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**RAZER INC.**

雷蛇\*

**OUROBOROS (I) INC.**

*(Incorporated in the Cayman Islands with limited liability) (Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1337)**

## **JOINT ANNOUNCEMENT**

### **MONTHLY UPDATE AND**

### **DELAY IN DESPATCH OF SCHEME DOCUMENT IN RELATION TO**

### **(1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF RAZER INC. BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT AND (2) PROPOSED WITHDRAWAL OF LISTING OF RAZER INC.**

**Financial Adviser to the Offeror**

**CREDIT SUISSE** 

**Independent Financial Adviser to the Independent Board Committee**

**ANGLO CHINESE**   
CORPORATE FINANCE, LIMITED

Reference is made to:

- (i) the announcement dated 1 December 2021 jointly issued by Razer Inc. (the “**Company**”) and Ouroboros (I) Inc. (the “**Offeror**”) in relation to, among others, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act and the proposed withdrawal of listing of the Company (the “**Proposal**”) (the “**Joint Announcement**”); and
- (ii) the announcement dated 22 December 2021 jointly issued by the Company and the Offeror in relation to the delay in despatch of the Scheme Document (the “**Delay in Despatch Announcement**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **PROGRESS UPDATE ON THE PROPOSAL**

As disclosed in the Joint Announcement, the making of the Proposal is, and the implementation of the Scheme will be, subject to the satisfaction of the non-waivable Pre-Condition, being, with respect to the applicable Antitrust Laws, all notifications, filings or applications which are necessary having been made and (a) the receipt of approvals or clearances from the relevant Authorities, or (b) relevant waiting periods (and any extensions thereof) having expired, lapsed or been terminated (as appropriate) with no objection having been received from the relevant Authorities, as applicable on or prior to the Pre-Condition Long Stop Date.

Since the Delay in Despatch Announcement:

- (i) the Offeror has obtained the required merger control approvals from the relevant Authorities in China, Cyprus, Denmark and Germany;
- (ii) the Offeror has submitted merger control notifications to the relevant Authority in the United States and the waiting period has expired on 19 January 2022 with no objection having been received from the relevant Authority; and
- (iii) the Offeror has submitted merger control applications to, and is awaiting clearances from, the relevant Authorities in Bulgaria, Poland and Romania, which are ongoing as at the date of this announcement.

As at the date of this announcement, the Pre-Condition has not been fulfilled.

## **DELAY ON DESPATCH OF THE SCHEME DOCUMENT**

As disclosed in the Delay in Despatch Announcement, the Executive has granted a waiver from the strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent to extend the deadline for the despatch of the Scheme Document to within seven days after the fulfilment of the Pre-Condition or 6 June 2022, whichever is earlier.

However, according to Appendix 10 “Model Code for Securities Transactions by Directors of Listed Issuers” (“**Model Code**”) of the Listing Rules, a director must not deal in any securities of the listed issuer on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the annual results. The Company currently expects to publish the audited consolidated results for the year ended 31 December 2021 on or before 17 March 2022, thus the Directors are prohibited from dealing in the securities of the Company during the period from 16 January 2022 to 17 March 2022 (or the actual date of release of the audited consolidated results for the year ended 31 December 2021, whichever is later) (the “**Blackout Period**”). The despatch of the Scheme Document during the Blackout Period will be considered a dealing by Mr. Tan (Chairman and executive Director) and Mr. Lim (non-executive Director), who are both Offeror Concert Parties, because the Offeror will make the Proposal to privatise the Company under the Scheme Document. Accordingly, the Scheme Document cannot be despatched on or before 17 March 2022, being the expected date of release of the annual results announcement.

The Offeror and the Company wish to provide the Shareholders, the RSU Holders and potential investors of the Company with an update on the status of the Scheme Document. As at the date of this announcement, the Offeror and the Company are in the process of preparing and finalising the information to be included in the Scheme Document, including the letter from the Independent Financial Adviser.

Further announcement(s) will be made jointly by the Offeror and the Company in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal, the Scheme and the RSU Proposal and the despatch of the Scheme Document as and when appropriate.

**WARNING: Shareholders, the RSU Holders and potential investors should be aware that the implementation of the Proposal, the Scheme and the RSU Proposal is subject to the Pre-Condition and the Conditions being fulfilled or (where applicable) waived, and therefore the Proposal and the RSU Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, the RSU Holders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of directors of  
**OUROBOROS (I) INC.**  
**Min-Liang TAN**  
*Director*

By order of the Board of  
**RAZER INC.**  
**Min-Liang TAN**  
*Chairman*

Singapore, 24 January 2022

*As at the date of this announcement, the Board consists of Mr. Min-Liang Tan as Chairman and executive Director, Mr. Tan Chong Neng as executive Director, Mr. Lim Kaling as non-executive Director, and Mr. Gideon Yu, Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror Group, the Founder Group and the CVC Network) and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement (other than the opinions expressed by the directors of the Offeror, TopCo, MidCo, the TML HoldCos and CVC HoldCo, by Mr. Tan (in respect of himself and the Chen Family Trust Holding Companies) and by Mr. Lim (in respect of himself, the LKL HoldCos, Lim Teck Lee and ImmoBillari)) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of each of the Offeror, MidCo and TopCo are Mr. Min-Liang Tan, Mr. Lim Kaling, Mr. Paul Robert Anderson, Mr. Jacobus Christiaan Van Der Spuy, Mr. Michal Stanislaw Pawlica, and Mr. Edward Michael Fletcher.*

*The directors of the Offeror, TopCo, and MidCo jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Offeror Group and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement by the respective directors of the Offeror, TopCo, and MidCo have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the sole director of each of Chen Family Trust SPV 1 and Chen Family Trust SPV 2 is Mr. Min-Liang Tan.*

*Mr. Tan accepts full responsibility for the accuracy of the information contained in this announcement in relation to himself, Chen Family Trust SPV 1, Chen Family Trust SPV 2 and the Chen Family Trust Holding Companies and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement by him have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*Mr. Lim accepts full responsibility for the accuracy of the information contained in this announcement in relation to himself, the LKL HoldCos, Lim Teck Lee and ImmoBillari and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement by him have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the directors of CVC HoldCo are Carl John Hansen, Wendy Martin and Michal Stanislaw Pawlica and the directors of CVC Capital Partners Asia V Limited are Marc George Ledingham Rachman, Carl John Hansen, John Fredric Maxey, Victoria Emma Cabot and Jonathan George Wrigley.*

*The directors of CVC HoldCo and CVC Capital Partners Asia V Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement in relation to the CVC Network and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of CVC HoldCo have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

\* For identification purposes only