



RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1337)

**Terms of Reference for the
Nomination Committee of
Razer Inc.
(the “Company”)**

* *For identification purpose only*

Definitions

1. For the purposes of these terms of reference (these “**Terms**”):

Board means the board of directors of the Company;

Company Secretary means any one of the joint company secretaries of the Company;

Directors means the members of the Board;

Group means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor;

Nomination Committee means the nomination committee established by resolutions of the Board in accordance with clause 2 of these Terms;

Senior Management means (where applicable) the chief executive officer, chief financial officer, chief operating officer, chief customer officer, senior vice presidents and any other officers of the Group as may be appointed by the Board from time to time; and any other employees of the Group as determined by the Company’s Remuneration Committee to be part of the senior management of the Company;

Shareholders means the shareholders of the Company; and

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Nomination Committee was established by the resolution of the Board dated October 25, 2017.

Membership

3. The chairman and members of the Nomination Committee shall be appointed by the Board from time to time from among the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. The quorum of the Nomination Committee meeting shall be any two members of the Nomination Committee, one of whom must be an independent non-executive Director. ^{A.5.1}
4. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive Director. ^{A.5.1}
5. No member of the Nomination Committee shall receive, either directly or indirectly, any remuneration other than Directors’ fees from the Company for any advisory or consultancy role or otherwise.

6. The term of office of a member of the Nomination Committee shall correspond to that of a Director. During the term of office, any member of the Nomination Committee who ceases to hold office as a Director will automatically be disqualified as a member of the Nomination Committee and the Board shall appoint a replacement in accordance with clause 3 of these Terms.

Frequency and procedure of meetings

7. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the relevant provisions contained in the Company's articles of association for regulating the meeting and proceedings of Directors.
8. Meetings of the Nomination Committee shall be held at least once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee. The meeting shall be chaired by the chairman of the Nomination Committee. In the absence of the chairman of the Nomination Committee, the other members present shall elect one of them to chair the meeting. A.7.1
9. An agenda and accompanying Board papers should be sent in full to all Directors in a timely manner and at least three days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by the Board).
10. The Senior Management is obliged to supply the Board and the Nomination Committee with adequate information, in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the Senior Management, the relevant Director should make additional necessary enquiries to the Senior Management. The Board, the Nomination Committee and each Director shall have separate and independent access to the Senior Management. A.7.2
11. The Company Secretary shall be the secretary of the Nomination Committee.

Annual General Meeting

12. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities. E.1.2
13. If the chairman of the Nomination Committee is unable to attend an Annual General Meeting of the Company, he shall arrange for another member of the Nomination Committee, or failing this, his duly appointed delegate, to attend in his place. Such person shall be prepared to respond to any Shareholder's questions on the Nomination Committee's activities. E.1.2

Authority

14. The Nomination Committee is authorized by the Board to investigate any activity within these Terms. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

15. The Nomination Committee is authorized by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers it necessary. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee. A.5.4

Duties

16. The duties of the Nomination Committee shall include:
- (a) reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; A.5.2(a)
 - (b) formulating and reviewing the policy of diversity of Board members as appropriate and preparing the appropriate disclosure on the diversity policy in the corporate governance report; A.5.6
 - (c) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer; A.5.2(d)
 - (d) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship; A.5.2(b)
 - (e) assessing the independence of independent non-executive Directors; A.5.2(c)
 - (f) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall (where applicable and appropriate):
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - (g) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
 - (h) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (i) reviewing at least annually the time and contribution required from Directors; performance evaluations should be used to assess whether the Directors are spending enough time in fulfilling their duties;

- (j) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly the terms of office, duties and powers, including but not limited to what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and
 - (k) discussing other topics as defined by the Board. A.5.2(d)
17. The Nomination Committee shall also make recommendations to the Board concerning:
- (a) formulating plans for succession for both executive and non-executive Directors;
 - (b) suitable candidates for the role of independent non-executive Directors;
 - (c) membership of the Company's Board committees, in consultation with the chairmen of those Board committees;
 - (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; A.5.2(d)
 - (e) the re-election by the Shareholders of any Director under the "retirement by rotation" provisions in the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - (f) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract;
 - (g) the appointment of any Director to executive or other office; and
 - (h) other topics as specified by the Board.

Reporting procedures

18. Full minutes of the Nomination Committee's meetings shall be kept by the Company Secretary or a representative appointed by the Company Secretary, and such minutes shall be made available for inspection at any reasonable time on reasonable notice by any Director. A.1.4
19. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of such minutes should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings. A.1.5
20. Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so. D.2.2

Provision of these Terms

21. The Nomination Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board. ^{A.5.3}

Note: If there is any inconsistency between the English and Chinese versions of these Terms, the English version shall prevail.