



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

FSD CAUSE NO. 35 OF 2022 (DDJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2022
REVISION)
AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
AND IN THE MATTER OF RAZER INC.

ORDER

UPON THE APPLICATION of Razer Inc. (the "**Petitioner**") by Ex Parte Summons dated 21 February 2022;

AND UPON determining the matter is appropriate to be dealt with administratively;

AND UPON READING the Petition, the First Affirmation and Second Affirmation of Min-Liang Tan affirmed on 21 February 2022 and 17 March 2022 respectively, the First Affirmation of Edward Geoffrey Freeman affirmed on 17 March 2022, the First Affidavit of Tonicia Williams dated 21 March 2022, the exhibits thereto and the other documents on the court file;

IT IS HEREBY ORDERED THAT

1. The relevant class of the shareholders of the Petitioner (the "**Scheme Shareholders**") for the purposes of approving the scheme of arrangement (the



“**Scheme**”) proposed to be made between the Petitioner and the Scheme Shareholders are those identified as such in the composite scheme document incorporating the Scheme and an explanatory statement (the “**Scheme Document**”) attached as Exhibit “MLT-1” of the First Affirmation of Min-Liang Tan.

2. HKSCC Nominees Limited (as a common nominee in respect of securities held in the Central Clearing and Settlement System (“**CCASS**”) operated by Hong Kong Securities Clearing Company Limited, a subsidiary of Hong Kong Exchanges and Clearing Limited) will be counted as one Scheme Shareholder and may vote for or against the Scheme according to the majority of voting instructions it receives. CCASS shall specify the number of votes cast in favour of the Scheme and the number of persons admitted to participate in CCASS including those admitted to participate as an investor participant (the “**CCASS Participants**”) on whose instructions they are cast and the number of votes cast against the Scheme and the number of CCASS Participants on whose instructions they are cast.

AND IT IS HEREBY ORDERED THAT

3. The Petitioner be at liberty to convene a meeting (the “**Court Meeting**”) (which shall include any adjourned meeting)) of the Scheme Shareholders to be held on 20 April 2022, or as soon thereafter as possible after allowing for the approval or clearance of the Scheme Document by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Securities and Futures Commission of Hong Kong (the “**SFC**”). 21 days’ notice of the Court Meeting shall be given to the Scheme Shareholders, to consider, and if thought fit, approve (with or without modification) the Scheme under Section 86 of the Companies Act (2022 Revision). The Court Meeting shall be held in Singapore. If, by a date being not later than 10 Business Days prior to the date of the Court Meeting, it becomes



reasonably apparent to the Petitioner that the laws, rules and regulations of Hong Kong that the provision of a venue in Hong Kong at which Scheme Shareholders can attend to watch the Scheme Meeting and ask Directors questions about the Scheme by electronic means will become possible in Hong Kong, then the Petitioner be at liberty to (i) provide such a venue in Hong Kong with facilities for the Scheme Shareholders to watch the Scheme Meeting and ask Directors questions about the Scheme by electronic means, and (ii) publish a notice in respect of such arrangements on its website and the website of the Stock Exchange.

4. The Scheme Document with such changes as may be required by the Stock Exchange or the SFC be and is hereby approved for the purpose of convening the Court Meeting.
5. Subject to the exceptions set out in paragraphs 6 and 7 below, at least 21 days before the day appointed for the Court Meeting, the Petitioner shall cause the following documents to be despatched to the Scheme Shareholders:
 - 5.1 Notice of the Court Meeting substantially in the same form as that included in Exhibit “MLT-1” of the First Affirmation of Min-Liang Tan;
 - 5.2 the Scheme Document substantially in the same form as that included in Exhibit “MLT-1” of the First Affirmation of Min-Liang Tan with such amendments or modifications as may be necessary to comply with the requirements of the Stock Exchange and the SFC; and
 - 5.3 a proxy form substantially in the same form as that included in Exhibit MLT-5 of the First Affirmation of Min-Liang Tan or a proxy form from HKSCC Nominees Limited in such a form as may be necessary to meet



the requirements of HKSCC Nominees Limited,

personally, or by posting, or by courier the documents to the Scheme Shareholders at the relevant registered business or other address appearing in the register of members of the Petitioner at least 21 days prior to the Court Meeting.

