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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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A notice convening the Annual General Meeting of the Company to be held at 514 Chai Chee Lane, #07-05, Singapore 469029 on Friday, June 28, 2019 at 10:30 a.m. (Hong Kong/Singapore time) is set out on pages 22 to 26 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 (i.e. not later than 10:30 a.m. on Wednesday, June 26, 2019 (Hong Kong/Singapore time)) 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.

\* *For identification purposes only*

April 30, 2019

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## DEFINITIONS

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*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 Friday, June 28, 2019 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 22 to 26 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

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## DEFINITIONS

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“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 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 23, 2019, 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 share capital of the Company

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## DEFINITIONS

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“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 as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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**RAZER INC.**

雷蛇\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1337)**

*Executive Directors:*

Mr. Min-Liang Tan (*Chairman*)  
Mr. Chan Thiong Joo Edwin  
Ms. Liu Siew Lan Patricia

*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 Uglund House  
Grand Cayman KY1-1104  
Cayman Islands

*Corporate Headquarters:*

201 3rd Street, Suite 900  
San Francisco, CA 94103  
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 30, 2019

*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 28, 2019.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### **2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. Chan Thiong Joo Edwin, Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun shall retire by rotation at the Annual General Meeting. In addition, Ms. Liu Siew Lan Patricia, who had been appointed by the Board on March 21, 2019, shall hold office until the Annual General Meeting pursuant to Article 16.2 of the Articles of Association. 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.

Each of Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun, all being Independent Non-executive Directors eligible for re-election at the Annual General Meeting, had made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively. The Company is of the view that each of Mr. Chau and Mr. Lee meets 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 2018 annual general meeting held on May 30, 2018, 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 22 to 23 of this circular (i.e. a total of 883,103,503 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting). The Directors have no immediate plan to repurchase any issued Shares pursuant to the Share Repurchase Mandate.

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## **LETTER FROM THE BOARD**

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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 2018 annual general meeting held on May 30, 2018, 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 23 to 24 of this circular (i.e. a total of 1,766,207,006 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting). 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.



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## LETTER FROM THE BOARD

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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**”). An aggregate of 708,104,004 Shares were issued to the RSU Trustee on the Listing Date, and as at the Latest Practicable Date, the number of Shares underlying the RSUs which remains available under the Scheme Limit to be granted is 886,302,091 Shares.

An ordinary resolution was passed by the Shareholders at the 2018 annual general meeting held on May 30, 2018, 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 May 30, 2018 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 25 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 529,862,101 Shares subject to adjustment for further grant of shares underlying the RSUs prior to the date of the Annual General Meeting.

### **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.

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## LETTER FROM THE BOARD

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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 2019, it is expected that the NAV per Share as of December 31, 2018 will be diluted by not more than approximately 5.57%.

### **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.

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## LETTER FROM THE BOARD

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### 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, and (e) there are no other changes to the issued share capital of the Company as at the Latest Practicable Date.

	<b>(i) As at the Latest Practicable Date</b>		<b>(ii) Upon vesting of the RSUs granted in full</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Chen Family (Hivemind) Holdings Limited <sup>(1)</sup>	2,921,445,801	33.08	2,921,445,801	30.73
Voyager Equity Limited and other related entities <sup>(2)</sup>	2,126,942,901	24.08	2,126,942,901	22.37
Participants of the 2016 Equity Incentive Plan who have been granted RSUs which have not vested as of the Latest Practicable Date <sup>(3)</sup>	–	–	301,254,756	3.17
RSU Trustee <sup>(4)</sup>	155,807,550	1.76	–	–
Participants of the 2016 Equity Incentive Plan who may be granted RSUs pursuant to the Annual Mandate <sup>(5)</sup>	–	–	529,862,101	5.57
Other Shareholders	<u>3,626,838,781</u>	<u>41.07</u>	<u>3,626,838,781</u>	<u>38.15</u>
<b>Total</b>	<b><u>8,831,035,033</u></b>	<b><u>100.0</u></b>	<b><u>9,506,344,340</u></b>	<b><u>100.0</u></b>

Due to rounding, numbers presented throughout this circular may not add up precisely to the totals indicated and percentages may not precisely reflect the absolute figures.

