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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Razer Inc. (the “Company”), you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1337)

PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND PROPOSED GRANTING OF ANNUAL MANDATE TO ISSUE SHARES UNDERLYING RESTRICTED STOCK UNITS TO BE GRANTED UNDER THE 2016 EQUITY INCENTIVE PLAN AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 514 Chai Chee Lane, #07-05, Singapore 469029 on Wednesday, June 2, 2021 at 10:30 a.m. (Hong Kong/Singapore time) is set out on pages 21 to 25 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.razer.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (excluding any part of a day that is a public holiday) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

SAFE MANAGEMENT MEASURES AT THE ANNUAL GENERAL MEETING

The Company will implement safe management measures at the Annual General Meeting, including compliance with restrictions on the size of public gatherings, requiring Safe Entry check-in, safe distancing between attendees, and the mandatory wearing of masks, and such other measures as may be imposed in compliance with applicable law and regulation at the time of the Annual General Meeting. Shareholders who do not adhere to all safe management measures will not be permitted to enter the meeting venue.

* For identification purposes only

April 16, 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2016 Equity Incentive Plan”	the 2016 Equity Incentive Plan approved by the Board on July 25, 2016 and the Shareholders on August 23, 2016 (and subsequently amended by the Board and the Shareholders on October 25, 2017 and further amended by the Board on March 8, 2019) for the grant of, among others, RSUs to eligible participants
“Annual General Meeting”	the annual general meeting of the Company to be held at 514 Chai Chee Lane, #07-05, Singapore 469029 on Wednesday, June 2, 2021 at 10:30 a.m. (Hong Kong/Singapore time), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Annual Mandate”	an annual mandate proposed to be granted to the Directors (i) specifying that the maximum number of new Shares underlying the RSUs to be granted under the 2016 Equity Incentive Plan shall not exceed 6% of the Shares in issue as at the date of the Annual General Meeting; and (ii) empowering the Directors to allot, issue and deal with the Shares underlying the RSUs to be granted under the 2016 Equity Incentive Plan during the Applicable Period as referred to in the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting
“Articles of Association”	the articles of association of the Company adopted on October 25, 2017 and which became effective on the Listing Date, as amended from time to time
“Board”	the board of Directors
“Company”	Razer Inc., an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the Shares in issue as at the date of the Annual General Meeting as referred to in the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	April 7, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	November 13, 2017 on which the Shares are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RSU Trustee”	the trustee of the 2016 Equity Incentive Plan appointed to hold Shares pending the vesting of RSUs granted or to be granted
“RSUs”	restricted stock units, being contingent rights to receive Shares which are granted pursuant to the 2016 Equity Incentive Plan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.01 each of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the Shares in issue as at the date of the Annual General Meeting as referred to in the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1337)

Executive Directors:

Mr. Min-Liang Tan (*Chairman*)
Mr. Tan Chong Neng

Non-executive Director:

Mr. Lim Kaling

Independent Non-executive Directors:

Mr. Chau Kwok Fun Kevin
Mr. Lee Yong Sun
Mr. Gideon Yu

Registered Office:

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

Corporate Headquarters:

9 Pasteur, Suite 100
Irvine, CA 92618
United States

514 Chai Chee Lane
#07-05
Singapore 469029

*Principal Place of Business in
Hong Kong:*

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

April 16, 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
PROPOSED GRANTING OF ANNUAL MANDATE TO ISSUE SHARES
UNDERLYING RESTRICTED STOCK UNITS TO BE GRANTED
UNDER THE 2016 EQUITY INCENTIVE PLAN
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on June 2, 2021.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 16.18 of the Articles of Association, Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun shall retire by rotation at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the Directors to be re-elected at the Annual General Meeting that are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun, being Independent Non-executive Directors eligible for re-election at the Annual General Meeting, had made annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Nomination Committee has reviewed the structure, size and composition of the Board, the written confirmation given by the Directors, the overall contribution of the Directors to be re-elected at the Annual General Meeting with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board that the Directors including the aforesaid Independent Non-executive Directors who are due to retire at the Annual General Meeting be proposed for re-election at the Annual General Meeting. The Company considers that the Board has an independent element and balanced composition of skills, experiences and diversity of perspectives appropriate to the requirements of the Group's business and the retiring Independent Non-executive Directors, if re-elected, will continue to bring valuable business experience, knowledge and professionalism to the Board as well as contribute to its efficient and effective functioning and diversity.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution was passed by the Shareholders at the 2020 annual general meeting held on June 23, 2020, to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate generally and unconditionally to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 21 to 22 of this circular (i.e. a total of 888,579,769 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting).¹

