsel for Mr. Sam Haifeng Wang</i></p>	<p>Camelino Galessiere LLP Barristers & Solicitors 6 Adelaide Street, East Suite 220 Toronto, Ontario M5C 1H6</p> <p>Attention: Linda Galessiere</p> <p>Tel: (416) 306-3827 Email: lgalesiere@cglegal.ca</p> <p><i>Counsel for various Landlords: Ivanhoe Cambridge, RioCan, Cushman & Wakefield, Brookfield, Cominar REIT, Morguard</i></p>
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<p>Bishop & McKenzie LLP Barristers & Solicitors #2200, 555 – 4th Avenue SW Calgary, AB T2P 3E7</p> <p>Attention: Anthony L. Dekens</p> <p>Tel: (403) 750-2247 Email: ADekens@bmlp.ca</p> <p><i>Counsel for Wexford Whyte Ave LP, by its GP, Wexford Whyte Ave Advisors Corp.</i></p>	<p>Miller Thomson LLP Barristers & Solicitors Scotia Plaza 40 King Street West, Suite 5800 P.O. Box 1011 Toronto, ON M5H 3S1</p> <p>Attention: Jeffrey C. Carhart / Jay Sernoskie</p> <p>Tel: (416) 595-8615 Email: jcarhart@millerthomson.com jsernoskie@millerthomson.com</p> <p><i>Counsel for Racking Direct Limited</i></p>
<p>Daoust Vukovich LLP Barristers & Solicitors 20 Queen Street West Suite 3000 Toronto, Ontario M5H 3R3</p> <p>Attention: Gasper Galati / Michael Hochberg</p> <p>Tel: 416-597-6888</p> <p>Email: ggalati@dv-law.com mhochberg@dv-law.com</p> <p><i>Counsel for Bentall Kennedy (Canada) LP ITF Sun Life Assurance Company Of Canada</i></p>	<p>Torys LLP 79 Wellington St. W., 30th Floor, Box 270, TD South Tower Toronto, Ontario M5K 1N2</p> <p>Attention: Scott Bomhof</p> <p>Tel: 416-865-7380</p> <p>Email: sbomhof@torys.com</p> <p><i>Counsel for First Capital Realty Inc.</i></p>
<p>Blaney McMurtry LLP Barristers & Solicitors 2 Queen Street East, Suite 1500 Toronto, ON M5C 3G5</p> <p>Attention: John C. Wolf</p> <p>Tel: 416-593-2994</p> <p>Email: jwolf@blaney.com</p> <p><i>Counsel for White Oaks Mall Holdings Ltd.</i></p>	<p>Witten LLP Barristers & Solicitors Suite 2500, Canadian Western Bank Place 10303 Jasper Avenue Edmonton, AB T5J 3N6</p> <p>Attention: Howie Sniderman</p> <p>Tel: 780-441-3203</p> <p>Email: hsniderman@wittenlaw.com</p> <p><i>Counsel for Griesbach Village Properties Inc.</i></p>

