

CLAIMS PROCESS INSTRUCTION LETTER

IN THE MATTER OF BRIGHT MIGU INTERNATIONAL LTD. (FORMERLY KNOWN AS “MINISO INTERNATIONAL LTD.”)

CLAIMS PROCESS INSTRUCTION LETTER

ALL CAPITALIZED TERMS NOT OTHERWISE DEFINED HEREIN HAVE THE MEANINGS GIVEN TO THEM IN APPENDIX “B” HERETO

Bright Migu International Ltd. (“Miniso International Ltd.”) has identified you as a Person with a possible Claim against one or more of Miniso International Ltd. or against one or more of the Directors and Officers. This Claims Process Instruction Letter provides instructions regarding how to participate in the Claims Process.

1. **Overview of the Claims Process**

On January 31, 2020, on application by the Monitor, the Supreme Court of British Columbia (the “**Court**”) granted an order (the “**Claims Process Order**”) in proceedings commenced under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) authorizing the Monitor to initiate a process (the “**Claims Process**”) whereby creditors can prove their Claims against Miniso International Ltd. and the Directors and Officers.

A copy of the Claims Process Order is posted on the Monitor’s Website at: www.alvarezandmarsal.com/minisocanada.

Participation in the Claims Process is intended for: (i) any Person asserting a Claim (other than an Unaffected Claim) of any kind or nature whatsoever against Miniso International Ltd., or any of the Directors or Officers, which arose before the Filing Date, and (ii) any Person asserting a Claim against Miniso International Ltd., or any of the Directors or Officers, arising as a result of a disclaimer, rescission or termination, on or after the Filing Date, by Miniso International Ltd. of any contract, agreement or arrangement of any nature whatsoever.

All enquires or questions regarding the Claims Process should be addressed to the Court-appointed Monitor at:

Alvarez & Marsal Canada Inc.
400 Burrard Street
Suite 1680, Commerce Place
Vancouver, British Columbia V6C 3A6
Attention: Nishant Virmani
Telephone: 604.639.0850
Fax: 604.638.7441
Email: nvirmani@alvarezandmarsal.com

2. **For Persons Submitting a Proof of Claim**

You are required to file a Proof of Claim, in the form enclosed herewith, and ensure that it is received by the Monitor by 5:00 p.m. (Vancouver time) on March 31, 2020 (the “**Claims Bar Date**”), to avoid the barring and extinguishment of any Claim (other than a Restructuring Claim) you may have against any of Miniso International Ltd. or the Directors or Officers.

To avoid the barring and extinguishment of any Restructuring Claim you may have against Miniso International Ltd. or any of the Directors or Officers, you are required to file a Proof of Claim, in the form enclosed herewith, and ensure that it is received by the Monitor by the later of: (a) the Claims Bar Date, and (b) 5:00 p.m. (Vancouver time) on the day which is ten days after the date of the Notice of Disclaimer or Resiliation sent to you (the “**Restructuring Claims Bar Date**”).

Additional Proof of Claim forms can be found on the Monitor’s website at www.alvarezandmarsal.com/minisocanada or obtained by contacting the Monitor at the address indicated above and providing particulars as to your name, address, facsimile number and e-mail address. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

If you are submitting your Proof of Claim electronically, please submit your Proof of Claim form, and any accompanying documentation, in one PDF file.

3. **Claims Process Order**

This Claims Process Instruction Letter is provided to assist you in participating in the Claims Process. If anything in this Claims Process Instruction Letter differs from the terms of the Claims Process Order, the terms of the Claims Process Order will govern.

IN ACCORDANCE WITH THE TERMS OF THE CLAIMS PROCESS ORDER, IF YOU DO NOT FILE A PROOF OF CLAIM IN RESPECT OF YOUR CLAIM WITH THE MONITOR BY THE CLAIMS BAR DATE OR THE RESTRUCTURING CLAIMS BAR DATE, AS APPLICABLE:

(A) YOUR CLAIM WILL BE FOREVER BARRED AND EXTINGUISHED AND YOU WILL BE PROHIBITED FROM MAKING OR ENFORCING A CLAIM AGAINST MINISO INTERNATIONAL LTD. OR ANY OF THE DIRECTORS OR OFFICERS;

(B) YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OF ARRANGEMENT OR COMPROMISE OF MINISO INTERNATIONAL LTD. OR BE ENTITLED TO ANY FURTHER NOTICE OR DISTRIBUTION UNDER SUCH PLAN, IF ANY;

(C) YOU WILL NOT BE ENTITLED TO ANY PROCEEDS OF SALE OF ANY ASSETS OF MINISO INTERNATIONAL LTD.; AND

(D) YOU WILL NOT OTHERWISE BE ENTITLED TO PARTICIPATE AS A CREDITOR IN THE CCAA PROCEEDINGS.

