
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of Technical Terms.”

“2020 Share Incentive Plan”	the share incentive plan our Company adopted in September 2020, as amended from time to time, the principal terms of which are set out in “Statutory and General Information – D. 2020 Share Incentive Plan” in Appendix V
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix IA
“ADS(s)”	American Depositary Shares, each of which represents four Shares
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AGM”	the annual general meeting of the Company to be convened on July 11, 2022, before the Listing
“Articles” or “Articles of Association”	the third amended and restated articles of association of the Company to be conditionally adopted by a special resolutions of the shareholders of the Company at the AGM, which will take effect upon Listing and a summary of which is set out in “Summary of the constitution of the Company and Cayman Company Law” in Appendix IV
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Banking Ordinance”	Banking Ordinance (Chapter 155 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“CAC”	the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

DEFINITIONS

“CAGR”	compound annual growth rate
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

DEFINITIONS

“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	MINISO Group Holding Limited, a company with limited liability incorporated in the Cayman Islands on January 7, 2020
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Ye, Ms. Yang and the intermediary companies through which Mr. Ye and Ms. Yang have an interest in the Company, namely, Mini Investment Limited, YGF MC Limited, YGF Development Limited, YYY MC Limited and YYY Development Limited, as further detailed in the section headed “Relationship with the Controlling Shareholders”
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Depository”	The Bank of New York Mellon, the depository of the ADSs
“Director(s)”	the director(s) of our Company
“EIT”	the PRC enterprise income tax

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“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“FRC”	the Financial Reporting Council of Hong Kong
“GAAP”	generally accepted accounting principles
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Governmental Authority(ies)”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“Green Application Form(s)” or “Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by our Company, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	Shares being initially offered for subscription in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Public Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this document and the Green Application Form, as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated June 29, 2022, relating to the Hong Kong Public Offering, entered into by the Joint Sponsors, the Joint Global Coordinators, the Hong Kong Underwriters and our Company, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Hong Kong Underwriting Agreement”
“IFRS(s)”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules

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“International Offer Price”	the final offer price per International Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and FRC transaction levy of 0.00015%)
“International Offer Shares”	Shares being initially offered for subscription under the International Offering together, where relevant, with any additional Shares that may be sold pursuant to any exercise of the Over-allotment Option
“International Offering”	the conditional placing of the International Offer Shares at the International Offer Price pursuant to the shelf registration statement on Form F-3ASR that was filed with the SEC and became effective on March 31, 2022, and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement, expected to be entered into on or about July 6, 2022, relating to the International Offering, expected to be entered into by our Company, the Joint Global Coordinators and the International Underwriters, as further described in the section headed “Underwriting – The International Offering – International Underwriting Agreement”
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Sponsors”	Merrill Lynch (Asia Pacific) Limited, Haitong International Capital Limited and UBS Securities Hong Kong Limited (<i>in alphabetical order</i>)

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“Latest Practicable Date”	June 20, 2022, being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about July 13, 2022, on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Major Subsidiaries”	our subsidiaries as identified in “History and Corporate Structure – Our Major Subsidiaries”
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry (中華人民共和國信息產業部))
“Mini Investment Limited”	Mini Investment Limited, a limited liability company incorporated under the laws of British Virgin Islands on November 26, 2019