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## LETTER FROM THE BOARD

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*Notes:*

- (1) Chen Family (Hivemind) Holdings Limited is a corporation controlled by Mr. Min-Liang Tan, an executive Director.
- (2) Voyager Equity Limited, Lim Teck Lee Land Pte Ltd, Primerose Ventures Inc., Archview Capital Ltd and Sandalwood Associates Limited are corporations controlled by Mr. Lim Kaling, a non-executive Director.
- (3) Including Mr. Min-Liang Tan and Mr. Lim Kaling who have been granted RSUs.
- (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.
- (5) Including Mr. Min-Liang Tan and Mr. Lim Kaling who may be granted RSUs.

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

Name of grantees of RSUs	RSUs granted since Listing Date
<i>Directors of the Company</i>	
Min-Liang Tan	283,501,662
Chan Thiong Joo Edwin	385,070
Khaw Kheng Joo <sup>(1)</sup>	385,070
Liu Siew Lan Patricia	459,848
Lim Kaling	568,260
Chau Kwok Fun Kevin	847,155
Lee Yong Sun	616,112
Gideon Yu	757,679
Other employees, and consultants	59,346,175
<b>Total of all grantees</b>	<b>346,867,031</b>

- (1) Mr. Khaw Kheng Joo resigned as an executive Director with effect from March 21, 2019.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 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.

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## LETTER FROM THE BOARD

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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 (i.e. not later than 10:30 a.m. on Wednesday, June 26, 2019 (Hong Kong/Singapore time)) or the adjourned meeting (as the case may be). Completion and delivery 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 should be deemed to be revoked.

### 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. 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. Chan Thiong Joo Edwin, Executive Director**

Mr. Chan Thiong Joo Edwin, aged 41, was appointed as an executive Director on June 21, 2017. Mr. Chan has served as the Chief Financial Officer since June 2013. Mr. Chan previously served as the Director of Corporate Finance from July 2009 to May 2011, the Vice President of Strategy and Corporate Finance from May 2011 to May 2013, and Director from November 2012 to March 2015.

Mr. Chan also serves as a director in certain subsidiaries of the Company, namely Razer (Asia-Pacific) Pte. Ltd., RazerVentures Holdings Pte. Ltd., ZVF2 Pte. Ltd., THX Ltd., ZVF1 Pte. Ltd., ZVMidas Pte. Ltd. and MOL Turkey Bilgi Sistemleri Yayincilik Gida ve Tekstil Sanayi Ticaret Anonim Sirketi.

Mr. Chan has over 16 years of experience in finance and capital markets, including six years of financial reporting experience. Mr. Chan previously worked at global investment banks and a global hedge fund.

Mr. Chan obtained a bachelor's degree in accounting and finance with first class honours from the London School of Economics and Political Science in July 2001.

Mr. Chan entered into a service agreement with the Company for a term of three years commencing from June 21, 2017 which may be terminated by either party giving at least three months' written notice. Mr. Chan is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Articles of Association.

Pursuant to the service agreement, Mr. Chan receives an annual director's fee of US\$75,000 including RSUs under the 2016 Equity Incentive Plan. Mr. Chan is also entitled to his emoluments, which comprise salaries, discretionary bonuses, share-based compensation and other benefits-in-kind which have determined by reference to his qualifications, positions, duties and responsibilities and seniority with the Group and the Group's remuneration policy. His remuneration will be reviewed annually by the Remuneration Committee of the Company.

As at the Latest Practicable Date, Mr. Chan had or was deemed to have interests in 57,222,962 Shares and underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Chan (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 discloseable nor is Mr. Chan 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. Chan that need to be brought to the attention of the Shareholders.

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

Mr. Chau Kwok Fun Kevin, aged 58, was appointed as an independent non-executive Director with effect from October 31, 2017. He 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 derivatives 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 (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 (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 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 People's Republic of China 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.

