

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

PROXY FOR MEETING OF CREDITORS

To be held pursuant to an Order of the Supreme Court of British Columbia in connection with the plan of compromise, arrangement and reorganization (the "**Plan**") of
Miniso (Canada) Store One Inc.,
Miniso (Canada) Store Three Inc., Miniso (Canada) Store Four Inc.,
Miniso (Canada) Store Five 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. and
Miniso (Canada) Store Twenty-One Inc., pursuant to *the Companies' Creditors Arrangement Act* (Canada), and at any adjournment thereof.

Before completing this proxy, please read carefully the Instructions to Creditors enclosed herewith.

THIS PROXY MUST BE COMPLETED AND SIGNED BY THE AFFECTED CREDITOR AND PROVIDED TO THE MONITOR, ALVAREZ & MARSAL CANADA INC., BY 5:00 PM (VANCOUVER TIME) ON OCTOBER 30, 2019 IF ANY PERSON ON THE AFFECTED CREDITOR'S BEHALF IS TO ATTEND THE MEETING OF CREDITORS, OR ANY ADJOURNMENT THEREOF, AND VOTE ON THE PLAN OR IF THE AFFECTED CREDITOR WISHES TO APPOINT THE REPRESENTATIVE DESIGNATED BY THE MONITOR TO ACT AS THE AFFECTED CREDITOR'S PROXY.

THE UNDERSIGNED AFFECTED CREDITOR hereby:

Revokes all proxies previously given and nominates, constitutes and appoints _____ (the "**Nominee**") as his/her/its proxy or, if no name is inserted in the preceding blank space for Nominee, Anthony Tillman of Alvarez & Marsal Canada Inc., in its capacity as Monitor, or any such other person as the Monitor may designate, shall be deemed to be appointed as proxyholder (the "**Deemed Proxyholder**") for the undersigned Affected Creditor to attend on behalf of and act for the Affected Creditor at the Meeting of Creditors (the "**Creditors Meeting**"), to be held in connection with the Plan and at any and all adjournments thereof, and to vote the amount of the undersigned Affected Creditor's Allowed Claim pursuant to the Claims Process Order made on July 22, 2019 as follows:

A. (mark one only)

☐ VOTE FOR approval of the Plan;

☐ VOTE AGAINST approval of the Plan; or

☐ VOTE FOR OR AGAINST approval of the Plan as the Nominee or Deemed Proxyholder (as applicable) may determine;

and

B. Vote at the Nominee's or Deemed Proxyholder's discretion and otherwise act for and on behalf of the undersigned Affected Creditor in respect of any amendments or variations to the above Plan and to any other matters that may come before the Creditors' Meeting or any adjournment thereof.

Dated this _____ day of _____, 2019

Print Name of Affected Creditor

Signature of Affected Creditor or, if the Affected Creditor is a corporation, Signature of authorized signing officer of the corporation

Print name and title of authorized signing officer, if applicable

Mailing Address of Affected Creditor

Email Address of Affected Creditor

Phone Number of Affected Creditor

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a Nominee (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor at the Creditors' Meeting, or any adjournment thereof, and such right may be exercised by inserting in the space provided the name of the person to be appointed.
2. **If no person is named as the Nominee in the space provided above to act as proxy for the Affected Creditor, Anthony Tillman of Alvarez and Marsal Canada Inc., in its capacity as Monitor, or any such person as the Monitor may designate, shall be deemed to be appointed as the Deemed Proxyholder for the Affected Creditor.**
3. **If a Nominee or a Deemed Proxyholder is appointed or deemed to be appointed to act as proxy for the Affected Creditor and the said Affected Creditor fails to indicate on this Proxy a vote for or against approval of the Plan, this Proxy will be voted FOR approval of the Plan.**
4. If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
5. This Proxy must be signed by the Affected Creditor or by the Affected Creditor's attorney duly authorized in writing or, if the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
6. Valid Proxies executed by the Affected Creditor and bearing or deemed to bear a later date shall revoke this Proxy. If more than one valid Proxy for the same Affected Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be counted.
7. **This Proxy must be sent to the Monitor by email, courier, facsimile or email (in PDF format) at the address provided below, so that it is received by the Monitor no later than 5:00 pm (Vancouver Time) on October 30, 2019.**

The address of the Monitor is as follows:

Alvarez & Marsal Canada Inc.
1680-400 Burrard Street
Vancouver, B.C., V6C 3A6
Attention: Nishant Virmani
Fax : (604) 638-7441
Email : nvirmani@alvarezandmarsal.com