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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) DESPATCH OF SCHEME DOCUMENT**

Financial Adviser to the Offeror

CREDIT SUISSE 

Independent Financial Adviser to the Independent Board Committee

ANGLO CHINESE 
CORPORATE FINANCE, LIMITED

Reference is made to:

- (i) the announcement dated 1 December 2021 jointly issued by Razer Inc. (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**”);
- (ii) the announcement dated 22 December 2021 jointly issued by the Company and the Offeror in relation to the delay in despatch of the Scheme Document;
- (iii) the announcement dated 24 January 2022 jointly issued by the Company and the Offeror in relation to the monthly update on the Proposal and delay in despatch of the Scheme Document;
- (iv) the announcement dated 21 February 2022 jointly issued by the Company and the Offeror in relation to the second monthly update on the Proposal, fulfilment of the Pre-Condition and further delay in despatch of the Scheme Document;
- (v) the announcement dated 21 March 2022 jointly issued by the Company and the Offeror in relation to the third monthly update on the Proposal; and
- (vi) the scheme document dated 30 March 2022 jointly issued by the Company and the Offeror in relation to, among other things, the Proposal, the Scheme and the RSU Proposal (the “**Scheme Document**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document, together with the notices of the Court Meeting and the General Meeting to be held on Tuesday, 26 April 2022 and the related forms of proxy, will be despatched to the Shareholders on Wednesday, 30 March 2022.

The Scheme Document contains, among other things, further details of the Proposal, the Scheme and the RSU Proposal, an explanatory statement as required under the Companies Act, the expected timetable relating to the Proposal, the recommendations of the Independent Board Committee, the letter of advice from the Independent Financial Adviser and the notices of the Court Meeting and the General Meeting.

RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISOR

The Independent Board Committee, comprising Mr. Gideon Yu, Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun (being all of the independent non-executive Directors), has been established by the Board in accordance with Rule 2.1 of the Takeovers Code to make recommendations to the Disinterested Shareholders and the RSU Holders as to: (i) whether the terms of the Proposal, the Scheme and the RSU Proposal are, or are not, fair and reasonable; and (ii) whether to vote in favour of the Scheme at the Court Meeting and the resolutions in connection with the implementation of the Proposal at the General Meeting.

The Board has, with the approval of the Independent Board Committee, appointed Anglo Chinese Corporate Finance, Limited as the Independent Financial Adviser pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in connection with the Proposal and the RSU Proposal.

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Proposal, the Scheme and the RSU Proposal to be fair and reasonable as far as the Disinterested Shareholders and the RSU Holders (as applicable) are concerned, and advises the Independent Board Committee to recommend the Disinterested Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the General Meeting to approve and implement the Scheme.

The Independent Board Committee, having considered the terms of the Proposal, the Scheme and the RSU Proposal, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers the terms of the Proposal, the Scheme and the RSU Proposal to be fair and reasonable as far as the Disinterested Shareholders and the RSU Holders (as applicable) are concerned. Accordingly, the Independent Board Committee recommends the Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the Shareholders at General Meeting to approve and implement the Scheme.

Shareholders and RSU Holders are urged to read carefully the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in relation to the Proposal, the Scheme and the RSU Proposal as set out in the letters from the Independent Board Committee and the Independent Financial Adviser as contained in the Scheme Document.

COURT MEETING, GENERAL MEETING AND GRAND COURT HEARING

The Court Meeting and the General Meeting are scheduled to be held at 9:00 a.m. and 9:30 a.m., respectively, on Tuesday, 26 April 2022 at Razer SEA HQ, 1 one-north Crescent #02-01, Singapore 138538 (or, in the case of the General Meeting, as soon thereafter as the Court Meeting shall have been concluded or adjourned).

As at the Latest Practicable Date (i.e. 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 ten (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 the 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).

Whether or not you are able to attend the Court Meeting and/or the General Meeting or any adjournment thereof in person, if you are a Shareholder, you are strongly urged to complete and sign the pink form of proxy in respect of the Court Meeting and if you are a Shareholder, you are strongly urged to complete and sign the white form of proxy in respect of the General Meeting, in accordance with the instructions printed thereon and to lodge them at the office of the Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event no later than the respective times and dates specified in them. The white form of proxy in respect of the General Meeting will not be valid if it is not so lodged. In the case of the pink form of proxy in respect of the Court Meeting, it may also be handed to the Chairman of the Court Meeting (who will have absolute discretion on whether or not to accept it) at the Court Meeting if it is not so lodged.