Mr. Chau entered into a letter of appointment with the Company for a term of three years commencing from October 31, 2017 which may be terminated by either party giving at least thirty days' written notice. Mr. Chau is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Articles of Association.

Pursuant to the letter of appointment, Mr. Chau is entitled to an annual director's fee 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 1,447,155 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 discloseable 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.

### **(3) Mr. Lee Yong Sun, Independent Non-executive Director**

Mr. Lee Yong Sun, aged 74, was appointed as an independent non-executive Director with effect from October 31, 2017. He 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 (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.

Mr. Lee entered into a letter of appointment with the Company for a term of three years commencing from October 31, 2017 which may be terminated by either party giving at least thirty days' written notice. Mr. Lee is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Articles of Association.



Pursuant to the letter of appointment, Mr. Lee receives an annual director's fee 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 616,112 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 discloseable 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.

#### **(4) Ms. Liu Siew Lan Patricia, Executive Director**

Ms. Liu Siew Lan Patricia, aged 54, was appointed as an executive Director on March 21, 2019. Ms. Liu has served as the Chief of Staff of Razer since February 2018, and is responsible for leading the Company's strategic planning, overseeing organization-wide projects and strategic initiatives. Ms. Liu also plans and directs all administrative, HR, IT, eCommerce, and customer advocacy activities in Razer.

Ms. Liu was the Chief Customer Officer of Razer from August 2016 to January 2018 and a consultant in Razer (Asia-Pacific) Pte. Ltd., a wholly-owned subsidiary of the Company, from 2012 to 2013.

Ms. Liu also serves as a director in certain subsidiaries of the Company, namely MOL Global, Inc., MOL AccessPortal Sdn. Bhd., MOLCube Sdn. Bhd., MOLPay Sdn. Bhd., Razer Pay Holdings Pte. Ltd., e-Innovations Systems & Networks Thai Co., Ltd., 3Sept Corporations Co., Ltd., Razer Pay (M) Sdn. Bhd., Razer Pay Reloads (M) Sdn. Bhd. and Razer Pay Wallet (M) Sdn. Bhd.

Prior to joining Razer, Ms. Liu was the Managing Director (Asia Pacific) of Omega Engineering, part of Spectris plc, a precision instrumentation and controls company listed on the London Stock Exchange (Stock Code: SXS). In her tenure of 15 years at Hewlett-Packard, she served in various positions including Vice President and General Manager of Sales Operations, Chief of Staff in the Asia Pacific Global Operations and Information Technology group as well as other leadership positions in Marketing, Product Management, Total Customer Experience, Quality Management, and Corporate Communications.

Ms. Liu holds a bachelor of business administration from the National University of Singapore and an executive diploma in board directorship from the Singapore Management University.

Ms. Liu entered into a service agreement with the Company for a term of three years commencing from March 21, 2019 which may be terminated by either party giving at least three months' written notice. Ms. Liu is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the Articles of Association.

Pursuant to the service agreement, Ms. Liu receives an annual director's fee of US\$75,000 including RSUs under the 2016 Equity Incentive Plan. Ms. Liu is also entitled to her emoluments which comprise salaries, discretionary bonuses, share-based compensation and other benefits-in-kind, which have been determined by reference to her qualifications, positions, duties and responsibilities and seniority with the Group and the Group's remuneration policy. Her remuneration will be reviewed annually by the Remuneration Committee of the Company.

As at the Latest Practicable Date, Ms. Liu had or was deemed to have interests in 5,325,185 Shares and underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Liu (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 discloseable nor is Ms. Liu 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 Ms. Liu 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 8,831,035,033 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, i.e. being 8,831,035,033 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 883,103,503 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 share 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 (if applicable) 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, 2018) 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 position of the Company or the gearing levels (if applicable) 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:

<b>Year</b>	<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
2018	April	2.90	2.38
	May	2.69	2.23
	June	2.48	1.80
	July	1.94	1.64
	August	1.86	1.64
	September	1.98	1.65
	October	1.76	1.17
	November	1.38	1.15
	December	1.25	1.01
2019	January	1.38	1.01
	February	1.72	1.32
	March	1.72	1.40
	April ( <i>up to the Latest Practicable Date</i> )	2.30	1.64

