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**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 PURSUANT TO THE ANNUAL MANDATE**

### **1. Introduction**

On October 1, 2019 and November 1, 2019, the Company granted Awards in respect of an aggregate of 42,310,717 RSUs to employees of the Group who are eligible to receive Awards under the 2016 Equity Incentive Plan. 559,007 RSUs were granted on October 1, 2019, and the remainder were granted on November 1, 2019.

### **2. Grant of Awards**

The 42,310,717 RSUs (representing 42,310,717 underlying Shares) granted under the Awards represent approximately 0.48% 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 September 30, 2019 and November 1, 2019 of HK\$1.51 and HK\$1.48 respectively per Share, the market value of the Shares underlying the Awards is approximately HK\$62,636,631.

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 Employees: October 1, 2019 and November 1, 2019***

Recipients: Employees of the Group who are eligible to receive Awards under the 2016 Equity Incentive Plan, including Chan Thiong Joo Edwin and Liu Siew Lan Patricia, who are Directors of the Company receiving Awards in their capacity as employees, and an employee who is a connected person of the Company (the “**Connected Employee**”).

Number of RSUs granted: October 1, 2019: 559,007 to an employee (not being a connected person of the Company).

November 1, 2019: 750,660 to Chan Thiong Joo Edwin, 1,201,056 to Liu Siew Lan Patricia, 500,440 to the Connected Employee and 39,299,554 to other employees.

Vesting schedule: The vesting schedule for the Awards is 25% of the RSUs comprised in the Award per year over four years, commencing on October 1, 2020.

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.

Chan Thiong Joo Edwin and Liu Siew Lan Patricia, the Directors who are receiving Awards in their capacity as employees, are connected persons (as defined in the Listing Rules) of the Company, and the grant of Awards to each of them and the Connected Employee 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 and the Connected Employee forms part of the remuneration package under their respective service agreement 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.

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

### **3. Allotment and Issuance of New Shares Pursuant to the Annual Mandate**

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 November 13, 2017. Pursuant to the Annual Mandate, on November 1, 2019, the Board resolved to approve the allotment and issue of 150,000,000 new Shares (the "New Shares") to the RSU Trustee to be held on trust under an account for non-connected persons to satisfy Awards granted under the 2016 Equity Incentive Plan to non-connected persons upon vesting of the Awards.

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. The RSU Trustee will hold the New Shares on trust for the employees of the Group eligible to receive Awards under the 2016 Equity Incentive Plan who are non-connected persons and will transfer the same to them at no cost upon satisfaction of the relevant vesting conditions specified by the Remuneration Committee of the Company at the time of making the Awards.

The New Shares represent (i) approximately 1.71% of the total issued Shares of the Company as at the date of this announcement; and (ii) approximately 1.68% of the total issued Share 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.

Save for the above issue of the 150,000,000 New Shares pursuant to the Annual Mandate, 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 150,000,000 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. Definitions

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

<b>“2016 Equity Incentive Plan”</b>	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
<b>“Annual Mandate”</b>	a mandate granted to the Directors at the annual general meeting of the Company held on June 28, 2019 to allot and issue up to a total of 526,842,181 Shares, i.e. 6% of the total number of issued Shares as at June 28, 2019
<b>“Award”</b>	an award granted under the 2016 Equity Incentive Plan in the form of an RSU
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	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
<b>“Directors”</b>	the directors of the Company from time to time
<b>“Group”</b>	the Company and its subsidiaries
<b>“Listing Rules”</b>	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>“Prospectus”</b>	the prospectus dated November 1, 2017 issued by the Company
<b>“RSU Trustee”</b>	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
“Shares”	fully paid ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, November 1, 2019

*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. Chan Thiong Joo Edwin and Ms. Liu Siew Lan Patricia as Executive Directors, Mr. Lim Kaling as Non-executive Director, Mr. Chau Kwok Fun Kevin, Mr. Lee Yong Sun and Mr. Gideon Yu as Independent Non-executive Directors.*

\* *For identification purposes only*