¹ Based on an issued share capital of 8,935,444,691 Shares as of the Latest Practicable Date and after adjusting for 49,647,000 Shares which have been repurchased by the Company but have yet to be cancelled as of April 13, 2021. If the resolution in item 4 of the notice of the Annual General Meeting is approved, the Company will announce the number of shares to which the Share Repurchase Mandate relates.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution was passed by the Shareholders at the 2020 annual general meeting held on June 23, 2020, to give a general mandate to the Directors to allot, issue or deal with the Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 22 to 23 of this circular (i.e. a total of 1,777,159,538 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting).² An ordinary resolution to extend the Issuance Mandate by adding the total number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED GRANTING OF ANNUAL MANDATE TO ISSUE SHARES UNDERLYING RESTRICTED STOCK UNITS TO BE GRANTED UNDER THE 2016 EQUITY INCENTIVE PLAN

The Company adopted the 2016 Equity Incentive Plan by a resolution of the Board on July 25, 2016 and a resolution of the Shareholders on August 23, 2016, as further amended by way of a resolution of the Board and a resolution of the Shareholders on October 25, 2017 and by way of a resolution of the Board on March 8, 2019. The terms of the 2016 Equity Incentive Plan governing the grant of RSUs are not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options by the Company to subscribe for new Shares.

The purposes of the 2016 Equity Incentive Plan are (i) to recognise the contributions to the Company by grantees under the 2016 Equity Incentive Plan and for the retention of talent within the Group; and (ii) to attract new hires and to strengthen the talent pool of the Group.

Unless terminated earlier by the Company, terms governing RSUs under the 2016 Equity Incentive Plan shall be valid and effective for a term of 10 years commencing on July 25, 2016, after which period no further RSUs shall be granted or accepted, but the provisions of the Plan shall remain in full force and effect in order to give effect to the vesting of RSUs granted and accepted prior to the expiration of the 2016 Equity Incentive Plan.

² Based on an issued share capital of 8,935,444,691 Shares as of the Latest Practicable Date and after adjusting for 49,647,000 Shares which have been repurchased by the Company but have yet to be cancelled as of April 13, 2021. If the resolution in item 5 of the notice of the Annual General Meeting is approved, the Company will announce the number of shares to which the Issuance Mandate relates.

LETTER FROM THE BOARD

Unless otherwise duly approved by the Shareholders, the total number of Shares underlying RSUs which may be granted under the 2016 Equity Incentive Plan shall not exceed 1,594,406,095, equivalent to approximately 18% of the total number of issued Shares as at the Listing Date (the “**Scheme Limit**”). For the avoidance of doubt, the Scheme Limit includes RSUs which were granted prior to and on the Listing Date. An aggregate of 708,104,004 Shares were issued to the RSU Trustee on the Listing Date (the “**Listing Date RSU Shares**”), 150,000,000 new Shares were issued to the RSU Trustee on November 1, 2019, and 66,472,658 new Shares were issued to the RSU Trustee on March 25, 2021. As at the Latest Practicable Date, an aggregate of 924,576,662 Shares were issued to the RSU Trustee. Taking into account 79,587,683 RSUs which were granted but have since lapsed, the number of Shares underlying the RSUs which remains available under the Scheme Limit to be granted is 517,154,891 Shares. As at the Latest Practicable Date, an aggregate of 73,398,099 Shares were held in trust by the RSU Trustee, of which 37,285,331 Shares were held in trust for the purpose of satisfying grants made to connected persons, and 36,112,768 Shares were held in trust for the purpose of satisfying grants made to non-connected persons.

