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IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2022 (DDJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2022 REVISION)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995

AND IN THE MATTER OF RAZER INC.

**NOTICE OF
COURT MEETING**

NOTICE IS HEREBY GIVEN that, by an order dated 22 March 2022 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between Razer Inc. (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held on Tuesday, 26 April 2022 at 9:00 a.m. Hong Kong time at Razer SEA HQ, 1 one-north Crescent #02-01, Singapore 138538 at which place and time all Scheme Shareholders are requested to attend.

As at the Latest Practicable Date (i.e. Friday, 25 March 2022), the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) prohibits the holding of physical general meetings of companies in Hong Kong. Accordingly the Court Meeting and the General Meeting will be physically held in Singapore.

The articles of association of the Company do not allow Shareholders to attend and vote in shareholders’ meetings (including the Court Meeting and the General Meeting) virtually and therefore it is not possible to hold a virtual or hybrid meeting. Shareholders unable to physically attend the Court Meeting and/or the General Meeting in Singapore may appoint a proxy by submitting the relevant proxy form(s) (as further detailed below).

Arrangements in Hong Kong

However, the Company is keen for Shareholders based in Hong Kong to have the opportunity to observe the meetings and ask Directors questions about the Scheme. Accordingly, if after the Latest Practicable Date, it becomes reasonably apparent to the Company that it will become possible for there to be a venue in Hong Kong on Tuesday, 26 April 2022 at which Shareholders can attend to observe the meetings and ask Directors questions about the Scheme by electronic means, then the Company will make arrangements for such venue and facilities. This will enable Shareholders to observe the meetings and ask Directors questions about the Scheme simultaneously at the Court Meeting and the General Meeting at the venue in Hong Kong at 9:00 a.m. and 9:30 a.m., respectively, on Tuesday, 26 April 2022 (or, in the case of the General Meeting, as soon thereafter as the Court Meeting shall have concluded or been adjourned).

For the avoidance of doubt, the venue and facilities in Hong Kong will allow attending Shareholders to observe the meetings via a live video stream and ask questions (which are not prohibited by the articles of association of the Company or applicable laws) but will not allow them to vote for any proposed resolution(s) in the Court Meeting and the General Meeting.

The Company will publish an announcement on the details of the venue and any special arrangements in Hong Kong at least 10 Business Days before the date of the Court Meeting and the General Meeting (i.e. on or before Friday, 8 April 2022).

Online Webcast

Shareholders are also invited to observe the Court Meeting and/or the General Meeting and submit questions to Directors about the Scheme via electronic means during a live webcast by visiting the designated URL link using unique login details which will be despatched to Shareholders in the manner described below:

- (i) for Registered Owners, unique login details will be set out in a notification letter to be despatched by post together with this Scheme Document; and
- (ii) Beneficial Owners whose Shares are deposited in CCASS who wish to access the audio-visual webcast should contact their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their Shares are held (together the “**Intermediary**”) and provide their e-mail addresses before the time limit required by the relevant Intermediary. Unique login details that can be used to access the audio-visual webcast will be sent by the Share Registrar to the e-mail addresses of the Beneficial Owners provided by the Intermediary.

The unique login details are limited to a single user and must not be forwarded by the Shareholder to other persons. The webcast can be accessed from any location with access to the Internet with a smart phone, tablet device or computer. There is no restriction under the articles of association of the Company or applicable laws for Shareholders to access the

webcast to observe the Court Meeting and/or the General Meeting or to submit questions to Directors via electronic means. However, Shareholders who join the webcast will not be counted towards the quorum nor will they be able to cast their votes online, due to the restrictions in the Company's articles of association.

A copy of the Scheme of Arrangement and a copy of an explanatory memorandum explaining the effect of the Scheme of Arrangement are incorporated in the composite scheme document of which this Notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 30 March 2022 despatched to members of the Company on 30 March 2022.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding.

The Company wishes to advise all of the Scheme Shareholders that the only ways to vote for the proposed resolution in the Court Meeting are (i) to attend the physical Court Meeting at Razer SEA HQ, 1 one-north Crescent #02-01, Singapore 138538 or (ii) to appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on any of the resolutions by completing and lodging the relevant proxy form(s) in accordance with the instructions contained therein. Scheme Shareholders are reminded to mark their voting decision (for or against, as the case may be) on the relevant proxy form(s).

It is requested that forms appointing proxies be deposited at the Hong Kong branch share registrar of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 9:00 a.m. on Sunday, 24 April 2022, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting.

The completion and return of a form of proxy for the Court Meeting and/or the General Meeting will not preclude the Registered Owner from attending and voting in person at the relevant meeting or any adjournment thereof should he/she/it so wish, and, in such event, the relevant form of proxy will be revoked by operation of law.

For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Thursday, 21 April 2022 to Tuesday, 26 April 2022 (both days inclusive) (or such other dates as may be notified by the Company by way of announcement(s)), and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, the relevant forms of transfer of share ownership accompanied by the relevant share certificates must be lodged with the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, 20 April 2022. A subsequent purchaser of Scheme Shares will need to obtain a proxy form from the transferor if he or she wishes to attend or vote at the Court Meeting.

By the Order, the Court has appointed Mr. Choo Wei Pin, who is the Joint Company Secretary and Chief Legal and Compliance Officer of the Company, failing whom, Mr Khaw Kheng Joo, who is the Chief Operating Officer of the Company, failing whom, any other senior management personnel of the Company (not being a person considered to be acting in concert with the Offeror under the Takeovers Code) at the date of the Order, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
Razer Inc.

Dated 30 March 2022

Registered Office

Maples Corporate Services Limited
PO Box 309 Uglund House,
Grand Cayman KY1-1104,
Cayman Islands

Principal Place of Business

in Hong Kong
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

As at the date of this notice, the board of directors of the Company 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.