

CLAIMS PROCESS INSTRUCTION LETTER

IN THE MATTER OF MIGU INVESTMENTS INC. AND THE OTHER COMPANIES ENUMERATED IN APPENDIX “A” HERETO (collectively, the “Respondents”)

CLAIMS PROCESS INSTRUCTION LETTER

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

The Respondents have identified you as a Person with a possible Claim against one or more of the Respondents 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. **Scope of Claims**

The definition of “Claim”, “Pre-Filing Claim”, “Restructuring Claim” and “Director/Officer Claim” are all reproduced in Appendix “B” to this letter. A “Claim” includes (without limitation) a claim of any right of ownership or of title to property or assets or right to a trust or deemed trust for any reason whatsoever against any of the Respondents or their property or assets.

2. **Overview of the Claims Process**

On July 22, 2019, on application by the Respondents, 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 Respondents to initiate a process (the “**Claims Process**”) whereby creditors can prove their Claims against the Respondents 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 the Respondents, or any of the Directors or Officers, which arose before the Filing Date, and (ii) any Person asserting a Claim against the Respondents, or any of the Directors or Officers, arising as a result of a disclaimer, resiliation or termination, on or after the Filing Date, by any of the Respondents of any contract, agreement or arrangement of any nature whatsoever.

All enquires or questions regarding the Claims Process should be address 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

3. **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 September 6, 2019 (the “**Claims Bar Date**”), to avoid the barring and extinguishment of any Claim (other than a Restructuring Claim) you may have against any of the Respondents or the Directors or Officers.

To avoid the barring and extinguishment of any Restructuring Claim you may have against the Respondents 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 twenty (20) 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.

4. **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 THE RESPONDENTS OR ANY OF THE DIRECTORS OR OFFICERS;

(B) YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OF ARRANGEMENT OR COMPROMISE OF ANY OF THE RESPONDENTS 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 ANY OF THE RESPONDENTS; AND

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

APPENDIX "A"
RESPONDENTS

#	Entity Name
1	Migu Investments Inc.
2	Miniso Canada Investments Inc.
3	Miniso Canada Store Inc.
4	Miniso (Canada) Store One Inc.
5	Miniso (Canada) Store Two Inc.
6	Miniso (Canada) Store Three Inc.
7	Miniso (Canada) Store Four Inc.
8	Miniso (Canada) Store Five Inc.
9	Miniso (Canada) Store Six Inc.
10	Miniso (Canada) Store Seven Inc.
11	Miniso (Canada) Store Eight Inc.
12	Miniso (Canada) Store Nine Inc.
13	Miniso (Canada) Store Ten Inc.
14	Miniso (Canada) Store Eleven Inc.
15	Miniso (Canada) Store Twelve Inc.
16	Miniso (Canada) Store Thirteen Inc.
17	Miniso (Canada) Store Fourteen Inc.
18	Miniso (Canada) Store Fifteen Inc.
19	Miniso (Canada) Store Sixteen Inc.
20	Miniso (Canada) Store Seventeen Inc.
21	Miniso (Canada) Store Eighteen Inc.
22	Miniso (Canada) Store Nineteen Inc.
23	Miniso (Canada) Store Twenty Inc.
24	Miniso (Canada) Store Twenty-One Inc.
25	Miniso (Canada) Store Twenty-Two Inc.

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 any one of the Respondents.
- “**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 any one of the Respondents.
- “**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 any of the Respondents 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 any of the Respondents or their property or assets, 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 the Respondents 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 any of the Respondents in connection with any indebtedness, liability or obligation of any kind whatsoever owed by any of the Respondents to such Person arising out of the disclaimer, rescission 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, rescission 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 any of the Respondents 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 any of the Respondents 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 any of the Respondents 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 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 any of the Respondents 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 the Respondents for accrued vacation liabilities.