An ordinary resolution was passed by the Shareholders at the 2020 annual general meeting held on June 23, 2020, to give the authority for the Directors to allot, issue and deal with such number of additional Shares to be issued under the 2016 Equity Incentive Plan not exceeding 6% of the Shares in issue as at June 23, 2020 during the period from the date of passing the resolution until the earliest of (a) the conclusion of the Annual General Meeting, (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws of the Cayman Islands or the Articles of Association, and (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders at a general meeting of the Company (the “**Previous Annual Mandate**”).

It will be proposed at the Annual General Meeting an ordinary resolution granting to the Directors the Annual Mandate (i) specifying the maximum number of new Shares underlying the RSUs to be granted under the 2016 Equity Incentive Plan shall not exceed 6% of the total number of issued Shares as at the date of the Annual General Meeting; and (ii) empowering the Directors to allot, issue and deal with the Shares underlying the RSUs granted under the 2016 Equity Incentive Plan during the Applicable Period as referred to in the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on page 24 of this circular as and when the RSUs vest.

Subject to the passing of the proposed resolution contained in item 7 of the notice of the Annual General Meeting approving the Annual Mandate, the maximum number of new Shares which may be issued under the 2016 Equity Incentive Plan during the Applicable Period as referred to in item 7 of the notice of the Annual General Meeting will be 533,147,861 Shares subject to adjustment for further grant of Shares underlying the RSUs prior to the date of the Annual General Meeting.³

³ Based on an issued share capital of 8,935,444,691 Shares as of the Latest Practicable Date and after adjusting for 49,647,000 Shares which have been repurchased by the Company but have yet to be cancelled as of April 13, 2021. If the resolution in item 7 of the notice of the Annual General Meeting is approved, the Company will announce the number of shares to which the Annual Mandate relates.

LETTER FROM THE BOARD

Share-based Compensation

Share-based compensation expense relating to awards granted to employees and directors is recognised on a graded acceleration vesting amortisation method over the applicable service period. Share-based compensation expense relating to awards granted to consultants are recognised on a straight-line basis over the applicable service period.

In terms of the RSUs awarded to employees and directors, the total amount to be expensed is determined by reference to the grant date fair value of the RSUs granted and are adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

In terms of RSUs to consultants, the total amount to be expensed is determined by reference to the fair value of the services unless that fair value cannot be estimated reliably. In such cases, the expenses will be measured indirectly by reference to the fair value of the RSUs granted at the date when such consultants render services.

The Board considers that it is not appropriate or helpful to the Shareholders to state the fair value of all RSUs that can be granted under the 2016 Equity Incentive Plan or the Annual Mandate being sought as if they had been granted on the Latest Practicable Date. The Board believes that any statement regarding the value of all RSUs as at the Latest Practicable Date will not be meaningful to the Shareholders since the RSUs to be granted are not transferable and may not be sold, pledged, assigned, hypothecated, transferred or otherwise disposed of by the grantee in any manner other than by will, intestacy laws or by the laws of descent or distribution or unless otherwise permitted by the Company on a case-by-case basis in accordance with the 2016 Equity Incentive Plan. In addition, the calculation of the fair value of the RSUs is based on a number of variables such as fair value of Company's stock on grant date, vesting conditions and other relevant variables.

The Board believes that any calculation of the fair value of the RSUs as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders. Details of the 2016 Equity Incentive Plan, including particulars and movements of the RSUs granted, vested, lapsed and available for grant in the future, and the employee costs arising from the grant of the RSUs during each financial year of the Company will be disclosed in the Company's annual report. The Company will give due consideration to any financial impact arising from the grant of the RSUs under the 2016 Equity Incentive Plan before exercising the Annual Mandate.

In terms of financial impact on net asset value ("NAV") of the Group, it is anticipated that there will be a dilution in the NAV per Share upon the issue of new Shares as a result of the vesting of the RSUs. If the Annual Mandate is exercised in full in 2021, it is expected that the NAV per Share as of December 31, 2020 will be diluted by not more than approximately 5.66%.

LETTER FROM THE BOARD

Listing Approval

The Listing Committee of the Stock Exchange has previously granted its approval for the listing of, and permission to deal in, new Shares which may be issued pursuant to the vesting of RSUs which may be granted under the 2016 Equity Incentive Plan, including the TML Grants.

