

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1337)

GRANT OF AWARDS OF RESTRICTED STOCK UNITS UNDER THE 2016 EQUITY INCENTIVE PLAN AND ISSUE OF NEW SHARES

1. Introduction

On March 18, 2022, the Company granted Awards in respect of an aggregate of 1,716,069 RSUs under the 2016 Equity Incentive Plan to the Directors of the Company, as payment of two-thirds of the Directors' fees for the year ended December 31, 2021, in accordance with the Directors' respective service agreements or letters of appointment with the Company, as well as to employees of the Group eligible to receive Awards under the 2016 Equity Incentive Plan.

For further details of the 2016 Equity Incentive Plan, please refer to the Prospectus.

In addition, on March 18, 2022, 66,472,656 new Shares were issued to the RSU Trustee, to be used to satisfy certain Awards which will vest on April 1, 2022.

2. Grant of Awards

The 1,716,069 RSUs (representing 1,716,069 underlying Shares) granted under the Awards represent approximately 0.02% of the issued share capital of the Company as at the date of this announcement. Based on the closing price of the Shares on the Stock Exchange as of March 18, 2022 of HK\$2.36 per Share, the market value of the Shares underlying the Awards is approximately HK\$4,049,923.

To facilitate the administration of the 2016 Equity Incentive Plan and as disclosed in the Prospectus, an aggregate of 708,104,004 Shares were issued to the RSU Trustee on the Listing Date. An additional 150,000,000 new Shares were issued to the RSU Trustee on November 1, 2019, and an additional 66,472,658 new Shares were issued to the RSU Trustee on March 25, 2021. As at March 18, 2022, following the issue of 66,472,656 new Shares to the RSU Trustee, an aggregate of 118,256,322 Shares were still held in trust by the RSU Trustee, of which 96,868,759 Shares were held in trust for the purpose of satisfying grants made to connected persons, and 21,387,563 Shares were held in trust for the purpose of satisfying grants made to non-connected persons. The Shares which will be used to satisfy the Awards granted to Directors referred to in this announcement will comprise existing Shares which are held in trust by the RSU Trustee for the purpose of satisfying grants made to connected persons, and the Shares which will be used to satisfy the Awards granted to non-connected persons referred to in this announcement will comprise existing Shares which are held in trust by the RSU Trustee and/or new Shares to be issued to the RSU Trustee. While the Company has not previously procured the RSU Trustee to purchase existing Shares to satisfy the grant of RSUs to connected persons when they vest, the Company may do so in the future if appropriate and where it is in the interests of the Company and Shareholders to do so.

Details of the recipients of the Awards and the corresponding number of RSUs underlying the Shares granted are set out below:

Date of Grant to Directors: March 18, 2022

Name	Position(s)	RSUs awarded	Vesting Schedule
Tan Min-Liang	Executive Director	386,702	25% on each of
Chau Kwok Fun Kevin	Independent Director	354,477	April 1, 2022,
Gideon Yu	Independent Director	257,801	January 1, 2023,
Lee Yong Sun	Independent Director	257,801	January 1, 2024 and
Lim Kaling	Non-executive Director	193,351	January 1, 2025
Tan Chong Neng	Executive Director	161,126	

For the avoidance of doubt, the vesting of an Award is subject to the terms and conditions of the 2016 Equity Incentive Plan and the fulfilment of all conditions to the vesting of the Award.

Each of the Directors is a connected person of the Company, and the grant of Awards to each of them constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. The Awards granted to such connected persons will be satisfied with existing Shares which were issued to the RSU Trustee on November 13, 2017 (details of which are set out in the Prospectus) and which are held on trust by the RSU Trustee under an account for connected persons. As the grant of Awards to the Directors forms part of the remuneration package under their respective service agreement or letter of appointment with the Company, such grants are exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules. Each Director abstained from voting on the relevant resolutions approving the grant of Awards to himself.

Date of Grant to Employees: March 18, 2022

Recipients: Certain employees of the Group eligible to receive Awards under the 2016 Equity Plan. None of these recipients are connected persons of the Company.

Number of RSUs granted: 104,811

Vesting schedule: 25% of the RSUs comprised in each Award will vest per year over four years commencing from April 1, 2023.

The Awards are being granted to incentivize new joiners, and reward standout performers, and are being awarded in accordance with the Company's usual practice.

For the avoidance of doubt, the vesting of an Award is subject to the terms and conditions of the 2016 Equity Incentive Plan and the fulfilment of all conditions to the vesting of the Award.

The 2016 Equity Incentive Plan does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules.

3. Allotment and Issue of New Shares

In October 2017, the shareholders of the Company approved the grant to Tan Min-Liang of, amongst others, an aggregate 265,890,627 RSUs in three tranches for the years ended December 31, 2017, December 31, 2018 and December 31, 2019 (and which were disclosed in the Prospectus), with specific terms approved by the Remuneration Committee (the "**TML Grants**").