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“Miniso Development HK”	Miniso Development Hong Kong Limited, a limited liability company established under the laws of Hong Kong on February 26, 2020 and a subsidiary of our Company
“Miniso Guangzhou”	Miniso (Guangzhou) Co., Ltd. (名創優品(廣州)有限責任公司), a limited liability company established under the laws of the PRC on October 18, 2017 and a subsidiary of our Company
“Miniso HK”	Miniso Hong Kong Limited, a limited liability company established under the laws of Hong Kong on January 23, 2018 and a subsidiary of our Company
“Miniso Hengqin”	Miniso (Hengqin) Enterprise Management Co., Ltd. (名創優品(橫琴)企業管理有限公司), a limited liability company established under the laws of the PRC on December 12, 2017 and a subsidiary of our Company
“Miniso International”	Miniso International (Guangzhou) Co., Ltd. (名創優品國際(廣州)有限公司), a limited liability company established under the laws of the PRC on May 16, 2017 and a subsidiary of our Company
“Miniso Youxuan”	Miniso Youxuan Technology (Guangzhou) Co., Ltd. (名創優選科技(廣州)有限公司), a limited liability company established under the laws of the PRC on August 15, 2017 and a subsidiary of our Company
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Ye” or “Founder”	Mr. Guofu Ye, an executive Director, chairman of our Board, the chief executive officer of our Company, the founder of our Group and a Controlling Shareholder of our Company
“Ms. Yang”	Ms. Yunyun Yang, spouse of Mr. Ye and a Controlling Shareholder of our Company
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

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“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NYSE”	the New York Stock Exchange
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be sold by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Stabilizing Manager on behalf of the International Underwriters for up to 30 days from the day following the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to 6,165,000 additional Shares (representing in aggregate 15% of the initial Offer Shares) to the International Underwriters to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering – Over-allotment Option”
“PBOC”	the People’s Bank of China (中國人民銀行)
“PIPL”	the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), as amended from time to time
“PRC Civil Code”	the Civil Code of the PRC (《中華人民共和國民法典》), as amended from time to time
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended from time to time
“PRC Legal Adviser”	JunHe LLP, our legal adviser on PRC law

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“Presumptions”	assuming that no new Shares are issued under the Over-allotment Option and the 2020 Share Incentive Plan, our Company’s weighted voting rights will be unwound upon Listing such that each issued Share (including any with super-voting rights prior to Listing) would equally entitle its holder to one vote at a general meeting of our Company, and no other changes are made to the issued share capital of the Company between the Latest Practicable Date and Listing other than as disclosed in this document
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Public Offer Price and International Offer Price
“Price Determination Date”	the date, expected to be on or about July 6, 2022 and in any event no later than July 7, 2022, on which the International Offer Price and the Public Offer Price are to be fixed for the purposes of the Global Offering
“Public Offer Price”	the final offer price per Hong Kong Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.005% and FRC transaction levy of 0.00015%)
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum or Articles, including the variation of the rights attached to the Shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of China

DEFINITIONS

“ Rule 144A ”	Rule 144A under the U.S. Securities Act
“ SAFE ”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“ SAIC ”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“ SAMR ”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“ SFC ”	Securities and Futures Commission of Hong Kong
“ SFO ” or “ Securities and Futures Ordinance ”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“ Share(s) ”	the ordinary shares of US\$0.00001 each in the share capital of the Company
“ Shareholder(s) ”	holder(s) of our Share(s)
“ SPC ”	the Supreme People’s Court of the PRC
“ STA ”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“ Stabilizing Manager ”	Merrill Lynch International
“ State Council ”	State Council of the PRC (中華人民共和國國務院)
“ Stock Exchange ” or “ Hong Kong Stock Exchange ”	The Stock Exchange of Hong Kong Limited
“ subsidiary ” or “ subsidiaries ”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“ substantial shareholder(s) ”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“ Track Record Period ”	the three fiscal years of the Company ended June 30, 2019, 2020, 2021 and the six months ended December 31, 2021
“ Underwriters ”	the Hong Kong Underwriters and the International Underwriters
“ Underwriting Agreements ”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“ United States ”, “ U.S. ” or “ US ”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“ US dollars ”, “ U.S. dollars ”, “ US\$ ” or “ USD ”	United States dollars, the lawful currency of the United States
“ U.S. SEC ”	the Securities and Exchange Commission of the United States
“ U.S. Securities Act ”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“ VAT ”	value-added tax
“ White Form eIPO ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“ White Form eIPO Service Provider ”	Computershare Hong Kong Investor Services Limited
“ % ”	per cent

Unless otherwise specified, in this document:

- Certain amounts and percentage figures have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- for ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.