Shareholding Impact of the Proposed Annual Mandate

The table below sets out the shareholding in the Company:

- (i) as at the Latest Practicable Date; and
- (ii) immediately after the allotment and issue of all new Shares underlying all the RSUs that the Directors may be authorised to grant under the Annual Mandate upon vesting of such RSUs in full, assuming (a) all the conditions to the grant of the RSUs are satisfied, (b) all RSUs granted and unvested as of the Latest Practicable Date vest in full, (c) no other RSUs are granted under the Previous Annual Mandate after the Latest Practicable Date, (d) no other Shares are issued or repurchased by the Company, (e) there are no other changes to the issued share capital of the Company as at the Latest Practicable Date save for the cancellation of 49,647,000 Shares which had been repurchased but not yet cancelled as of the Latest Practicable Date, and (f) all unvested RSUs are satisfied by Shares issued under the Annual Mandate, and not by Shares held by the RSU Trustee as of the Latest Practicable Date.

	(i) As at the Latest Practicable Date		(ii) Upon full exercise of the Annual Mandate	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Chen Family (Hivemind) Holdings Limited ⁽¹⁾	2,837,935,801	31.76	2,837,935,801	30.13
Archview Capital Ltd and other related entities ⁽²⁾	453,852,460	5.08	453,852,460	4.82
Risoluto Pte. Ltd. ⁽³⁾	1,673,090,441	18.72	1,673,090,441	17.76
RSU Trustee ⁽⁴⁾	73,398,099	0.82	73,398,099	0.78
Participants of the 2016 Equity Incentive Plan who have been/may be granted RSUs which are to be satisfied by Shares issued under the Annual Mandate ⁽⁵⁾	–	0.00	533,147,861	5.66
Other Shareholders	3,897,167,890	43.61	3,847,520,890	40.85
Total	8,935,444,691	100.00	9,418,945,552	100.00

LETTER FROM THE BOARD

Notes:

- (1) Chen Family (Hivemind) Holdings Limited is a corporation controlled by Mr. Min-Liang Tan, an Executive Director.
- (2) Archview Capital Ltd, Sandalwood Associates Limited and Lim Teck Lee Land Pte Ltd are corporations controlled by Mr. Lim Kaling, a Non-executive Director.
- (3) Risoluto Pte. Ltd. is a corporation beneficially owned by the Quadri Trust and Campagnion Trust, which were established by Mr. Lim Kaling as the settlor and investment advisor.
- (4) Including Shares issued to and held by Computershare Hong Kong Trustees Limited as trustee of the 2016 Equity Incentive Plan to be used to satisfy RSUs upon vesting, of which 37,285,331 Shares were held in trust for the purpose of satisfying grants made to connected persons, and 36,112,768 Shares were held in trust for the purpose of satisfying grants made to non-connected persons.
- (5) Including Mr. Min-Liang Tan and Mr. Lim Kaling who have been/may be granted RSUs.

The following tables set out the RSUs granted (a) since the Listing Date, and (b) prior to the Listing Date. The Company did not grant any RSUs on the Listing Date.

Details of the RSUs granted since Listing Date under the 2016 Equity Incentive Plan

Name of grantees of RSUs	RSUs granted after the Listing Date in 2017	RSUs granted in 2018	RSUs granted in 2019	RSUs granted in 2020	RSUs granted in 2021	Total number of RSUs granted since Listing Date
<i>Directors of the Company</i>						
Min-Liang Tan	105,104,724	0	178,396,938	89,369,842	390,763	373,262,267
Chan Thiong Joo Edwin*	0	0	1,135,730	424,906	0	1,560,636
Khaw Kheng Joo**	0	0	385,070	0	0	385,070
Liu Siew Lan Patricia***	0	0	1,660,904	944,348	162,818	2,768,070
Tan Chong Neng	0	907,524	926,199	1,290,195	122,113	3,246,031
Lim Kaling	0	0	568,260	369,816	195,382	1,133,458
Chau Kwok Fun Kevin	0	0	847,155	677,997	358,200	1,883,352
Lee Yong Sun	0	0	616,112	493,089	260,509	1,369,710
Gideon Yu	0	0	757,679	493,089	260,509	1,511,277
Other employees, and consultants	0	28,595,693	55,646,094	67,853,667	2,120,618	154,216,072****
Total of all grantees	105,104,724	29,503,217	240,940,141	161,916,949	3,870,912	541,335,943