6. In respect of those Scheme Shareholders who have elected to receive communications electronically from the Petitioner, the documents referred to in paragraph 5 will not be despatched to such Scheme Shareholders. At least 21 days' before the day appointed for the Court Meeting, the Petitioner shall (i) cause the documents referred to in paragraph 5 to be uploaded to the website of the Petitioner and the website of The Stock Exchange of Hong Kong Limited, and (ii) send to each such Scheme Shareholder (personally, or by posting, or by courier to the Scheme Shareholders at the relevant registered business or other address appearing in the register of members of the Petitioner at least 21 days prior to the Court Meeting) a notification letter informing each such Scheme Shareholder of the uploading of such documents in accordance with Article 30 of the articles of association of the Company.
7. In the event that the despatch of the Scheme Document to overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Company or the Scheme Shareholders), the Scheme Document may not be despatched to such overseas Scheme Shareholders. For that purpose, if necessary the Company will apply for any waivers as may be required by the Executive (as defined in the Scheme Document) pursuant to Note 3 to Rule 8 of the Takeovers Code (as defined in the Scheme Document) at such



time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas Scheme Shareholders.

8. For the purposes of service of the Scheme Document it shall be sufficient to demonstrate that it was placed into envelopes correctly addressed to the Scheme Shareholders at their addresses appearing on the register of members as at the day the Scheme Document was despatched and that the envelopes were posted, or despatched by courier service, to those Scheme Shareholders.
9. The accidental omission to serve any Scheme Shareholder with the Scheme Document, or the non-receipt by any Scheme Shareholder of the Scheme Document shall not invalidate the proceedings at the Court Meeting.
10. Mr. Choo Wei Pin, the Joint Company Secretary and Chief Legal and Compliance Officer of the Company, or failing him, Mr. Khaw Kheng Joo, who is the Chief Operating Officer of the Company, or failing him, any other senior management personnel of the Company (not being a person considered to be acting in concert, with the Offeror under the Takeovers Code) as at the date of the Court Meeting, be appointed chairman of the Court Meeting and be directed to report, within seven days of the Court Meeting, the results of the Court Meeting to the Court.
11. Scheme Shareholders whose names appear on the register of members of the Petitioner as at the Meeting Record Date (as defined in the Scheme Document) be entitled to attend and vote, in person or by proxy, at the Court Meeting.



12. The form of proxy substantially in the form of that appearing in Exhibit “MLT-5” of the First Affirmation of Min-Liang Tan is hereby approved for use at the Court Meeting and that the form of proxy be lodged in original form at the Petitioner’s branch share registrar and transfer office 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, not less than 48 hours before the time of the Court Meeting or alternatively handed to the chairman of the Court Meeting at the Court Meeting.
13. The chairman of the Court Meeting be entitled to accept the warranty on the said form of proxy as to the authority of the signatory to cast the votes thereby cast without further investigation.
14. The chairman of the Court Meeting be at liberty to accept a form of proxy in his absolute discretion including the figure for which any Scheme Shareholder seeks to vote, notwithstanding that the form of proxy has not been completed in accordance with the instructions contained therein, provided that the chairman of the Court Meeting considers that the information contained therein is sufficient to establish the right of the Scheme Shareholder to vote.
15. Save as expressly stated in this Order the chairman of the Court Meeting be at liberty to conduct the proceedings of the Court Meeting in accordance with the Articles of Association of the Petitioner.
16. The preparation of a list of creditors be dispensed with.
17. An inquiry as to the debts of and claims against the Petitioner or as to any class or classes of such debts or claims be dispensed with.

The Reduction of Capital

18. No orders are made in respect of the Reduction of Capital (as defined in the Petition).

Petition hearing date

19. The Petition be set down to be heard at 10am on 6 May 2022.

Other matters

20. No order as to costs.
21. The Petitioner be at liberty to apply generally.

DATED this 22 day of March 2022

FILED this 22 day of March 2022

**THE HONOURABLE JUSTICE DAVID DOYLE
JUDGE OF THE GRAND COURT**

This Order was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law, for and on behalf of the Petitioner whose address for service is that of its said Attorneys-at-Law, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.