APPENDIX “B”

DEFINED TERMS

- “**CCAA Charges**” means, collectively, the Administration Charge, the Interim Lender’s Charge and the D&O Charge (as such terms are defined in the Initial Order) and any other charge over the Respondents’ assets created by any other Order in these CCAA Proceedings;
- “**CCAA Proceedings**” means the proceedings commenced by the Petitioners under the CCAA on the Filing Date in Supreme Court of British Columbia Action No. S197744, Vancouver Registry;
- “**Claim**” means: (i) any Pre-Filing Claim, (ii) any Restructuring Claim; or (iii) any Director/Officer Claim, but does not include an Unaffected Claim.
- “**Creditor**” means any Person having a Claim and includes, without limitation, the transferee or assignee of a transferred Claim that is recognized as a Creditor in accordance with paragraph 25 of the Claims Process Order, or a trustee, liquidator, receiver, manager, or other Person acting on behalf of such Person.
- “**Director**” means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, a director of Miniso International Ltd.
- “**Director/Officer Claim**” means any right or claim of any Person against one or more of the Directors or Officers that relates to a Pre-Filing Claim or a Restructuring Claim, howsoever arising, for which any of the Directors or Officers are by statute or otherwise by law liable to pay.
- “**Filing Date**” means July 12, 2019.
- “**Initial Order**” means the Order of the Court made July 12, 2019 in the CCAA Proceedings, as may be amended and extended from time to time.
- “**Monitor**” means Alvarez & Marsal Canada Inc. in its capacity as Court-appointed monitor of the Respondents.
- “**Officer**” means any Person who is or was, or may be deemed to be or have been, whether by statute, operation of law or otherwise, an officer of Miniso International Ltd.
- “**Person**” means any individual, firm, partnership, joint venture, venture capital fund, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate (including a limited liability company and an unlimited liability company), corporation, unincorporated association or organization, governmental authority, syndicate or other entity, whether or not having legal status.
- “**Pre-Filing Claim**” means any right or claim of any Person that may be asserted or made in whole or in part against Miniso International Ltd. or a Director or Officer whether or not asserted or made, in connection with any indebtedness, liability or obligation of any kind whatsoever, and any interest accrued thereon or costs payable in respect thereof, in existence on, or which is based on an event, fact, act or omission which occurred in whole or in part prior to the Filing Date, at law or in equity, including by reason of the commission of a tort (intentional or unintentional), any breach of contract or other agreement (oral or written), any breach of duty (including, without limitation, any legal, statutory, equitable or fiduciary duty), any right of ownership of or title to property or assets or right to a trust or deemed trust (statutory, express, implied, resulting, constructive or otherwise) or for any reason whatsoever against Miniso International Ltd. or its property or assets, or a Director or Officer, and whether or not any indebtedness, liability or obligation is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, by guarantee, surety or otherwise, and whether or not any right or claim is executory or anticipatory in nature including any right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action whether existing at present or commenced in the future, together with any other rights or claims not referred to above that are or would be claims provable in bankruptcy had Miniso International Ltd. become bankrupt on the Filing Date, and for

greater certainty, includes Tax Claims; provided, however, that “Pre-Filing Claim” shall not include an Unaffected Claim.

- **“Restructuring Claim”** means any right or claim of any Person against Miniso International Ltd. or a Director or Officer in connection with any indebtedness, liability or obligation of any kind whatsoever owed by Miniso International Ltd. or a Director or Officer to such Person arising out of the disclaimer, resiliation or termination on or after the Filing Date of any contract including any employment agreement, lease or other agreement or arrangement, whether written or oral, and whether such disclaimer, resiliation or termination took place or takes place before or after the date of this Claims Process Order, and includes for greater certainty any right or claim of an employee of Miniso International Ltd. arising from a termination of its employment after the Filing Date; provided, however, that “Restructuring Claim” shall not include an Unaffected Claim.
- **“Tax Claim”** means any Claim against Miniso International Ltd. for any taxes in respect of any taxation year or period ending on or prior to the Filing Date, and in any case where a taxation year or period commences on or prior to the Filing Date, for any taxes in respect of or attributable to the portion of the taxation period commencing prior to the Filing Date and up to and including the Filing Date. For greater certainty, a Tax Claim shall include, without limitation, any and all Claims of any Taxing Authority in respect of transfer pricing adjustments and any Canadian or non-resident tax related thereto.
- **“Taxing Authorities”** means any government entity that is authorized by law to impose or collect any tax on or from any of the Respondents, and “Taxing Authority” means any one of the Taxing Authorities.
- **“Unaffected Claim”** means, collectively, and subject to further order of this Court:
 - any right or claim of any Person that may be asserted or made in whole or in part against Miniso International Ltd. in connection with any indebtedness, liability or obligation of any kind which arose in respect of obligations first incurred on or after the Filing Date (other than Restructuring Claims and Director/Officer Claims) and any interest thereon, including any obligation of any of the Respondents to creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to Miniso International Ltd. on or after the Filing Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or advancement of funds on or after the Filing Date;
 - any claim secured by any of the CCAA Charges; and
 - any claim of an employee of any of Miniso International Ltd. for accrued vacation liabilities.