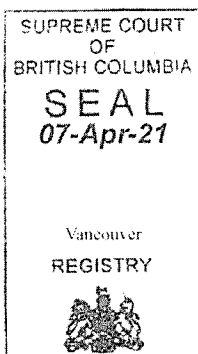
<p>Brauti Thorning LLP 161 Bay Street Suite 2900 Toronto, ON M5J 2S1</p> <p>Tel: (416) 304-6517</p> <p>Attention: Sharon Kour</p> <p>Email: skour@btlegal.ca</p> <p><i>Counsel for JV Investors for Scarborough TC</i></p>	<p>Clark Wilson LLP 900 – 885 W. Georgia Street Vancouver, BC V6C 3H1</p> <p>Tel: (604) 643-3105</p> <p>Attention: Christopher Ramsay / Katie Mak</p> <p>Email: CRamsay@cwilson.com; KMak@cwilson.com</p> <p><i>Agents for Brauti Thorning LLP – Counsel for JV Investors for Scarborough TC</i></p>
<p>DS Lawyers Canada LLP Suite 2700 - 1055 West Georgia Street, Vancouver, BC, V6E 3P3</p> <p>Tel: (604) 669-8858</p> <p>Attention: Derek Young / Victor Tsao / Justin Fogarty</p> <p>Email: DYoung@dsavocats.ca; VTsao@dsavocats.ca; JFogarty@dsavocats.ca</p> <p><i>Counsel for Harry Tao Xu</i></p>	<p>Webster Hudson & Coombe LLP 510 - 1040 West Georgia Street Vancouver BC V6E 4H1</p> <p>Tel: (604) 443-3656</p> <p>Attention: Daniel D. Nuget</p> <p>Email: ddn@whclaw.ca</p> <p><i>Counsel for Robson Street Partners, Inc.</i></p>
<p>Gehlen Dabbs Lawyers 1201–1030 W Georgia Street Vancouver, BC V6E 2Y3</p> <p>Tel: (604) 642-6422</p> <p>Attention: Gregory J. Gehlen</p> <p>Email: gg@gdlaw.ca</p> <p><i>Counsel for 9362-3403 Quebec Inc. (represented by Bin Wu), Grand Asia Industrial (International) Limited (represented by Lingliang (William) Wu), 1160735 B.C. Ltd. (represented by Yi Ma), Ten Ren Investment Group S.A.C. (represented by Tony Fei Yu), 10725951 Canada Ltd. (represented by Nuoya Lu)</i></p>	<p>Warrington PCI Management #300 – 1030 West Georgia St. Vancouver, B.C. V6E 2Y3</p> <p>Tel: (604) 331-5298</p> <p>Attention: Philip Ng (Property Manager) Yunhui Sun David Zhou</p> <p>Email: png@warringtonpci.com; sunyh1933@gmail.com; davidxzhouca@gmail.com;</p> <p><i>Counsel for PLLR 368 Holdings Ltd. And Warrington PCI</i></p>

<p>McMillan LLP Barristers & Solicitors Royal Centre, 1055 W. Georgia Street Suite 1500 Vancouver, BC V6E 4N7</p> <p>Tel: (236) 826-3022</p> <p>Attention: Vicki Tickle / Daniel Shouldice / Wael Rostom / Greg McIlwain</p> <p>Email: vicki.tickle@mcmillan.ca; daniel.shouldice@mcmillan.ca; wael.rostom@mcmillan.ca; greg.mcilwain@mcmillan.ca; julie.hutchinson@mcmillan.ca;</p> <p><i>Counsel for McMillan LLP</i></p>	<p>Department of Justice Canada British Columbia Regional Office 900 – 840 Howe Street Vancouver, BC V6Z 2S9</p> <p>Tel: (604) 666-0632</p> <p>Attention: Jason Levine / Charlotte Chan</p> <p>Email: Jason.levine@justice.gc.ca; charlotte.chan@justice.gc.ca</p> <p><i>Counsel for Canada Revenue Agency (CRA)</i></p>
<p>Gowling WLG (Canada) LLP Suite 2300, Bentall 5 550 Burrard Street Vancouver BC V6C 2B5</p> <p>Tel: (604) 683-6498</p> <p>Attention: John McLean, QC/Colin D. Brousseau</p> <p>Email: john.mclean@gowlingwlg.com; colin.brousseau@gowlingwlg.com</p> <p><i>Counsel for Miniso BF Holding S.A.P.I. de C.V.</i></p>	<p>Lindsay Kenney LLP 1800, 401 West Georgia Street, Vancouver, BC, V6B 5A1</p> <p>Tel: 604.484.3094</p> <p>Attention: Reilly Pollard</p> <p>Email: rpollard@lklaw.ca</p> <p><i>Counsel for 8463409 Canada Corporation dba SR Logistics</i></p>
<p>Ministry of Attorney General (British Columbia) Legal Services Branch 400 – 1675 Douglas Street, Victoria, BC V8W 9J7</p> <p>Fax: 250-387-0700</p> <p>Mailing address: PO Box 9289 Stn Prov Govt, Victoria, BC V8W 9J7</p> <p>Attention: Aaron Welch and Isabel Gowda</p> <p>Email: AGLSBRevTaxInsolvency@gov.bc.ca</p> <p><i>Ministry of Attorney General (British Columbia)</i></p>	