**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 2,921,445,801 Shares, representing approximately 33.08% of the total number of Shares then in issue. Apart from the foregoing, Mr. Min-Liang Tan held 155,207,678 Shares, representing approximately 1.76% 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) the attributable shareholding of Mr. Min-Liang Tan would be increased to approximately 38.71% 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 24, 2018	2,000,000	1.38	1.35
October 31, 2018	3,000,000	1.22	1.19
November 1, 2018	2,500,000	1.26	1.23
November 28, 2018	3,000,000	1.20	1.18
November 29, 2018	1,600,000	1.20	1.18
November 30, 2018	1,500,000	1.20	1.20
December 5, 2018	5,000,000	1.23	1.20
December 7, 2018	10,000,000	1.17	1.13
December 12, 2018	2,500,000	1.13	1.11
January 3, 2019	5,000,000	1.08	1.05
January 4, 2019	13,097,000	1.10	1.02
January 9, 2019	2,300,000	1.07	1.06
January 11, 2019	4,827,000	1.07	1.06
January 14, 2019	7,688,000	1.10	1.05
January 16, 2019	2,003,000	1.12	1.08
January 17, 2019	2,650,000	1.13	1.11
January 18, 2019	572,000	1.15	1.15
January 21, 2019	2,315,000	1.16	1.16
January 22, 2019	1,854,000	1.18	1.18
January 28, 2019	933,000	1.29	1.29
January 29, 2019	6,000,000	1.32	1.25
January 30, 2019	790,000	1.31	1.30
January 31, 2019	2,590,000	1.36	1.36
February 1, 2019	6,635,000	1.38	1.32
February 4, 2019	39,000	1.38	1.38
February 8, 2019	739,000	1.43	1.41
February 11, 2019	6,322,000	1.46	1.46
February 12, 2019	14,000,000	1.49	1.42
February 13, 2019	500,000	1.49	1.49
February 14, 2019	500,000	1.49	1.49
February 15, 2019	2,000,000	1.49	1.46
March 27, 2019	907,000	1.63	1.60
March 28, 2019	2,800,000	1.64	1.61
March 29, 2019	3,800,000	1.66	1.62
April 2, 2019	2,935,000	1.72	1.66

Date of Purchase	Number of Shares purchased	Purchase price per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 3, 2019	5,000,000	1.72	1.68
April 4, 2019	5,000,000	1.70	1.68
April 8, 2019	5,000,000	1.74	1.69
April 9, 2019	2,000,000	1.73	1.68
April 10, 2019	306,000	1.78	1.76
April 11, 2019	2,000,000	1.79	1.77
April 18, 2019	2,000,000	2.10	2.03
April 23, 2019	2,500,000	2.05	1.99

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## NOTICE OF ANNUAL GENERAL MEETING

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RAZER INC.

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*(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 Friday, June 28, 2019 at 10:30 a.m. (Hong Kong/Singapore time) for the following purposes:

1. To receive and consider 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, 2018.
2.
  - (a) To re-elect Mr. Chan Thiong Joo Edwin as an Executive Director.
  - (b) To re-elect Mr. Chau Kwok Fun Kevin as an Independent Non-executive Director.
  - (c) To re-elect Mr. Lee Yong Sun as an Independent Non-executive Director.
  - (d) To re-elect Ms. Liu Siew Lan Patricia as an Executive Director.
  - (e) To authorise the Directors to fix the respective directors’ remuneration.
3. To re-appoint KPMG as auditors of the Company and to authorise 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;

\* *For identification purposes only*



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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
  - (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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*

Hong Kong, April 30, 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. 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 (i.e. not later than 10:30 a.m. on Wednesday, June 26, 2019 (Hong Kong/Singapore time)) 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. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 25, 2019 to Friday, June 28, 2019, 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 Monday, June 24, 2019.