LETTER FROM THE BOARD

Details of the RSUs granted prior to Listing Date under the 2016 Equity Incentive Plan

Name of grantees of RSUs	RSUs granted prior to the Listing Date
<i>Directors of the Company</i>	
Min-Liang Tan	7,092,132
Chan Thiong Joo Edwin*	51,199,479
Khaw Kheng Joo**	84,004,791
Liu Siew Lan Patricia***	4,865,337
Tan Chong Neng	0
Lim Kaling	520,986
Chau Kwok Fun Kevin	0
Lee Yong Sun	0
Gideon Yu	3,907,395
Other employees, and consultants	463,912,824
Total of all grantees	615,502,944

* Mr. Chan Thiong Joo Edwin resigned as an Executive Director with effect from March 24, 2020.

** Mr. Khaw Kheng Joo resigned as an Executive Director with effect from March 21, 2019.

*** Ms. Liu Siew Lan Patricia resigned as an Executive Director with effect from March 24, 2021.

**** Includes 12,367,321 RSUs granted to connected persons and 141,848,751 RSUs granted to non-connected persons as of the Latest Practicable Date.

The RSUs which have been granted by the Company have not been subject to any adjustments in accordance with the terms of the 2016 Equity Incentive Plan (save for those arising from the Company's listing as disclosed in the Company's prospectus).

The grants of an aggregate of 265,890,627 RSUs to Mr. Min-Liang Tan, including the allotment and issue of 265,890,627 Shares underlying the RSUs, were approved pursuant to the shareholders' resolutions passed on October 25, 2017 and disclosed in the Company's prospectus dated November 1, 2017 (the "TML Grants"). The TML Grants fall within the Scheme Limit. To satisfy the TML Grants when they vest, the Company may utilize part of the Listing Date RSU Shares issued to the RSU Trustee, issue new Shares to the RSU Trustee to be held pending the vesting of the RSUs or issue new Shares to Mr. Min-Liang Tan directly, in each case without further independent Shareholders' approval.

Each of the Directors is a connected person of the Company, and the grant of RSUs to each of them constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. The RSUs granted to the Directors and other connected persons may be satisfied using (i) the Listing Date RSU Shares or (ii) existing Shares which the Company may procure the RSU Trustee to purchase, which in both cases would constitute fully exempt connected

LETTER FROM THE BOARD

transactions of the Company pursuant to Rule 14A.95 of the Listing Rules. While the Annual Mandate will permit the grant of RSUs to be satisfied by the issue of new Shares, such Annual Mandate may not be used to grant or satisfy RSUs granted to Directors and other connected persons by the issue of new Shares without the Company first complying with the reporting, announcement and independent Shareholders' requirements under Chapter 14A of the Listing Rules, save for the TML Grants which had previously been approved by Shareholders as described above. While the Company has not previously procured the RSU Trustee to purchase existing Shares to satisfy the grant of RSUs to connected persons when they vest, the Company may do so in the future if appropriate and where it is in the interests of the Company and Shareholders to do so.

Excluding the TML Grant, as the number of outstanding RSUs which are scheduled to vest from the date of the Annual General Meeting until the expiration of the period within which the next annual general meeting of the Company is required to be held is less than the number of Shares currently held in trust by the RSU Trustee, the Company will be able to meet its obligations to satisfy existing grants of RSUs in full during this period if Shareholders do not approve the Annual Mandate. The Company intends to grant additional RSUs for the purposes of, amongst others, retaining and incentivising employees, and may exercise the Annual Mandate to grant RSUs which may be satisfied by the issue of new Shares as and when appropriate.

The Company is required to maintain a public float in its Shares of 25%. The Company will be able to meet such public float requirement even if the outstanding RSUs granted vest and all the RSUs which may be granted under the Annual Mandate are granted to connected persons of the Company.

