



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 35 OF 2022 (DDJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2022
REVISION)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF RAZER INC.

ORDER

UPON THE PETITION of Razer Inc. (the "Petitioner") dated 21 February 2022;

AND UPON HEARING Counsel for the Petitioner

AND UPON READING the said Petition; the First, Second and Third Affirmations of Min-Liang Tan affirmed on 21 February 2022, 17 March 2022 and 28 April 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 First Affirmation of Choi Chun Wai dated 4 April 2022; and the other documents on the court file

AND UPON the undertakings given to this Honourable Court by the Offeror and Consortium Offeror Concert Parties (as defined in the Petition)

IT IS HEREBY ORDERED that the Scheme of Arrangement as referred to in the said Petition, the final version of which is exhibited to the First Affirmation of Choi Chun Wai be and is hereby sanctioned

IT IS ORDERED that:

1. The Special Resolution authorizing the capital reduction of the Company by Extraordinary General Meeting dated 26 April 2022 is confirmed;

2. This Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the attached approved minute in Schedule "A" in respect of the capital reduction of the Company;
3. Notice of the registration by the Registrar of Companies of this Order and of the said Schedule be published once in the first available Cayman Gazette and once in the Hong Kong South China Morning Post newspaper in English and once in the Hong Kong Economic Journal newspaper in Chinese within 21 days of such registration;
4. There be no order as to costs; and
5. Liberty to apply.

Dated this 6th day of May 2022

Filed this 6th day of May 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, SIX, Cricket Square, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands

Schedule A

“The issued share capital of Razer Inc. (the “Company”) was by virtue of a Special Resolution passed on 26 April 2022 and with the confirmation of an order of the Grand Court of the Cayman Islands dated 6 May 2022, reduced from US\$88,262,283.47 divided into 8,826,228,347 shares of par value US\$0.01 each to US\$0.01 divided into 1 share of par value US\$0.01 (the “Reduction of Capital”). Immediately upon the Reduction of Capital, the issued share capital of the Company was restored to US\$88,262,283.47 by allotting and issuing to the Offeror, credited as fully paid at par, 8,826,228,346 shares of par value US\$0.01 each.

The authorized share capital of the Company, on registration of this Minute, is US\$150,000,000 divided into 15,000,000,000 shares of US\$0.01 each (the “Shares”).”