
CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the following transactions that we enter into with our connected persons will constitute connected transactions upon Listing.

OUR CONNECTED PERSONS

The table below sets forth parties who will become our connected persons upon Listing and the nature of their relationship with our Company. We have entered into certain transactions which will constitute our continuing connected transactions following the Listing with the following connected persons:

Name	Connected relationship
Mr. Ye	the chairman of the Board, an executive Director, the chief executive officer and a Controlling Shareholder of our Company
Haydon (Shanghai) Technology Co., Ltd. (黑洞(上海)科技有限公司) (“ Haydon SH ”)	a company ultimately controlled by Mr. Ye, and hence an associate of Mr. Ye (as defined in Rule 14A.12(c) of the Listing Rules)
Wow Color Beauty (Guangdong) Technology Limited (色界美妝(廣東)科技有限公司) (“ Wow Color Beauty ”)	a company ultimately controlled by Mr. Ye, and hence an associate of Mr. Ye (as defined in Rule 14A.12(c) of the Listing Rules)
Henhaohe Tea Guangdong Limited (很好喝茶飲(廣東)有限公司) (“ HHH Tea ”)	a company ultimately controlled by Mr. Ye, and hence an associate of Mr. Ye (as defined in Rule 14A.12(c) of the Listing Rules)
Guangzhou Chuyunju Catering Service Co., Ltd. (廣州市楚雲居餐飲服務有限公司) (“ Chuyunju Catering ”)	a company ultimately controlled by Mr. Ye, and hence an associate of Mr. Ye (as defined in Rule 14A.12(c) of the Listing Rules)
MINISO Lifestyle Nigeria Limited (“ MINISO Nigeria ”)	a company controlled by YGF MC Limited, which is wholly-owned by Mr. Ye, and hence an associate of Mr. Ye (as defined in Rule 14A.12(c) of the Listing Rules)

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SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

We have entered into the following transactions that will constitute continuing connected transactions under Rule 14A.31 of the Listing Rules upon Listing:

Transaction	Applicable Listing Rule	Waiver sought	Proposed annual cap for the fiscal year ending June 30,		
			2023	2024	2025
			<i>(RMB'000)</i>		
Fully-exempt continuing connected transactions					
1. Procurement of cosmetics and beauty products by our Group	Rule 14A.76(1)	N/A	N/A	N/A	N/A
2. Provision of catering services to our Group	Rule 14A.76(1)	N/A	N/A	N/A	N/A
3. IP licensing, sales and distribution of products by our Group	Rule 14A.76(1)	N/A	N/A	N/A	N/A
4. Provision of IT support and consulting services by our Group	Rule 14A.76(1)	N/A	N/A	N/A	N/A

FULLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

1. Procurement of Cosmetics and Beauty Products by our Group

On June 27, 2022, MINISO (Guangzhou) Co., Ltd. (for itself and on behalf of other members of our Group) entered into a framework agreement (the “**Procurement of Lifestyle Products Framework Agreement**”) with Haydon SH and Wow Color Beauty, respectively, both of which are beauty product retailers, in relation to the procurement of cosmetics and beauty products by our Group, with effect from the Listing. Pursuant to the Procurement of Cosmetics and Beauty Products Framework Agreement, each of Haydon SH and Wow Color Beauty will sell certain cosmetics and beauty products, to us in the ordinary and usual course of business and is on normal commercial terms or better. Both of Haydon SH and Wow Color Beauty have been providing a steady supply and large volume of cosmetics and beauty products for our sales historically. We expect to continue to procure lifestyle products from each of Haydon SH and Wow Color Beauty following the Listing. The initial term of the Procurement of Lifestyle Products Framework Agreement will commence on the Listing Date and end on June 30, 2025 (both days inclusive).

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Since the highest of the applicable percentage ratios in respect of this transaction is expected to be, on an annual basis, less than 0.1%, pursuant to Rule 14A.76(1) of the Listing Rules, the sales of cosmetics and beauty products contemplated under the Procurement of Cosmetics and Beauty Products Framework Agreement constitutes de minimis transaction which will be fully exempt from the annual reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Provision of Catering Services to our Group

On June 27, 2022, MINISO (Guangzhou) Co., Ltd. (for itself and on behalf of other members of our Group) entered into a framework agreement (the “**Catering Services Framework Agreement**”) with Chyunju Catering, a catering service provider, to regulate the provision of catering services to our Group, with effect from the Listing. Pursuant to the Catering Services Framework Agreement, Chyunju Catering will provide catering services to us for our employees and our events. It is conducted in the ordinary and usual course of business and is on normal commercial terms or better. For catering services provided to our employees, the fees will be determined based on a standard minimum price per meal determined multiplied by the number of meals consumed by our employees for the month. For catering services provided to our guests, the fees will be based on the prevailing market rate for the meals. The initial term of the Catering Services Framework Agreement will commence on the Listing Date and end on June 30, 2025 (both days inclusive).

