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MemeStrategy, Inc.

迷 策 略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

**(1) REVISED EXPECTED TIMETABLE IN RESPECT OF THE
PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS
SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS;
AND
(2) PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL**

Reference is made to the announcement of MemeStrategy, Inc. (the “**Company**”) dated 4 June 2025 and the prospectus of the Company dated 4 July 2025 (the “**Prospectus**”) in relation to the proposed Rights Issue. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

REVISED EXPECTED TIMETABLE IN RESPECT OF THE RIGHTS ISSUE

As disclosed in the Prospectus, the enlarged issued share capital of the Company upon completion of the Rights Issue shall be up to 367,979,269 Shares. The existing authorised share capital of the Company is US\$3,000,000 divided into 300,000,000 shares of US\$0.01 each (the “**Shares**”). As at the date of this announcement, 245,319,513 Shares are in issue and 54,680,487 Shares are authorised but unissued.

As the Company’s existing authorised share capital is insufficient to issue all the Rights Shares needed to complete the Rights Issue, the Board considers that it is in the interests of the Company and the Shareholders as a whole to delay the completion of the Rights Issue to enable the authorised share capital to be increased, in order to ensure the full and proper allotment and issuance of the Rights Shares at completion of the Rights Issue. In light of the unpredictability of the market in general, completion of the Rights Issue on the basis of the delayed timetable as set out in this announcement gives certainty to the Company to raise the necessary funds for the expansion and development of its business as set out in the Prospectus. If the Rights Issue cannot be completed, the Board considers that there is no certainty that the Company can raise the necessary funds in the near future. The Board has considered

terminating the Rights Issue and relaunching another rights issue in due course. However, any relaunch of another rights issue is likely to be on different terms and its completion will most certainly be later than that contemplated in a delayed timetable. After due consideration, the Board concluded that it would be in the best interests of the Shareholders for the Rights Issue to proceed with a delayed timetable as it would offer the Shareholders the best chance and certainty to be granted and allotted the Rights Shares, and they will be able to determine how to deal with their allocated Rights Shares at the earliest instance.

As additional time is needed for the Company to obtain approval from its Shareholders by ordinary resolution for an increase in authorised share capital, the Company proposes to postpone the expected date for despatch of certificates for fully-paid Rights Shares and the expected completion date of the Rights Issue. The date for refund of surplus application monies for wholly and partially unsuccessful excess applications (if any) remains unchanged. As the Company has received an irrevocable undertaking from its controlling shareholders, Mr. Chan Chin Ching and Home Office Development Limited, that he/it will vote in favour of the increase in authorised share capital, the Board considers that the relevant resolution is likely to pass, and it would be in the best interests of the Shareholders that the surplus application monies be refunded according to the original timetable. Accordingly, the expected timetable for the Rights Issue has been revised as follows:

Events	Hong Kong Time and Date 2025
Announcement of the results of the Rights Issue	Friday, 25 July
Despatch of refund cheques (if any, for wholly and partially unsuccessful excess applications)	Monday, 28 July
Despatch of certificates for fully-paid Rights Shares and refund cheques (if the Rights Issue is terminated)	Friday, 8 August
Expected first day of dealings in fully-paid Rights Shares on the Stock Exchange	Monday, 11 August
Designated broker commences to provide matching services for odd lots of Shares	9:00 a.m. on Monday, 11 August
Designated broker ceases to provide matching services for odd lots of Shares	4:00 p.m. on Friday, 29 August

Note:

All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified. In the event that any special circumstances arise, such dates and deadlines may be adjusted, extended or varied by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate in accordance with the Listing Rules.

Given that (i) all other material terms and conditions of the Rights Issue and its offering structure remain unchanged; (ii) the revision of the expected timetable for the Rights Issue does not alter any particulars and information of the Company as disclosed in the Prospectus, including the activities, assets and liabilities, financial position, management and prospects of the Company, and of its profits and losses and of the rights attaching to the Rights Shares; and (iii) the revision of the expected timetable for the Rights Issue will not constitute a material change to the information disclosed in the Prospectus which warrants the issuance of a supplemental prospectus, the Board is of the view that the revision of the expected timetable for the Rights Issue does not constitute a material change of the Rights Issue after the issuance of the Prospectus and the Prospectus continues to contain all material information necessary to allow the Shareholders to make a properly informed decision and the revision of the expected timetable for the Rights Issue would not affect the Shareholders' decision in relation to the Rights Issue.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the fulfillment of conditions to enable the Rights Shares to be admitted as eligible securities for deposit, clearance and settlement in CCASS. Accordingly, if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any dealing in the Shares is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers.

PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL

The Board announces to propose the increase of the authorised share capital of the Company.

In order to accommodate the Rights Issue and to enable the Company to have greater flexibility to raise funds in the future to promote future business growth, the Board proposes to increase the authorised share capital of the Company by the creation of additional 700,000,000 Shares, each ranking *pari passu* in all respects with the Shares in issue, thus increasing the authorised share capital of the Company from US\$3,000,000 (divided into 300,000,000 Shares of par value of US\$0.01 each) to US\$10,000,000 (divided into 1,000,000,000 Shares of par value of US\$0.01 each) (the “**Increase in Authorised Share Capital**”).

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company (the “**EGM**”). The Board is of the view that the Increase in Authorised Share Capital will ensure the full and proper allotment and issuance of the Rights Shares pursuant to the Rights Issue, provide flexibility to the Company for future fundraising opportunities and facilitate the Company in its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital.

The Company would also like to inform its Shareholders that it has received an irrevocable undertaking from its controlling shareholders, Mr. Chan Chin Ching and Home Office Development Limited, that he/it will vote in favour of the Increase in Authorised Share Capital at the EGM. As at the date of this announcement, Home Office Development Limited is interested in approximately 64.31% of the total issued share capital of the Company, and is directly wholly-owned by Mr. Chan Chin Ching, chairman and executive director of the Company. Due to such irrevocable undertaking, the Board considers that the relevant resolution is likely to pass, and it would be in the best interests of the Shareholders that the surplus application monies under the Rights Issue be refunded to the relevant Shareholders prior to the EGM.

A circular containing, among other things, details of the Increase in Authorised Share Capital and the notice convening the EGM will be despatched by the Company to the Shareholders in due course.

By order of the Board
MemeStrategy, Inc.
CHAN Chin Ching
Chairman and executive Director

Hong Kong, 24 July 2025

As of the date of this announcement, the Board comprises Mr. Chan Chin Ching, Mr. Chan Chin Chun, Mr. Kwong Kevin Tak Tsing and Mr. Lee Alexander Patrick as executive Directors; and Mr. Ng Pui Sun Wesley, Ms. Peng Cheng and Mr. Siu Chi Wai as independent non-executive Directors.