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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

1. INTRODUCTION

On May 4, 2020, the Company granted Awards in respect of an aggregate of 27,727,379 RSUs to employees of the Group who are eligible to receive Awards under the 2016 Equity Incentive Plan.

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

2. GRANT OF AWARDS

The 27,727,379 RSUs (representing 27,727,379 underlying Shares) granted under the Awards represent approximately 0.31% 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 May 4, 2020 of HK\$1.03 per Share, the market value of the Shares underlying the Awards is approximately HK\$28,559,200.

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 allotted to the RSU Trustee on November 1, 2019. As at May 4, 2020, an aggregate of 108,369,503 Shares were still held in trust by the RSU Trustee. The Shares which will be used to satisfy the Awards granted and referred to in this announcement will comprise existing Shares which are held in trust by the RSU Trustee and new Shares to be issued to the RSU Trustee.

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

(a) Date of Award to Employees: May 4, 2020

Recipients:	Employees of the Group eligible to receive Awards under the 2016 Equity Incentive Plan, including Liu Siew Lan Patricia and Tan Chong Neng, who are Directors of the Company receiving Awards in their capacity as employees, and other employees who are connected persons of the Company (the “Connected Employees”)
Number of RSUs granted:	136,108 to Liu Siew Lan Patricia, 135,984 to Tan Chong Neng, 1,133,820 to the Connected Employees, and 26,321,467 to other employees
Vesting schedule:	25% of the RSUs comprised in the Awards will vest on each of July 1, 2020, April 1, 2021, April 1, 2022 and April 1, 2023.

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.

Liu Siew Lan Patricia and Tan Chong Neng, the Directors who are receiving Awards in their capacity as an employees, are connected persons of the Company, and the grant of Awards to each of them and to 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 Employees form 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.

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. 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
“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
“Directors”	the directors of the Company from time to time
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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
“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

Singapore, May 4, 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Min-Liang Tan as Chairman and Executive Director, Ms. Liu Siew Lan Patricia and Mr. Tan Chong Neng as Executive Directors, Mr. Lim Kaling as Non-executive Director, and Mr. Gideon Yu, Mr. Chau Kwok Fun Kevin and Mr. Lee Yong Sun as Independent Non-executive Directors.

* For identification purposes only