Completion and return of a form of proxy for the Court Meeting and/or 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.

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.

Furthermore, the Company wishes to advise all of the Shareholders, particularly any Shareholders who are subject to quarantine in relation to COVID-19, that they may 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, instead of attending the Court Meeting and/or the General Meeting in person. Physical attendance by a Shareholder is not necessary for the purpose of exercising any voting rights.

In accordance with the directions of the Grand Court, the Court Meeting will be held for the purpose of considering and, if thought fit, passing a resolution to approve the Scheme (with or without modifications).

The General Meeting will be held immediately following the conclusion or adjournment of the Court Meeting for the purpose of considering and, if thought fit, passing (i) a special resolution to approve any reduction of the issued share capital of the Company; and (ii) an ordinary resolution to implement the Scheme.

If the requisite approval is obtained at the Court Meeting and the resolutions are passed at the General Meeting, the Grand Court hearing will be held for the Grand Court to hear the petition to sanction the Scheme. The hearing to sanction the petition is listed to be heard on Friday, 6 May 2022 at 10:00 a.m. (Cayman Islands time) and Scheme Shareholders have the right to attend, or appear by counsel, and be heard on the hearing of the petition.

Notices of the Court Meeting and the General Meeting are contained in the Scheme Document. The Company and the Offeror will make an announcement in relation to the results of the Court Meeting and the General Meeting, in accordance with Rule 19.1 of the Takeovers Code to the extent applicable, on Tuesday, 26 April 2022 by not later than 7:00 p.m.

ENTITLEMENTS TO ATTEND AND VOTE AT THE COURT MEETING AND CLOSURE OF REGISTER OF MEMBERS

Shareholders who are entitled to attend and vote at the Court Meeting and the General Meeting are those whose names appear on the register of members of the Company as at the close of business on Tuesday, 26 April 2022.

For the purpose of determining the entitlements of the Shareholders to attend and vote at the Court Meeting and the General 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 and the General 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.

CONDITIONS OF THE PROPOSAL, THE SCHEME AND THE RSU PROPOSAL

Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable. All of the Conditions must be fulfilled or (where applicable) waived on or before the Long Stop Date, failing which the Proposal and the Scheme will lapse. If the Conditions are satisfied or (where applicable) waived, the Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

The RSU Proposal is conditional on the Scheme becoming effective. If any of the Conditions is not fulfilled or (where applicable) waived on or before the Long Stop Date (i.e. 23 August 2022), and the Proposal and the Scheme lapse, the RSU Proposal will lapse.

If all the resolutions are passed at the Court Meeting and the General Meeting, further announcements will be made in relation to, among other things, the results of the hearing of the petition for the sanction of the Scheme by the Grand Court and, if the Scheme is sanctioned, the Scheme Record Date, the Effective Date and the date of withdrawal of listing of Shares from the Stock Exchange in accordance with the requirements of the Takeovers Code and the Listing Rules.

EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. Unless otherwise specified, all times and dates refer to Hong Kong local times and dates.

**Hong Kong time
(unless otherwise specified)**

Despatch of the Scheme Document and
the letter to the RSU Holders Wednesday, 30 March 2022

Latest time for lodging transfers of Shares in order to
qualify for entitlement to attend and vote at
the Court Meeting and the General Meeting 4:30 p.m. on
Wednesday, 20 April 2022

Register of members of the Company closed for
determining entitlement to attend and vote at
the Court Meeting and the General Meeting (*Note 1*) Thursday, 21 April 2022 to
Tuesday, 26 April 2022
(both days inclusive)

Latest time for lodging forms of proxy in respect of:

- Court Meeting (*Note 2*) 9:00 a.m. on
Sunday, 24 April 2022
- General Meeting (*Note 2*) 9:30 a.m. on
Sunday, 24 April 2022