SCHEDULE "B"

[Draft Claim Adjudication Order]

SCHEDULE "B"



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.,
1120701 B.C. LTD. and BRIGHT MIGU INTERNATIONAL LTD.

RESPONDENTS

ORDER MADE AFTER APPLICATION

)	THE HONOURABLE)
BEFORE)) 25 / MAR / 2021
)	MR. JUSTICE CROSSIN)

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 25th day of March, 2021, and on hearing Jordan Schultz, counsel for the Monitor, and those other counsel set forth on **Schedule "A"** hereto;

THIS COURT ORDERS AND DECLARES that:

1. Unless otherwise stated herein, capitalized terms in this Order shall have the meanings ascribed to them in the Notice of Application of the Monitor dated March 19, 2021 (the "**Notice of Application**").

Extension of Stay and Additional Relief

2. The Stay Period and other relief provided for in the Initial Order, including amendments thereto, is hereby extended to **September 30, 2021**.

3. The Monitor is hereby authorized and empowered to, from time to time, assign the Remaining Respondents, or any one or more of them, into bankruptcy, and to execute any and all documents which may be necessary or desirable to effect such assignment, and to carry out such actions or execute such documents on behalf of any bankrupt Remaining Respondents as may be necessary or desirable following any assignment into bankruptcy.

4. The style of cause in this proceeding 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., BRAELOCH HOLDING FORTY-ONE INC.,
BRAELOCH HOLDING INC., BRAELOCH HOLDING ONE INC.,
BRAELOCH HOLDING TWO INC., BRAELOCH HOLDING THREE INC.,
BRAELOCH HOLDING FOUR INC., BRAELOCH HOLDING FIVE INC.,
BRAELOCH HOLDING SIX INC., BRAELOCH HOLDING SEVEN INC.,
BRAELOCH HOLDING EIGHT INC., BRAELOCH HOLDING NINE INC.,
BRAELOCH HOLDING TEN INC., BRAELOCH HOLDING ELEVEN INC.,
BRAELOCH HOLDING TWELVE INC., BRAELOCH HOLDING
THIRTEEN INC., BRAELOCH HOLDING FOURTEEN INC., BRAELOCH
HOLDING FIFTEEN INC., BRAELOCH HOLDING SIXTEEN INC.,
BRAELOCH HOLDING SEVENTEEN INC., BRAELOCH HOLDING
EIGHTEEN INC., BRAELOCH HOLDING NINETEEN INC., BRAELOCH
HOLDING TWENTY INC., BRAELOCH HOLDING TWENTY-ONE INC.,
BRAELOCH HOLDING TWENTY-TWO INC., 1120701 B.C. LTD. and
BRIGHT MIGU INTERNATIONAL LTD.

RESPONDENTS"

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

Adjournment

6. The balance of the relief sought by the Monitor in the Notice of Application is hereby adjourned to 9:45 a.m. on Thursday, April 29, 2021, to be heard in general chambers.

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
☐ Party ☒ Lawyer for the Monitor

BY THE COURT

Digitally signed by
Roberts, Nicole

REGISTRAR

SCHEDULE "A"

List of Counsel

Counsel Name	Party Represented
Michael Hochberg	Counsel for Bentall Kennedy (Canada) LP

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., ET AL.

RESPONDENTS

ORDER MADE AFTER APPLICATION

DENTONS CANADA LLP
BARRISTERS & SOLICITORS

20th Floor

250 Howe Street

Vancouver, British Columbia V6C 3R8