To the best knowledge of the Directors, no Shareholder has a material interest in the Annual Mandate and therefore, no Shareholder is required to abstain from voting on the resolution set out in item 7 of the notice of the Annual General Meeting. The RSU Trustee does not exercise the voting rights attached to Shares held by it for the vesting of RSUs.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A proxy form for use at the Annual General Meeting is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.razer.com>). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (excluding any part of a day that is a public holiday) or the adjourned meeting (as the case may be).

7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, granting of the Share Repurchase Mandate, the Issuance Mandate and the Annual Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. IMPACT OF COVID-19 SITUATION

The Directors consider the Annual General Meeting to be a very important event in the Company's calendar and, in particular, a significant opportunity to engage and meet with Shareholders. Given the continued Coronavirus (COVID-19) pandemic situation and restrictions on travel, however, and in order to help ensure the health and safety of the Shareholders, the Company's workforce and others who are involved in the Annual General Meeting, as well as to reduce the risk of any transmission of the COVID-19 virus, the Directors recommend that Shareholders vote by appointing the Chairman as their proxy and to return their proxy forms as specified below and in the Notice of Annual General Meeting, instead of attending the physical Annual General Meeting – for further details on how to do that, including the deadline for doing so, please see page 25. The following alternative arrangements have been put in place to facilitate Shareholder interaction:

- (i) The Company will fully comply with applicable laws and regulations imposed by the Singapore government regarding safe management measures, including restrictions on the size of public gatherings, compliance with contact tracing rules, safe distancing between attendees at the Annual General Meeting, and the mandatory wearing of masks. In the event any additional arrangements relating to the Annual General Meeting are to be made, the Company will post an announcement on its website and on the website of the Stock Exchange to notify Shareholders.

LETTER FROM THE BOARD

- (ii) The Company does not in any way wish to curtail the rights of Shareholders to vote at the Annual General Meeting. Accordingly, Shareholders who wish to vote at the Annual General Meeting are strongly encouraged to submit a proxy form appointing the Chairman of the meeting to act as their proxy. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Shareholders should refer to the Proxy Form for details of how to appoint a proxy and the deadline for doing so.

Shareholders should note that if any person other than the Chairman of the meeting is appointed, that other proxy would need to comply with applicable Safe Management Measures in order to attend and vote at the Annual General Meeting.

Completed proxy forms must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the AGM (that is, by no later than 10:30 a.m. on Monday, May 31, 2021).

Results of the votes at the Annual General Meeting will be published in accordance with Rule 13.39(5) of the Listing Rules.

- (iii) Registered Shareholders are invited to watch the Annual General Meeting via a live audio-visual webcast. The Board requests that any Shareholders who wish to access the webcast should register at <https://www.razer.com/hk-en/agm-register> (the "**Registration Site**").

The Registration Site will be open for registration from 9:00 a.m. on Wednesday, May 19, 2021 until 4:30 p.m. on Wednesday, May 26, 2021.

Only persons who are verified to be registered Shareholders may access the webcast. Registered Shareholders who have entered their details at the Registration Site and whose identity have been verified will receive a confirmation email by 5:30 p.m. on Friday, May 28, 2021 containing the access link and password details to access the live webcast of the AGM proceedings.

The webcast will be opened for registered Shareholders who have successfully pre-registered to log in approximately 15 minutes prior to the commencement of the Annual General Meeting. The webcast can be accessed from any location with access to the Internet with a smart phone, tablet device or computer. Registered Shareholders who join the webcast will not be counted towards a quorum nor will they be able to cast their votes online.

