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MemeStrategy, Inc.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

**(1) TERMINATION OF THE SHARE OPTION SCHEME
AND THE SHARE AWARD SCHEME
AND**

(2) PROPOSED ADOPTION OF THE 2025 RSU SCHEME

**TERMINATION OF THE SHARE OPTION SCHEME AND THE SHARE AWARD
SCHEME**

(i) Share Option Scheme

Reference is made to the Prospectus, in relation to, among others, the proposed adoption of the Share Option Scheme and a summary of its principal terms.

On 1 September 2025, the Board has resolved to terminate the Share Option Scheme with immediate effect.

According to the terms of the Share Option Scheme, the Company by ordinary resolution of the Shareholders, or the Board, may at any time terminate the operation of the Share Option Scheme, and in such event, no further Options will be offered or granted, but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme. In accordance with the rules of the Share Option Scheme, details of the Options granted, including Options exercised or outstanding, under the Share Option Scheme shall be disclosed in the circular to Shareholders seeking approval of the new scheme established after the termination of the Share Option Scheme. A circular containing, among others, such details will be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, an aggregate of 22,500,000 Options have been granted, of which 20,319,513 Options have vested and been exercised, and 2,180,487 Options have lapsed. There are no outstanding Options that remain unvested or unexercised under the Share Option Scheme as at the date of this announcement. No further Options will be granted pursuant to the Share Option Scheme following its termination.

(ii) Share Award Scheme

Reference is made to the announcement of the Company dated 16 May 2023, in relation to the adoption of the Share Award Scheme and a summary of its principal terms.

On 1 September 2025, the Board has resolved to terminate the Share Award Scheme with immediate effect.

According to the terms of the Share Award Scheme, the scheme shall terminate on the earlier of (i) the tenth (10) anniversary of the adoption date, and (ii) such date of early termination as determined by the Board, provided that such termination will not affect any subsisting rights of any Eligible Participants.

As at the date of this announcement, an aggregate of 10,656,973 awarded Shares have been vested and issued, and there are no unvested awards under the Share Award Scheme. No further awards will be granted pursuant to the Share Award Scheme following its termination.

(iii) Reasons for and benefits of the termination

In view of the proposed adoption of the 2025 RSU Scheme, and in order to clearly delineate and better administer employee incentive schemes following the Company's change of controlling shareholder, name re-branding and strategic expansion into its new business domains of Web3 and artificial intelligence, the Board has on the date of this announcement resolved that the Share Option Scheme and Share Award Scheme be terminated with immediate effect.

PROPOSED ADOPTION OF THE 2025 RSU SCHEME

The Board has resolved to propose the adoption of the 2025 RSU Scheme, which if and once adopted, will constitute a share scheme funded by issuance of new Shares under Chapter 17 of the Listing Rules. Thus, pursuant to Rule 17.02(1)(a) of the Listing Rules, the adoption of the 2025 RSU Scheme will be subject to, among others, the approval of the Shareholders in general meeting.

The purpose of the 2025 RSU Scheme is to (i) to provide the Company with a flexible means of remunerating, incentivizing, retaining, rewarding, compensating and/or providing benefits to Eligible Participants; (ii) align the interests of Eligible Participants with those of the Company and Shareholders by providing such Eligible Participants with the opportunity to acquire shareholding interests in the Company; and (iii) encourage Eligible Participants to contribute to the long-term growth and profitability of the Company and to enhance the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole. Hence, the Directors consider that the adoption of the 2025 RSU Scheme is in the interests of the Company and the Shareholders as a whole.

The adoption of the 2025 RSU Scheme is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM and the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any shares of the Company on the Stock Exchange which may fall to be issued and allotted pursuant to all the share awards granted under the 2025 RSU Scheme.

A circular containing among others, (i) details of the proposed adoption of the 2025 RSU Scheme; and (ii) the principal terms of the 2025 RSU Scheme, together with a notice of the EGM, will be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, the 2025 RSU Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	MemeStrategy, Inc., 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 for the purpose of considering and, if thought fit, approving, among others, the adoption of the 2025 RSU Scheme
“Eligible Participant(s)”	collectively and singly, any eligible participant(s) selected by the Board to receive the grant of share awards under the 2025 RSU Scheme in accordance with the scheme rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	a right granted to subscribe for the Shares pursuant to the Share Option Scheme
“Prospectus”	the prospectus issued by the Company on 30 November 2022
“RSU(s)”	restricted share unit(s)
“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of USD0.01 each
“Share Award Scheme”	the Howkingtech Share Award Scheme adopted by the Company on 16 May 2023
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed by the Shareholders on 11 November 2022

“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States dollars, the lawful currency of the United States
“2025 RSU Scheme”	the restricted share unit scheme of the Company proposed to be approved and adopted by the Shareholders at the EGM

On behalf of the Board
MemeStrategy, Inc.
CHAN Chin Ching
Chairman and executive Director

Hong Kong, 1 September 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.