Meeting Record Date	Tuesday, 26 April 2022
Court Meeting (<i>Notes 2 and 3</i>)	9:00 a.m. on Tuesday, 26 April 2022
General Meeting (<i>Notes 2 and 3</i>)	9:30 a.m. on Tuesday, 26 April 2022 (or immediately after the conclusion or adjournment of the Court Meeting)
Announcement of the results of the Court Meeting and the General Meeting posted on the website of the Stock Exchange	no later than 7:00 p.m. on Tuesday, 26 April 2022
Expected latest time for trading of Shares on the Stock Exchange	4:10 p.m. on Wednesday, 27 April 2022
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme.	4:30 p.m. on Tuesday, 3 May 2022
Register of members of the Company closed for determining entitlements under the Scheme (<i>Note 4</i>)	from Wednesday, 4 May 2022 onwards
Grand Court hearing of the petition for the sanction of the Scheme (<i>Note 5</i>)	Friday, 6 May 2022 (Cayman Islands time)
Announcement of (1) the results of the Grand Court hearing for the petition for the sanction of the Scheme, (2) the expected Effective Date and (3) the expected date of withdrawal of listing of Shares on the Stock Exchange posted on the website of the Stock Exchange	At or before 8:30 a.m. on Tuesday, 10 May 2022
Scheme Record Date	Wednesday, 11 May 2022
Effective Date and the RSU Proposal becomes effective (<i>Note 5</i>)	Wednesday, 11 May 2022 (Cayman Islands time)

Announcement of (1) the Effective Date and
(2) the withdrawal of listing of Shares on
the Stock Exchange posted on the website of
the Stock Exchange at or before 8:30 a.m. on
Thursday, 12 May 2022

Expected withdrawal of listing of Shares on
the Stock Exchange becomes effective (*Note 6*) 9:00 a.m. on
Friday, 13 May 2022

Latest time to despatch cheques for
the cash payment under the Scheme (*Note 7*) on or before
Friday, 20 May 2022

Notes:

1. The register of members of the Company will be closed during such period for the purpose of determining entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the General Meeting. For the avoidance of doubt, this period of closure is not for determining entitlements under the Scheme.
2. The **pink** form of proxy in respect of the Court Meeting and the **white** form of proxy in respect of the General Meeting should be completed and signed in accordance with the instructions respectively printed thereon and should be lodged at the office of the Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by the times and dates stated above. The **pink** form of proxy for use at the Court Meeting and the **white** form of proxy for use at the General Meeting should be lodged no later than the time and date stated above. In the case of the **pink** form of proxy in respect of the Court Meeting, it may also be handed to the Chairman of the Court Meeting (who will have absolute discretion on whether or not to accept it) at the Court Meeting if it is not so lodged. The **white** form of proxy in respect of the General Meeting will not be valid if it is not so lodged. The completion and return of a form of proxy for the Court Meeting and/or the General Meeting will not preclude a member from attending and voting in person at the relevant meeting or any adjournment thereof if he, she or it so wishes. In such event, the returned form of proxy will be revoked by operation of law.
3. The Court Meeting and the General Meeting will be held at Razer SEA HQ, 1 one-north Crescent #02-01, Singapore 138538 at the times and dates specified above.

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 the 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).

Please see notice of the Court Meeting as set out on pages 190 to 193 of the Scheme Document and the notice of the General Meeting as set out on pages 194 to 198 of the Scheme Document.

4. The register of members of the Company will be closed during such period for the purpose of determining the Scheme Shareholders, who are qualified for the entitlements under the Scheme.
5. The Grand Court hearing will be held at the Grand Court. Scheme Shareholders have the right to attend, or appear by counsel, and be heard on the hearing of the petition. The Scheme will become effective upon all the Conditions set out in the paragraph headed “*Conditions of the Proposal*” in the Explanatory Memorandum of the Scheme Document having been fulfilled or (to the extent permitted) waived (as the case maybe). The Scheme shall become effective when an office copy of the order of the Grand Court sanctioning the Scheme (with or without modification) under section 86 of the Companies Act and confirming the reduction of the share capital of the Company involved in the Scheme together with a minute and a return that comply with section 86 of the Companies Act shall have been delivered and registered by the Registrar of Companies in the Cayman Islands.
6. If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at 9:00 a.m. on Friday, 13 May 2022.
7. Cheques for entitlements of Scheme Shareholders will be despatched by ordinary post in postage pre-paid envelopes addressed to Scheme Shareholders at their respective addresses as appearing in the register of members of the Company as at the Scheme Record Date or, in the case of joint holders, at the address appearing in the register of members of the Company as at the Scheme Record Date of the joint holder whose name then stands first in the register of members of the Company in respect of the relevant joint holding as soon as possible but in any event within seven (7) business days (as defined in the Takeovers Code) following the Effective Date. Cheques shall be posted at the risk of the addressees and none of the Offeror, the Offeror Concert Parties, the Company, Credit Suisse, the Independent Financial Adviser and the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in the despatch of the same.

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, 30 March 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 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. 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 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