Pursuant to such approval of the shareholders of the Company, on March 18, 2022, the Board resolved to approve the allotment and issue of 66,472,656 new Shares (the "**New Shares**") to the RSU Trustee to be held on trust under an account for connected persons to satisfy the vesting of the TML Grants to Tan Min-Liang on April 1, 2022.

The New Shares were allotted and issued to the RSU Trustee at nominal value and no new funds were raised as a result of such allotment and issue, and represent (i) approximately 0.758% of the total issued Shares of the Company prior to such allotment and issue; and (ii) approximately 0.753% of the total issued Shares of the Company as enlarged by such allotment and issue.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the RSU Trustee (or its nominee) and its parent company are not connected persons of the Company and are third parties independent of the Company and its connected persons.

The allotment and issuance of New Shares is consistent with the Company's past practice in relation to the vesting of the TML Grants. On March 25, 2021, 66,472,658 new Shares were allotted and issued to the RSU Trustee to be held on trust under an account for connected persons to satisfy the vesting of the TML Grants to Tan Min-Liang on April 1, 2021. For further details of the allotment and issuance on March 25, 2021, please refer to the announcement of the Company dated March 25, 2021.

Save for the allotment and issuance dated March 25, 2021, as well as the above issue of the 66,472,656 New Shares, the Company has not issued any other Shares nor engaged in any fund raising activities by any issue of Shares in the 12 months immediately preceding the date of this announcement.

The 66,472,656 New Shares rank *pari passu* among themselves and with the other Shares in issue, with rights to receive all dividends and other distributions declared, made or paid on or after the date of allotment and issue.

The Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in, the New Shares.

4. Waiver under Note 1 to Rule 4 of the Takeovers Code

Reference is made to the joint announcement of the Company and the Offeror dated December 1, 2021 in relation to the pre-conditional proposal for the 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 the listing of the Company on the Stock Exchange (the “**Announcement**”).

Pursuant to Rule 4 of the Takeovers Code, (i) the grant of the Awards in respect of an aggregate of 1,716,069 RSUs under the 2016 Equity Incentive Plan (as set out above) as well as the (ii) allotment and issue of 66,472,656 New Shares will trigger the requirement of obtaining the approval of the shareholders of the Company in a general meeting, unless a waiver is granted by the Executive.

In this regard, the Company has applied for, and the Executive has granted, a waiver from strict compliance with the shareholder approval requirement pursuant to Note 1 to Rule 4 of the Takeovers Code in connection with the grant of the 1,716,069 RSUs and the allotment and issue of 66,472,656 New Shares.

Other than Mr. Tan Min-Liang and Mr. Lim Kaling, who are Founder RSU Holders (as defined under the Announcement), the recipients of the Awards (which constitutes 1,168,241 RSUs in aggregate) are or will be Non-Founder RSU Holders (as defined under the Announcement) and will be treated as such under the RSU Proposal (as defined under the Announcement).

The New Shares will be RSU Trustee Scheme Shares (as defined under the Announcement) and will be treated as such under the Scheme (as defined under the Announcement).

Please refer to the Announcement for further details.

5. Definitions

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“2016 Equity Incentive Plan”	the 2016 Equity Incentive Plan approved by the Board on July 25, 2016 and the shareholders of the Company on August 23, 2016 (and subsequently amended on October 25, 2017 and March 8, 2019) for the grants of, among others, RSUs to eligible participants
“Announcement”	the joint announcement of the Company and the Offeror dated December 1, 2021 in relation to the pre-conditional proposal for the 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 the listing of the Company on the Stock Exchange
“Award”	an award granted under the Plan in the form of an RSU
“Board”	the board of Directors
“Company”	Razer Inc., a company incorporated under the laws of Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	Companies Act (2021 Revision) of the Cayman Islands
“Directors”	the directors of the Company from time to time
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate(s) of the Executive Director
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Non-Founder RSU Holders”	as defined in the Announcement
“Offeror”	Ouroboros (I) Inc.
“Prospectus”	the prospectus issued by the Company on November 1, 2017
“RSU Trustee”	Computershare Hong Kong Trustees Limited
“RSUs”	restricted stock units, being contingent rights to receive Shares which are granted pursuant to the 2016 Equity Incentive Plan

“RSU Proposal”	as defined in the Announcement
“Shareholders”	holder(s) of Share(s)
“Shares”	fully paid ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

By order of the Board
Razer Inc.
Min-Liang TAN
Chairman

Singapore, March 18, 2022

As at the date of this announcement, the board of directors of the Company comprises 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. Chau Kwok Fun Kevin, Mr. Lee Yong Sun and Mr. Gideon Yu as Independent Non-executive Directors.

* *For identification purposes only*