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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

- (1) PROPOSAL FOR THE PRIVATISATION OF
RAZER INC. BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT**
- (2) PROPOSED WITHDRAWAL OF LISTING OF RAZER INC.
AND**
- (3) UPDATE ON ARRANGEMENTS IN HONG KONG TO OBSERVE THE
COURT MEETING AND THE GENERAL MEETING**

Financial Adviser to the Offeror

CREDIT SUISSE 

Independent Financial Adviser to the Independent Board Committee

ANGLO CHINESE 
CORPORATE FINANCE, LIMITED

Reference is made to the scheme document dated 30 March 2022 jointly issued by the Company and the Offeror in relation to, among other things, 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 “**Scheme Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

UPDATE ON THE ARRANGEMENTS IN HONG KONG TO OBSERVE THE COURT MEETING AND THE GENERAL MEETING

The Company remains keen for Shareholders based in Hong Kong to have the opportunity to observe the meetings and ask Directors questions about the Scheme.

As stated in the Scheme Document, if it became reasonably apparent to the Company that it would be possible for there to be a venue in Hong Kong on Tuesday, 26 April 2022 at which Shareholders can attend to observe the Court Meeting and the General Meeting and ask Directors questions about the Scheme by electronic means, the Company would make arrangements for such venue and facilities, and would announce the details of such arrangements at least 10 Business Days before the Court Meeting and General Meeting (i.e. on or before Friday, 8 April 2022).

However, as at the date of this announcement, the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G, Laws of Hong Kong) continue to prohibit the holding of a physical general meeting or the provision of a venue in Hong Kong for Shareholders to attend and/or to observe the meetings, and it is not reasonably apparent to the Company that such prohibitions will be relaxed on the date of the Court Meeting and the General Meeting (i.e. Tuesday, 26 April 2022).

Accordingly, the Company would like to advise the Shareholders that there will not be a venue in Hong Kong on Tuesday, 26 April 2022 for the Shareholders to attend and observe the meetings.

Shareholders based in Hong Kong and elsewhere may still observe the Court Meeting and/or the General Meeting and submit questions to Directors about the Scheme via electronic means during a live webcast. The designated URL link and unique login details have been despatched to Shareholders as outlined in the Scheme Document. Please refer to the section headed “NOTICE OF COURT MEETING – Online Webcast” in the Scheme Document for further details.

As noted in the Scheme Document, 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.

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).

WARNING: Shareholders, RSU Holders and potential investors should be aware that the implementation of the Proposal, the Scheme and the RSU Proposal are subject to the Conditions being fulfilled or (where applicable) waived. Accordingly, the Proposal and the RSU Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, RSU Holders and potential investors are advised to 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, 8 April 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*