LETTER FROM THE BOARD

- (iv) Shareholders who wish to submit questions to the Board may do so at the Registration Site. Where appropriate, the Board will endeavor to address such questions at the Annual General Meeting and/or by publishing responses to the frequently asked questions on the website of the Company after the Annual General Meeting.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Razer Inc.
Min-Liang TAN
Chairman

The following are details of the Directors who, being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Chau Kwok Fun Kevin, Independent Non-executive Director

Aged 60, was appointed as an Independent Non-executive Director with effect from October 2017. Mr. Chau is also the chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Chau began his career in 1982 with a U.S. bank in New York dealing in fixed income and derivative syndication and had been posted to the bank's London and Tokyo offices. In 1990, Mr. Chau set up his own real estate investment company in California, the United States, investing in real estate projects in Texas and California. Since 1996, Mr. Chau has been an independent non-executive director of the Tai Sang Land Development Limited (a company listed on the Stock Exchange of Hong Kong Limited (Stock Code: 89)). From 2005 to 2012, Mr. Chau was the executive vice chairman of Sincere Watch (Hong Kong) Limited (a company listed on the Stock Exchange of Hong Kong Limited (Stock Code: 444)) ("Sincere Watch Group"), during which he was responsible for the overall development of Sincere Watch Group's business, as well as the strategic planning and positioning and management of the Sincere Watch Group. Prior to joining the Sincere Watch Group, he was a principal officer of an investment company in Hong Kong dealing in real estates and the food and beverage industry in the PRC from 1993 to 1996. From 2008 to 2009, Mr. Chau served as director of the Tung Wah Group of Hospitals. Since 2012 and 2015 respectively, Mr. Chau is the owner and principal of KRC Projects Limited, a private investment company, and a partner and director of Custom Gateway International Limited, a technology software company specialising in providing customisation solutions to businesses with ecommerce platforms.

Mr. Chau obtained a bachelor's degree in economics from Wesleyan University in Connecticut, the United States in June 1983.

Pursuant to the letter of appointment, Mr. Chau is entitled to an annual remuneration of US\$165,000 including RSUs under the 2016 Equity Incentive Plan. His remuneration will be reviewed annually by the Remuneration Committee of the Company.

As at the Latest Practicable Date, Mr. Chau had or was deemed to have interests in 2,483,352 Shares and underlying Shares pursuant to Part XV of the SFO. Mr. Chau meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Chau (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Chau involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Chau that need to be brought to the attention of the Shareholders.

(2) Mr. Lee Yong Sun, Independent Non-executive Director

Aged 76, was appointed as an Independent Non-executive Director with effect from October 2017. Mr. Lee is also the chairman of the Nomination Committee and a member of the Audit and Risk Management Committee of the Company.

Mr. Lee has extensive experience in banking, accounting and finance. From 2001 to 2008, Mr. Lee was the non-executive director of Shangri-la Asia Limited (a company listed on the Stock Exchange of Hong Kong Limited (Stock Code: 69)). From 2000 to 2015, Mr. Lee was a director of China World Trade Center Company Limited (a company listed on the Shanghai Stock Exchange (Stock Code: 600007)). Mr. Lee was a director of Kerry Group Limited from 1992 to 2011. Mr. Lee has been a director of Kerry Holdings Limited since February 1976 and the vice chairman of Kerry Holdings Limited since December 1999.

Mr. Lee obtained a bachelor's degree in accountancy from the University of Singapore in June 1971. He has been a Fellow member of The Institute of Singapore Chartered Accountants, CPA Australia and The Association of Chartered Certified Accountants since August 2004, December 2004 and April 2006, respectively.

Pursuant to the letter of appointment, Mr. Lee is entitled to an annual remuneration of US\$120,000 including RSUs under the 2016 Equity Incentive Plan. His remuneration will be reviewed annually by the Remuneration Committee of the Company.

As at the Latest Practicable Date, Mr. Lee had or was deemed to have interests in 1,369,710 Shares and underlying Shares pursuant to Part XV of the SFO. Mr. Lee meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Lee (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,935,444,691 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged until the date of the Annual General Meeting, save for the cancellation of 49,647,000 Shares which have been repurchased but have yet to be cancelled as of April 13, 2021, i.e. 8,885,797,691 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 888,579,769 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

A shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to any extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the 12 months preceding and up to and including the Latest Practicable Date, were as follows:

Year	Month	Highest HK\$	Lowest HK\$
2020	April	1.09	0.98
	May	1.20	1.02
	June	1.60	1.09
	July	1.73	1.47
	August	1.81	1.51
	September	1.83	1.42
	October	2.53	1.75
	November	2.84	2.17
	December	2.90	2.20
2021	January	2.88	2.28
	February	3.36	2.44
	March	2.69	1.97
	April (<i>up to the Latest Practicable Date</i>)	2.78	2.61

