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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

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 MONTHLY UPDATE (1) FULFILMENT OF THE PRE-CONDITION AND (2) FURTHER DELAY IN DESPATCH OF SCHEME DOCUMENT

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**”);
- (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**”); and
- (iii) the announcement dated 24 January 2022 jointly issued by the Company and the Offeror in relation to the monthly update on the Proposal and delay in despatch of the Scheme Document (the “**First Monthly Update Announcement**”).

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

FULFILMENT OF THE PRE-CONDITION

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.

As disclosed in the First Monthly Update Announcement:

- (i) the Offeror has obtained the required merger control approvals from the relevant Authorities in China, Cyprus, Denmark and Germany; and
- (ii) the Offeror has submitted merger control notifications to the relevant Authority in the United States and the waiting period expired on 19 January 2021 with no objection having been received from the relevant Authority.

The Company and the Offeror are pleased to further announce that since the date of the First Monthly Update Announcement, the Offeror has obtained the required merger control approvals from the relevant Authorities in Bulgaria, Poland and Romania.

Accordingly, as at 18 February 2022, the Pre-Condition has been fulfilled. Now that the Pre-Condition has been fulfilled, the implementation of the Proposal is only subject to satisfaction or (where applicable) waiver of the Conditions, which include, amongst others, the approval of the Scheme at the Court Meeting in the manner detailed in the Joint Announcement.

FURTHER DELAY IN 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.

As additional time is required (i) to prepare and finalise certain information in the Scheme Document (including the letter from the Independent Financial Advisor); and (ii) to accommodate the schedule of the Grand Court, an application for consent has been made by the Company to the Executive, and the Executive has granted a further waiver from 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 on or before 4 April 2022.

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 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, 21 February 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 Immobiliari)) 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. Kaling Lim, 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 Immobiliari 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*