

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

NOTICE OF APPLICATION

Name(s) of applicant(s): McMillan LLP

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

TAKE NOTICE that an application will be made by the applicant to the Honourable Madam Justice Fitzpatrick at the courthouse at 800 Smithe Street, Vancouver, British Columbia on November 6, 2019 at 10:00 a.m. for the orders and declarations set out in Part 1 below.

Part 1: ORDER AND DECLARATIONS SOUGHT

1. An order that the time for service of the Notice of Application herein is abridged such that the Notice of Application is properly returnable on the date set forth above and service hereof upon any interested party other than those parties on the service list maintained by the Monitor in this proceeding is dispensed with.
2. A declaration that McMillan LLP has ceased to be the lawyer acting for the Respondents.
3. A declaration that, effective November 6, 2019 (the date of the order sought), the office of McMillan LLP is not the address for delivery of the Respondents
4. A declaration that, effective November 6, 2019 (the date of the order sought), the new address for delivery of the Respondents is care of the Monitor (defined below).

Part 2: FACTUAL BASIS

1. 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.
2. On July 12, 2019, this Honourable Court granted the Initial Order pursuant to which, among other things, Alvarez & Marsal Canada Inc. was appointed the Monitor (the "**Monitor**") of the Respondents (other than 1120701 B.C. Ltd. ("**112**")), the Monitor was given enhanced powers with respect to the Respondents (other than 112), and granted the Administration Charge (as defined in the Initial Order).

McMillan LLP, in its capacity as counsel for the Respondents, is a beneficiary of the Administration Charge.

3. 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).
4. 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.
5. The directors of the other Respondents, as summarized below:

Respondent	Director(s)
Migu Investments Inc.	Ting Lin
Miniso Canada Investments Inc.	Ting Lin
Miniso (Canada) Store Inc.	Ting Lin
Miniso (Canada) Store One Inc.	Ling Lin and Dan Lin
Miniso (Canada) Store Two Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Three Inc.	Ling Lin and Jing Lin
Miniso (Canada) Store Four Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Five Inc.	Ting Lin and Jing Lin
Miniso (Canada) Store Six Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Seven Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Eight Inc.	Ting Lin
Miniso (Canada) Store Nine Inc.	Ting Lin
Miniso (Canada) Store Ten Inc.	Ting Lin
Miniso (Canada) Store Eleven Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Twelve Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Thirteen Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Fourteen Inc.	Ting Lin and Dan Lin

Miniso (Canada) Store Fifteen Inc.	Ling Lin and Dan Lin
Miniso (Canada) Store Sixteen Inc.	Ling Lin and Dan Lin
Miniso (Canada) Store Seventeen Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Eighteen Inc.	Ling Lin and Dan Lin
Miniso (Canada) Store Nineteen Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Twenty Inc.	Ting Lin and Dan Lin
Miniso (Canada) Store Twenty-One Inc.	Ling Lin and Ting Lin
Miniso (Canada) Store Twenty-Two Inc.	Ling Lin and Ting Lin

6. 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 of the any of the Respondents in their capacity as such.
7. During the course of these proceedings, and utilizing its enhanced powers granted pursuant to the Initial Order, the Monitor has worked with the Respondents to downsize their business, including by way of closure of approximately one third of its retail stores and the reduction of its workforce.
8. In August 2019, the Monitor provided Mr. Xu and Mr. Deng with working notice of the termination of their employment, such notice to expire on October 11, 2019. It was anticipated at the time notice was given that the Respondents' plan of arrangement (the "**Plan**") would be substantially completed by early October 2019.
9. The Plan was not presented to this Honourable Court until October 15, 2019. Therefore, in the days leading up to October 11, 2019, the Monitor attempted to extend Mr. Xu's employment until November 1, 2019. However, Mr. Xu declined advised that he did not wish to continue in his role as Chair/Chief Executive Officer of the Respondents after October 11, 2019.
10. Despite requests, the directors of the Respondents have declined to provide instructions on behalf of the Respondents to McMillan LLP. In the circumstances, McMillan LLP has no option but to resign its role as counsel for the Respondents.

Part 3: LEGAL BASIS

1. Rule 22-6(3) of the *Supreme Civil Rules*.
2. Section 11 of the *Companies' Creditors Arrangement Act*.
3. Despite efforts to do so, McMillan LLP is unable to obtain instructions on behalf of the Respondents and therefore is unable to continue in its role as counsel for the Respondents in this proceeding.

Part 4: MATERIAL TO BE RELIED ON

1. Sixth Report of the Monitor dated November 1, 2019.
2. Affidavit of Julie Hutchinson sworn November 6, 2019; and
3. Affidavit of Vicki Tickle sworn November 6, 2019.

The applicant(s) estimate(s) that the application will take 5 minutes.

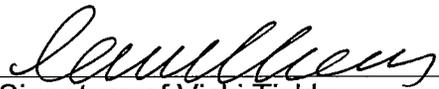
This matter is not within the jurisdiction of a master. Madam Justice Fitzpatrick is seized of this matter.

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: November 6, 2019


for: Signature of Vicki Tickle
Lawyer for the applicant

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: _____

Signature of Judge 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"

No.: S197744
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RESPONDENTS

SERVICE LIST

[Updated: November 5, 2019]

<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; gnesbitt@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>McMillan LLP Barristers & Solicitors Royal Centre, 1055 W. Georgia Street Suite 1500 Vancouver, BC V6E 4N7</p> <p>Attention: Vicki Tickle / Daniel Shouldice / Wael Rostom / Greg McIlwain</p> <p>Tel: (236) 826-3022 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 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 / Owen Gaffney</p> <p>Tel: (416) 304-0559 Email: djmillier@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 Stree, East Suite 220 Toronto, Ontario M5C 1H6</p> <p>Attention: Linda Galessiere</p> <p>Tel: (416) 306-3827 Email: lgalessiere@cglegal.ca</p> <p><i>Counsel for various Landlords: Ivanhoe Cambridge, RioCan, Cushman & Wakefield, Brookfield, Cominar REIT, Morguard</i></p>
<p>First Capital Asset Management LP 85 Hanna Avenue, Suite 400 Toronto, ON M6K 3S3</p> <p>Attention: Kirryn Hashmi</p> <p>Tel: (416) 216-2083 Email: kirryn.hashmi@fcr.ca</p> <p><i>Counsel for First Capital Asset Management LP</i></p>	<p>Bridgehouse Law LLP Barristers & Solicitors 9th Floor – 900 West Hastings Street Vancouver, BC V6C 1E5</p> <p>Attention: Richie Clark, Q.C. / Nadia Walnicki</p> <p>Tel : (604) 684-2550 Email : RClark@bridgehouselaw.ca nwalnicki@bridgehouselaw.ca</p> <p><i>Counsel for Various JV Investors</i></p>
<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; davidzhouca@gmail.com;</p> <p><i>For PLLR 368 Holdings Ltd. And Warrington PCI</i></p>