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RAZER INC.

雷蛇

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1337)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**General Meeting**”) of Razer Inc. (the “**Company**”) will be held at held on Tuesday, 26 April 2022 at 9:30 a.m. (Hong Kong time) at Razer SEA HQ, 1 one-north Crescent #02-01, Singapore 138538 (or immediately after the conclusion or adjournment of the Court Meeting convened at the direction of the Grand Court of the Cayman Islands for the same day and place).

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.

Voting Instructions

The Company wishes to advise all of the Shareholders that the only ways to vote for any proposed resolution(s) in the Court Meeting and/or the General Meeting are (i) to attend the physical Court Meeting and/or the General 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 and/or the General 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. Shareholders are reminded to mark their voting decision (for or against, as the case may be) on the relevant proxy form(s).

The General Meeting will be held for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and ordinary resolutions, respectively:

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) as set out in the scheme document dated 30 March 2022 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Effective Date, any reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “**THAT**:
 - (A) Immediately prior to the cancellation of the Scheme Shares pursuant to resolution 1 above the Company shall allot and issue to Ouroboros (I) Inc. one (1) Share of the Company fully paid at par and the Directors of the Company be and are hereby authorised to allot and issue such Share;
 - (B) subject to and simultaneously with the cancellation of the Scheme Shares, the application of the credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par the new shares of the Company to be issued to Ouroboros (I) Inc. be and is hereby approved and the directors of the Company be and are hereby authorised to allot and issue the new shares of the Company accordingly;
 - (C) subject to the Scheme taking effect, the withdrawal of listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) be and is hereby approved; and

(D) the directors of the Company be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable for or in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company on the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of the Company; (iii) the allotment and issue of the shares of the Company referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose and to do all other acts and things and/or sign such documents considered by them to be necessary for or desirable in connection with the implementation of the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

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

Singapore, 30 March 2022

Notes:

- (1) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (2) At the General Meeting, the above resolutions shall be voted on by way of a poll.
- (3) A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies, representing respectively the number of shares of the Company held by that member, to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (4) Whether or not you are able to attend the General Meeting or any adjournment thereof in person, if you are a Shareholder, you are strongly urged to complete and sign the enclosed **white** form of proxy in respect of the General Meeting, in accordance with the instructions printed thereon. Completion and return of a form of proxy for the General Meeting will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof, should you so wish, and, in such event, the relevant form of proxy will be revoked by operation of law.
- (5) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Share Registrar's office at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 9:30 a.m. on Sunday, 24 April 2022, which is 48 hours before the time appointed for holding the General Meeting or any adjourned meeting (as the case may be). Form of proxy sent electronically will not be accepted.
- (6) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the General Meeting, either personally or by proxy, in respect of such share (s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the General Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
- (7) For the purpose of ascertaining members who are entitled to attend and vote at the General Meeting (or any adjournment thereof), the register of members of the Company will be closed from Thursday, 21 April 2022 to Tuesday, 26 April 2022, both days inclusive. In order to qualify for the right to attend and vote at the General Meeting (or any adjournment thereof), all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 20 April 2022 for registration.
- (8) Given the ever-evolving COVID-19 pandemic and the importance of safeguarding the health and safety of the Shareholders and attendees of the Court Meeting and the General Meeting, the Company will implement precautionary measures at the venue of the Court Meeting and the General Meeting which include but are not limited to: (i) prevailing safe management measures required under applicable laws and regulations in Singapore (including vaccination-differentiated safe management measures, i.e. all attendees must be fully vaccinated, recovered from COVID-19 in the past 180 days, or medically ineligible for vaccination); (ii) mandatory use of a surgical face mask for each attendee; (iii) no distribution of corporate souvenirs/gifts or refreshments; and (iv) appropriate distancing and spacing between seats.
- (9) In the case of any inconsistency between the Chinese translation and English text of this notice, the English text shall prevail.

As at the date of this notice, 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.