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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

DELAY IN DESPATCH OF SCHEME DOCUMENT IN RELATION TO (1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF RAZER INC. BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES ACT AND (2) PROPOSED WITHDRAWAL OF LISTING OF RAZER INC.

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Razer Inc. (the “**Company**”) refers to the announcement dated 1 December 2021 jointly issued by the Company and Ouroboros (I) Inc. (the “**Offeror**”) in relation to, among others, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act and the proposed withdrawal of listing of the Company (the “**Proposal**”) (the “**Joint Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

As stated in the Joint Announcement, it is the intention of the Offeror and the Company that the Scheme Document will be jointly despatched by the Offeror and the Company to the Shareholders and the RSU Holders in accordance with the requirements of the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Offeror and the Company should normally despatch the Scheme Document within 21 days of the date of the Joint Announcement (being on or before 22 December 2021), unless consent is granted by the Executive to extend the deadline for the despatch of the Scheme Document.

As disclosed in the Joint Announcement, the making of the Proposal is, and the implementation of the Scheme will be, subject to the satisfaction of the Pre-Condition, being, with respect to the applicable Antitrust Laws, all notifications, filings or applications which are necessary having been made and (a) the receipt of approvals or clearances from the relevant Authorities, or (b) relevant waiting periods (and any extensions thereof) having expired, lapsed or been terminated (as appropriate) with no objection having been received from the relevant Authorities, as applicable on or prior to the Pre-Condition Long Stop Date. As additional time is required (i) for the fulfilment of the Pre-Condition and (ii) for preparing and finalising certain information to be included in the Scheme Document, an application for consent has been made by the Company to the Executive, and the Executive has granted a waiver from the strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent to extend the deadline for the despatch of the Scheme Document to within seven days after the fulfilment of the Pre-Condition or 6 June 2022, whichever is earlier.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the despatch of the Scheme Document as and when appropriate.

A detailed timetable of the implementation of the Proposal and the RSU Proposal will be included in the Scheme Document.

WARNING: Shareholders, RSU Holders and potential investors should be aware that the implementation of the Proposal, the Scheme and the RSU Proposal is subject to the Pre-Condition and Conditions being fulfilled or (where applicable) waived, and therefore the Proposal, the Scheme and the RSU Proposal may or may not be implemented. Shareholders, RSU Holders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
OUROBOROS (I) INC.
Min-Liang TAN
Director

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

Singapore, 22 December 2021

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 ImmoBillari)) 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. Lim Kaling, 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 ImmoBillari 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