



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. and MINISO (CANADA) STORE  
TWO INC.

RESPONDENTS

### NOTICE OF APPLICATION

Name(s) of applicant(s): The Respondents

To: The Service List, a copy of which is attached hereto as **Schedule "A"**

TAKE NOTICE that an application will be made by the Respondents to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, in the City of Vancouver, in the Province of British Columbia, on Monday, July 22, 2019 at 10:00 a.m. for the orders set out in Part 1 below.

## **Part 1: ORDER(S) SOUGHT**

1. An order substantially in the form of the draft order attached hereto as **Schedule “B”**, amending the Order of the Honourable Madam Justice Fitzpatrick made July 12, 2019 (the “**Initial Order**”) to replace “Miniso Canada Store Inc.” in the style of cause with “Miniso (Canada) Store Inc.”

## **Part 2: FACTUAL BASIS**

### **Background**

1. On the Filing Date, Madam Justice Fitzpatrick granted the Initial Order pursuant to the provisions of the CCAA. All capitalized terms used and not defined herein have the same meaning as in the Initial Order.
2. The Initial Order, among other things:
  - (a) granted the Respondents protection from their creditors for the purposes of restructuring their business and affairs until July 22, 2019;
  - (b) appointed the Monitor to oversee the Petitioners’ affairs and restructuring, and to administer the Property and operations of the Respondents;
  - (c) approved and authorized the Monitor (on behalf of the Respondents) to enter into the Management Services Agreement;
  - (d) approved and authorized the Respondents to enter into the Interim Credit Facility Agreement; and
  - (e) granted the Administration Charge, the Interim Lender’s Charge and the Directors’ Charge.

### **Misnomer**

3. The Initial Order’s style of cause includes a misnomer. The style of cause in the Petition filed July 12, 2019 properly names “Miniso (Canada) Store Inc.” However, the Initial Order’s style of cause incorrectly names “Miniso Canada Store Inc.” instead.

**Part 3: LEGAL BASIS**

1. The Respondents rely on Rule 13-1(7) of the *Supreme Court Civil Rules*, B.C. Reg. 241/2010, as amended.
2. The Initial Order's style of cause contains an accidental slip in that it names "Miniso Canada Store Inc." instead of the proper Respondent, "Miniso (Canada) Store Inc." The Initial Order's style of cause should be amended accordingly to ensure the result intended by the Court in granting the Initial Order.

*Lochhead v. Lochhead*, 2011 BCSC 1662, at para. 20

**Part 4: MATERIAL TO BE RELIED ON**

1. Affidavit #1 of Julie Hutchinson made July 19, 2019.

The applicants estimate that the application will take 5 minutes.

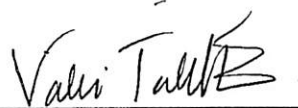
This matter is not within the jurisdiction of a master. Madam Justice Fitzpatrick is seized of this matter.

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 after 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: July 19, 2019



Signature of Vicki Tickle  
Lawyer for applicants

***To be completed by the court only:***

Order made

- ☐ in the terms requested in paragraphs \_\_\_\_\_ of Part 1 of this notice of application
- ☐ with the following variations and additional terms:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date: [dd/mmm/yyyy]

Signature of ☐ Judge ☐ Master

### Appendix

*[The following information is provided for data collection purposes only and is of no legal effect.]*

#### **THIS APPLICATION INVOLVES THE FOLLOWING:**

*[Check the box(es) below for the application type(s) included in this application.]*

- ☐ 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"**

No.: S197744  
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INC., MINISO (CANADA) STORE TWENTY INC., MINISO (CANADA) STORE  
TWENTY-ONE INC. and MINISO (CANADA) STORE TWENTY-TWO INC.

RESPONDENTS

**SERVICE LIST**

[Updated: July 16, 2019]