Since the highest of the applicable percentage ratios in respect of this transaction is expected to be, on an annual basis, less than 0.1%, pursuant to Rule 14A.76(1) of the Listing Rules, the provision of catering services contemplated under the Catering Services Framework Agreement constitutes de minimis transaction which will be fully exempt from the annual reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

3. IP Licensing, Sales and Distribution of Products by our Group

On June 27, 2022, MINISO Hong Kong Limited (for itself and on behalf of other members of our Group) entered into a framework agreement (the “**IP Licensing, Sales and Distribution Framework Agreement**”) with MINISO Nigeria to grant to MINISO Nigeria (i) exclusive licenses for the use of certain intellectual property rights in Nigeria owned by MINISO Hong Kong Limited, including but not limited to trademarks, particular package and decoration, patents, technical know-how and operation standard (the “**Licensed IP Rights**”) that are owned by us charged by a one-off license fee based on the term of the licensing arrangement; and (ii) an exclusive right to establish MINISO stores in Nigeria as a distributor of our Group, with effect from the Listing Date. The fee arrangement with MINISO Nigeria is similar to that with our other distributors.

CONNECTED TRANSACTIONS

MINISO Nigeria will use the Licensed IP Rights within the scope specified in the IP Licensing, Sales and Distribution Framework Agreement. In addition, under the agreement, MINISO Hong Kong Limited will sell and distribute to MINISO Nigeria the products under the brand of MINISO, including products which comprise intellectual property licensed by external IP licensors collaborating with the brand of MINISO (the “**IP Licensed Products**”). For details of the licence agreement and sales and distribution agreement our Company typically enter with our overseas distributors, please see the section headed “Business – Our Store Network – Store Operation Overseas”.

As the Licensed IP Rights has obtained wide consumer and social recognition with substantial reputation and goodwill in the “MINISO” brand, the Directors consider that granting of the Licensed IP Rights to MINISO Nigeria, being our distributor, will enable MINISO Nigeria to leverage on the popularity and reputation of our Group, thereby further promote the sale of IP Licensed Products and contribute to the growth of our business. The initial term of the IP Licensing, Sales and Distribution Framework Agreement will commence on the Listing Date and end on June 30, 2025 (both days inclusive).

Since the highest of the applicable percentage ratios in respect of this transaction is expected to be, on an annual basis, less than 0.1%, pursuant to Rule 14A.76(1) of the Listing Rules, the transactions under the IP Licensing, Sales and Distribution Framework Agreement constitute de minimis transactions and are fully exempt from the annual reporting, annual review, announcement and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

4. Provision of IT Support and Consulting Services by our Group

On June 27, 2022, MINISO Digital Technology (Guangzhou) Co., Ltd. (創優數字科技(廣州)有限公司) (“**MINISO Digital**”) (for itself and on behalf of other members of our Group) entered into a framework agreement (the “**IT Support and Consulting Services Framework Agreement**”) with each of (i) Haydon SH, (ii) Wow Color Beauty and (iii) HHH Tea (a beverage retailer), respectively, in relation to the provision of IT system implementation, authorization of use of software, operation and maintenance, information technology consultation and data analysis services (the “**IT Support and Consulting Services**”) by our Group, with effect from the Listing Date.

The initial term of the IT Support and Consulting Services Framework Agreement will commence on the Listing Date and end on June 30, 2025 (both days inclusive). Separate underlying agreements will be entered into which will set out the precise scope of services, service fees calculation, method of payment and other details of the service arrangement in the manner provided in the IT Support and Consulting Services Framework Agreement.

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Pursuant to the IT Support and Consulting Services Framework Agreement, we will continue to provide IT Support and Consulting Services to each of (i) Haydon SH, (ii) Wow Color Beauty and (iii) HHH Tea. Haydon SH, Wow Color Beauty and HHH Tea will in return pay us a service fee for the IT Support and Consulting Services provided.

Since the highest of the applicable percentage ratios in respect of this transaction is expected to be, on an annual basis, less than 0.1%, pursuant to Rule 14A.76(1) of the Listing Rules, the provision of IT Support and Consulting Services contemplated under the IT Support and Consulting Services Framework Agreement constitutes de minimis transaction which will be fully exempt from the annual reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.