

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MemeStrategy, Inc.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



MemeStrategy, Inc.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

**PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Unit 716, 7/F, Building 5W No.5 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, New Territories, Hong Kong, on Thursday, 7 August 2025 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

All times and dates specified in this circular refer to Hong Kong times and dates.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of EGM	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	MemeStrategy, Inc. (formerly known as Howkingtech International Holding Limited), an exempted company with limited liability incorporated in Cayman Islands and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 2440)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Unit 716, 7/F, Building 5W No.5 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, New Territories, Hong Kong, on Thursday, 7 August 2025 to consider and, if thought fit, to approve the resolution contained in the notice of EGM set out on pages 7 to 8 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from US\$3,000,000 divided into 300,000,000 Shares of US\$0.01 each to US\$10,000,000 divided into 1,000,000,000 Shares of US\$0.01 each by the creation of an additional 700,000,000 new unissued Shares
“Latest Practicable Date”	24 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Prospectus”	the prospectus of the Company dated 4 July 2025 in relation to the Rights Issue
“Rights Issue”	the proposed issue by the Company of the Rights Shares at the subscription price of HK\$1.262 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the record date of 3 July 2025 payable in full on acceptance
“Rights Share(s)”	the new Share(s) to be issued and allotted under the Rights Issue
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.01 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollar(s), the lawful currency of the United States
“%”	per cent

This circular has been printed in both English and Chinese versions. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

LETTER FROM THE BOARD



MemeStrategy, Inc.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

Executive Directors:

Mr. Chan Chin Ching
Mr. Chan Chin Chun
Mr. Kwong Kevin Tak Tsing
Mr. Lee Alexander Patrick

Registered Office:

89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

Independent Non-executive Directors:

Mr. Ng Pui Sun Wesley
Ms. Peng Cheng
Mr. Siu Chi Wai

Principal place of business in Hong Kong:

Room 1920 19/F,
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

24 July 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolution to be proposed at the EGM relating to the Increase in Authorised Share Capital, and to give you notice of the EGM.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is US\$3,000,000 divided into 300,000,000 Shares of a nominal value of US\$0.01 each. The number of issued and paid-up Shares of the Company as at the Latest Practicable Date was 245,319,513 Shares.

LETTER FROM THE BOARD

Reference is made to the announcements of the Company dated 4 June 2025 and 24 July 2025 and the Prospectus in relation to the Rights Issue. 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 the announcement of the Company dated 24 July 2025 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.

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 proposed to increase the authorised share capital of the Company from US\$3,000,000 divided into 300,000,000 Shares of US\$0.01 each to US\$10,000,000 divided into 1,000,000,000 Shares of US\$0.01 each by the creation of an additional 700,000,000 new unissued Shares. Such new Shares, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued Shares.

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. As at the Latest Practicable Date, save for up to 122,659,756 underlying Shares (of which 54,680,487 underlying Shares may be issued under the existing authorised share capital) which may be issued as Rights Shares pursuant to the Rights Issue, the Company has no present intention to issue Shares from any part of the authorised share capital of the Company to be increased but may or may not issue Shares in the future depending on market conditions and the financial needs of the Company.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM and will become effective upon the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Irrevocable Undertaking

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 Latest Practicable Date, 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.

EGM

The Company will convene the EGM at Unit 716, 7/F, Building 5W No.5 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, New Territories, Hong Kong, on Thursday, 7 August 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the resolution in respect of the Increase in Authorised Share Capital set out in the notice of EGM on pages 7 to 8 of this circular.

To the best knowledge of the Directors, as at the Latest Practicable Date, no Shareholder has a material interest in the Increase in Authorised Share Capital and accordingly, no Shareholder is required to abstain from voting in respect of the resolution at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions proposed to be approved at the EGM (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands) will be taken by poll. Further announcement(s) on the poll results will be made by the Company after the EGM in compliance with Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company on Wednesday, 6 August 2025 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 6 August 2025.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the Increase in Authorised Share Capital is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM (or any adjournment thereof).

By Order of the Board of
MemeStrategy, Inc.
Mr. Chan Chin Ching
Chairman and executive Director

NOTICE OF EGM



MemeStrategy, Inc.

迷 策 略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of MemeStrategy, Inc. (the “Company”) will be held at Unit 716, 7/F, Building 5W No.5 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, New Territories, Hong Kong, on Thursday, 7 August 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the authorised share capital of the Company be increased from US\$3,000,000 divided into 300,000,000 Shares of US\$0.01 each (the “Shares”) to US\$10,000,000 divided into 1,000,000,000 Shares of US\$0.01 each by the creation of an additional 700,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued Shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and articles of association of the Company; and **THAT** any one or more of the directors, the company secretary and the registered office provider of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital, including without limitation to make any relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board of
MemeStrategy, Inc.
Mr. Chan Chin Ching
Chairman and executive Director

Hong Kong, 24 July 2025

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person to represent the member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the meeting or any adjournment thereof, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
5. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
6. In order to be eligible to attend and vote at the EGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 6 August 2025.
7. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be decided by way of poll. The Company will announce the poll results in the manner prescribed under Rule 13.39(5) of the Listing Rules.
8. A form of proxy for use by the members of the Company at the EGM or any adjournment is enclosed.

As of the date of this notice, 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.