

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction.

This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



RAZER INC.

雷蛇*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1337)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Razer Inc. (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the announcement dated 1 December 2021 jointly issued by the Company and Ouroboros (I) Inc. (the “**Offeror**”) in relation to, among others, the proposed 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 listing of the Company (the “**Joint Announcement**”); and (ii) the announcement dated 18 March 2022 in relation to the grant of awards of RSUs under the 2016 Equity Incentive Plan and issue of new Shares to the RSU Trustee (the “**RSU Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Joint Announcement.

UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY

As disclosed in the RSU Announcement, on 18 March 2022:

1. the Company granted 1,716,069 RSUs under the 2016 Equity Incentive Plan; and
2. the Company issued 66,472,656 new Shares to the RSU Trustee to be held on trust under an account for connected persons to satisfy certain grants to Mr. Tan on 1 April 2022.

Details of all classes of “relevant securities” (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the numbers of such securities in issue or outstanding as at the date of this announcement, after taking into account the abovementioned events, are as follows:

- (a) a total of 8,826,228,347 Shares are in issue; and
- (b) a total of 177,054,413 RSUs are outstanding, representing 177,054,413 underlying Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company and the Offeror pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeover Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING: Shareholders, the RSU Holders and potential investors should be aware that the implementation of the Proposal, the Scheme and the RSU Proposal is subject to the Conditions being fulfilled or (where applicable) waived, and therefore the Proposal and the RSU Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders, the RSU Holders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

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

Singapore, 18 March 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*