

**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**").

**\*Teleconference Contact Information:**

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

TAKE NOTICE that an application will be made by the Monitor to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, BC on Friday, August 21, 2020 at 9:00 a.m. (via telephone conference) for the Orders set out in Part 1 below.

**Part 1: ORDERS SOUGHT**

1. An order extending the stay of proceedings to November 27, 2020;
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, 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. Since then, the relief under the Initial Order has been extended to September 4, 2020.

8. On August 22, 2019, the Monitor obtained an order adding 1120701 B.C. Ltd. as a respondent to these proceedings. On January 31, 2020, the Monitor obtained an order adding Bright Migu International Ltd. ("**Miniso International**") to these proceedings.

*Acquisition Agreement and Plan of Arrangement*

9. 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**").

10. 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., 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**").

11. 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.

12. 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.

13. 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.

14. 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 Honourable Court approved the transactions contemplated by the Acquisition Agreements, and sanctioned the Plan, in accordance with the provisions of the CCAA.

15. The transactions contemplated by the Acquisition Agreements closed on November 15, 2019, and the majority of the Affected Creditors' Pot (as defined in the Plan) 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.

16. Since completion of the transactions under the Acquisition Agreements, the Respondents have no active business, and as a result have minimal overhead and expenses.

#### *Remaining Assets and Creditors*

17. 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) approximately US\$1.4 million, held by 1120701 B.C. Ltd. ("**112**"), representing the sale proceeds from certain Chilean assets previously held indirectly by 112

(the "**Remaining Assets**").

18. 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.

19. With respect to the sale proceeds held by 112, the primary creditor of 112 is Miniso International, who funded approximately \$2.3 million to 112 by way of intercompany advances. The sole creditors of Miniso International are certain JV Investors, with allowed claims totalling \$6,760,000.

20. However, the purchaser of the Chilean assets (the "**SA Purchaser**") has raised a post-filing claim in respect of taxes allegedly owed by the Vendor entity, which will need to be resolved before a final distribution of those proceeds.

#### *Recommendation for Next Steps*

21. The primary issue remaining in these proceedings is to resolve the competing claims against the funds held by 112.

22. Since the Monitor last appeared before this court on May 6, 2020, it has continued discussions with the relevant stakeholders in an attempt to resolve the outstanding claims to the remaining assets of the Respondents.

23. Based on those discussions, the Monitor is of the view that there is a significant prospect that a plan of arrangement or other negotiated settlement may be reached among the primary stakeholders to resolve any outstanding claims. The Monitor is therefore seeking an extension of the stay of proceedings to continue discussions with these stakeholders.

24. Further, in connection with the Acquisition Agreement, the second half of the QC Cash Payment is due and owing on November 15, 2020. This payment represents the last part of the asset pool to be distributed among the unsecured creditors of MCI. An extension until the end of November 2020 allows time to collect the final QC Cash Payment and include that in the final distribution to creditors.

25. In the Monitor's view, there is no prejudice to Miniso Canada's stakeholders in providing the Monitor with additional time to continue the above negotiations. Currently, the Respondents have no overhead expenses and the Respondents' cash burn is therefore minimal.

#### *Extension of Stay*

26. An extension of the stay to November 27, 2020, is necessary to allow the Monitor to continue the discussions outlined above, with the aim of presenting a further plan of compromise or arrangement.

27. The Monitor has continued to monitor the activities of the Respondents and is satisfied that they have been acting and continue to act in good faith and with due diligence to enhance value to their stakeholders through these proceedings.

### **Part 3: LEGAL BASIS**

28. 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.

29. 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*

30. The Monitor submits that the first branch of the test is met. In particular, an extension of the stay will allow the Monitor continue discussions to determine if the Respondents can propose, and implement, a feasible plan to their remaining creditors.

31. The Monitor submits that the second branch of the test is also met. As noted in the Monitor's Ninth Report, the Monitor is satisfied that Miniso Canada has, and continues to, act in good faith and with due diligence.

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

1. The pleadings and materials previously filed here;
2. The Ninth Report of the Monitor, to be filed.

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: 18/AUG/2020

Emma Newbery for  
Signature of lawyer for filing party  
Jordan Schultz

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]

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