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of Chen Family (Hivemind) Holdings Limited, Chen Family (Global) Holdings Limited (which wholly owns Chen Family (Hivemind) Holdings Limited), Julius Baer Trust Company (Channel Islands) Limited (as trustee of the Chen Family Trust which beneficially owns Chen Family (Global) Holdings Limited), and Mr. Min-Liang Tan (as settlor of Chen Family Trust) is taken to have an interest under the SFO in the same block of 2,837,935,801 Shares, representing approximately 32% of the total number of Shares then in issue. Apart from the foregoing, Mr. Min-Liang Tan held 380,354,399 Shares, representing approximately 4.25% of the total number of Shares then in issue. In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, then (assuming the present shareholdings remain the same, and taking into account the cancellation of 49,647,000 Shares which have been repurchased but have yet to be cancelled as of April 13, 2021) the attributable shareholding of Mr. Min-Liang Tan would be increased to approximately 40.24% of the issued share capital of the Company.

Save as disclosed above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had repurchased its Shares on the Stock Exchange as follows:

Date of Purchase	Number of Shares purchased	Purchase price per Share	
		Highest HK\$	Lowest HK\$
October 8, 2020	4,830,000	1.90	1.81
October 14, 2020	3,000,000	1.99	1.98
December 22, 2020	2,000,000	2.20	2.20
December 29, 2020	2,639,000	2.24	2.20
December 31, 2020	2,600,000	2.38	2.35
March 25, 2021	10,127,000	2.31	2.26
March 26, 2021	6,000,000	2.465	2.46
March 29, 2021	7,000,000	2.502	2.47
March 30, 2021	2,310,000	2.50	2.50
April 1, 2021	13,000	2.64	2.64
April 7, 2021	3,925,000	2.70605	2.70

NOTICE OF ANNUAL GENERAL MEETING



RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1337)

Notice is hereby given that the Annual General Meeting of Razer Inc. (the “**Company**”) will be held at 514 Chai Chee Lane, #07-05 Singapore 469029 on Wednesday, June 2, 2021 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended December 31, 2020.
2. (a) To re-elect Mr. Chau Kwok Fun Kevin as an Independent Non-executive Director of the Company.

(b) To re-elect Mr. Lee Yong Sun as an Independent Non-executive Director of the Company.

(c) To authorize the Directors to fix the respective Directors’ remuneration.
3. To re-appoint KPMG as auditors of the Company and to authorize the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the

NOTICE OF ANNUAL GENERAL MEETING

maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening the Annual General Meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by

NOTICE OF ANNUAL GENERAL MEETING

the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) the maximum number of new shares underlying the restricted stock units (“**RSUs**”) which may be granted pursuant to the 2016 Equity Incentive Plan adopted by the Company during the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting

(the “**Applicable Period**”),

shall not exceed 6% of the total number of issued shares of the Company as at the date of passing of this resolution; and

- (b) the Directors shall have the power to allot, issue and deal with the shares underlying the RSUs granted under the 2016 Equity Incentive Plan during the Applicable Period as and when the RSUs vest.”

By Order of the Board

Razer Inc.

Min-Liang TAN

Chairman

Singapore, April 16, 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the Annual General Meeting, the Chairman will put each of the above resolutions to be voted by poll (except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every member present in person or by proxy shall be entitled to one vote for each share held by him.
3. To be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the above meeting (excluding any part of a day that is a public holiday) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.
4. In order to help ensure the health and safety of the Shareholders, the Company’s workforce and others who are involved in the Annual General Meeting, and to follow measures which are mandated or recommended by the Singapore government, the Directors recommend that Shareholders vote by appointing the Chairman as their proxy and to return their proxy forms as specified above, instead of attending the physical Annual General Meeting. Shareholders are also encouraged to participate in the proceedings by way of the alternative arrangements which have been put in place to facilitate Shareholder interaction.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, May 28, 2021 to Wednesday, June 2, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 27, 2021.