<p>Dentons Canada LLP Barristers &amp; Solicitors 20<sup>th</sup> Floor – 250 Howe Street Vancouver, BC V6C 3R8</p> <p>Attention: Jordan Schultz Tel: (604) 691-6452 Email: <a href="mailto:jordan.schultz@dentons.com">jordan.schultz@dentons.com</a></p> <p><i>Counsel for Court-appointed Monitor (Alvarez &amp; Marsal Canada Inc.)</i></p>	<p>Fasken Martineau DuMoulin LLP Barristers &amp; Solicitors 2900 – 550 Burrard Street Vancouver, BC V6C 1A3</p> <p>Attention: Kibben Jackson / Glen Nesbitt Tel: (604) 631-3131 Email: <a href="mailto:kjackson@fasken.com">kjackson@fasken.com</a>; <a href="mailto:gnesbitt@fasken.com">gnesbitt@fasken.com</a>; <a href="mailto:svolkow@fasken.com">svolkow@fasken.com</a></p> <p><i>Counsel for the Petitioners</i></p>
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<p>Alvarez &amp; Marsal Canada Inc. Commerce Place Suite 1680, 400 Burrard Street Vancouver, B.C. V6C 3A6</p> <p>Attention: Todd Martin / Anthony Tillman Tel: (604) 639-0849 Email: <a href="mailto:tmartin@alvarezandmarsal.com">tmartin@alvarezandmarsal.com</a>; <a href="mailto:atillman@alvarezandmarsal.com">atillman@alvarezandmarsal.com</a>; <a href="mailto:pinky.law@alvarezandmarsal.com">pinky.law@alvarezandmarsal.com</a></p> <p><i>Court-appointed Monitor</i></p>	<p>McMillan LLP Barristers &amp; Solicitors Royal Centre, 1055 W. Georgia Street Suite 1500 Vancouver, BC V6E 4N7</p> <p>Attention: Vicki Tickle / Julie Hutchinson Tel: (236) 826-3022 Email: <a href="mailto:vicki.tickle@mcmillan.ca">vicki.tickle@mcmillan.ca</a>; <a href="mailto:Julie.Hutchinson@mcmillan.ca">Julie.Hutchinson@mcmillan.ca</a></p> <p><i>Counsel for Miniso Canada Investments Inc. and certain other entities referred as the Debtors and the JV Affiliates</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 Tel: (416) 304-0559 Email: <a href="mailto:djmiller@tgf.ca">djmiller@tgf.ca</a></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 Tel: (416) 865-7353 Email: <a href="mailto:dbish@torys.com">dbish@torys.com</a></p> <p><i>Counsel for The Cadillac Fairview Corporation Limited</i></p>
<p>TX Law Firm Barristers &amp; Solicitors # 1007 - 5911 Alderbridge Way Richmond, B.C. V6X 4C6</p> <p>Attention: Tim Xia (夏耀远律师) Tel: (604) 636-6071 Email: <a href="mailto:tim@txlawfirm.ca">tim@txlawfirm.ca</a></p> <p><i>Counsel for Mr. Sam Haifeng Wang</i></p>	<p>Camelino Galessiere LLP Barristers &amp; Solicitors 6 Adelaide Stree, East Suite 220 Toronto, Ontario M5C 1H6</p> <p>Attention: Linda Galessiere Tel: (416) 306-3827 Email: <a href="mailto:lgalessiere@cglegal.ca">lgalessiere@cglegal.ca</a></p> <p><i>Counsel for various Landlords: Ivanhoe Cambridge, RioCan, Cushman &amp; Wakefield, Brookfield, Cominar REIT, Morguard</i></p>



**SCHEDULE "B"**

No. S197744  
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TWO INC.

RESPONDENTS

**ORDER MADE AFTER APPLICATION**

	)	)
	)	)
BEFORE	) THE HONOURABLE	) July 22, 2019
	) MADAM JUSTICE FITZPATRICK	)
	)	)

ON THE APPLICATION of the Respondents, dated July 17, 2019, coming on for hearing at  
Vancouver, British Columbia on Monday, July 22, 2019 and on hearing Vicki Tickle and Daniel  
Shouldice, counsel for the Respondents, and those counsel listed in **Schedule "A"** hereto; AND



UPON READING the material filed, including the Affidavit #1 of Julie Hutchison made July 19, 2019; AND UPON HAVING MADE the Initial Order dated July 12, 2019 in these proceedings (the “**Initial Order**”); AND pursuant to Rule 13-1(7) of the *Supreme Court Civil Rules*;

THIS COURT ORDERS that:

1. The time for service of the Notice of Application is hereby abridged such that the Notice of Application is properly returnable today and service thereof upon any interested party other than those parties on the service list maintained by the Monitor in this proceeding is hereby dispensed with.
2. The Initial Order be amended by deleting “Miniso Canada Store Inc.” in the style of cause and replacing it with:  
  
“**Miniso (Canada) Store Inc.**”
3. Endorsement of this Order by counsel appearing on this application, other than counsel for the Respondents, 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:

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Signature of Vicki Tickle  
Lawyer for the Respondents

By the Court.

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Registrar

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STORE TWENTY INC., MINISO (CANADA) STORE TWENTY-ONE INC. and MINISO  
(CANADA) STORE TWO INC.

RESPONDENTS

**APPEARANCE LIST**

COUNSEL	APPEARING FOR:
Vicki Tickle	Miniso Canada Investments Inc. and certain other entities referred to as Debtors and the JV Affiliates
Kibben Jackson	Petitioners, Miniso International Hong Kong and others
Jordan Schultz	Monitor – Alvarez & Marsal Canada Inc.


Date:

\_\_\_\_\_  
Signature of

☐ party initiating the proceeding/applicant

☒ lawyer for the Respondents

Vicki Tickle