

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 stockbroker or other registered dealer in securities, 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, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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;
(2) PROPOSED ADOPTION OF THE 2025 RSU SCHEME;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of MemeStrategy, Inc. 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 Friday, 31 October 2025 at 10:00 a.m., Hong Kong time, is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed.

Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to MemeStrategy, Inc.’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 possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

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

“2025 RSU Scheme” or “Scheme”	the restricted share unit scheme of the Company proposed to be approved and adopted by the Shareholders at the EGM
“Actual Selling Price”	an amount equal to the actual price at which Shares are sold (net of brokerage, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) in the circumstances contemplated in the Scheme Rules
“Adoption Date”	the date on which the 2025 RSU Scheme is approved and adopted by ordinary resolutions to be passed by the Shareholders at the EGM
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Award(s)”	a grant of RSU(s) under the 2025 RSU Scheme by the Board to a Grantee, which may be settled by the Award Shares, Actual Selling Price or a combination of both as set out in the Scheme Rules
“Award Letter”	a letter issued by the Company, in respect of each grant of Award(s), on the Grant Date to each Grantee in such form as the Scheme Administrator may from time to time determine setting out the terms and conditions of the Award(s)
“Award Share(s)”	Share(s) underlying an Award
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities
“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company 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 31 October 2025
“Eligible Participant(s)”	Employee Participant(s), Related Entity Participant(s) or Service Provider Participant(s)
“Employee Participant(s)”	any person who is an employee (whether full-time or part-time), director or officer of any member of the Group, including persons who are granted Awards under the 2025 RSU Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment
“Existing Shares”	Shares that have already been issued by the Company and does not enlarge the Company’s total issued share capital on the date that the Award Shares shall be delivered to the Grantee
“Existing Shares Scheme Limit”	shall have the meaning set out on page 11 of this circular, as increased, refreshed or renewed from time to time in accordance with the Scheme Rules
“Grant Date”	the date on which the grant of an Award is made to a Grantee, being the date of the Award Letter in respect of such Award
“Grantee(s)”	any Eligible Participant(s) approved for participation in the Scheme and who has been granted any Award pursuant to the Scheme Rules
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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
“Related Entity(ies)”	the holding company(ies), fellow subsidiary(ies) or associated company(ies) of the Company
“Related Entity Participant(s)”	employee(s) (whether full-time or part-time), director(s) or officer(s) of the Related Entity
“Remuneration Committee”	the remuneration committee of the Board
“RSU(s)”	restricted share unit(s)
“Scheme Administrator”	the Board and/or any committee of the Board or other person(s) to whom the Board has delegated its authority in accordance with the Scheme Rules
“Scheme Mandate Limit”	shall have the meaning set out on page 11 of this circular, as increased, refreshed or renewed from time to time in accordance with the Scheme Rules
“Scheme Rules”	the rules of the 2025 RSU Scheme as amended from time to time
“Service Provider Participant(s)”	persons providing services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group as determined by the Scheme Administrator pursuant to the criteria set out in the Scheme Rules

DEFINITIONS

“Service Provider Sublimit”	shall have the meaning as set out on page 11 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“USD”	United States dollar(s), the lawful currency of the United States
“Vesting Date(s)”	the date(s) on which an Award (or part thereof) is to vest in the relevant Grantee following which the Grantee will be delivered the Shares underlying the Award or the cash in lieu, as determined from time to time by the Scheme Administrator pursuant to the Scheme Rules, unless a different Vesting Date is deemed to occur in accordance with the Scheme Rules.
“%”	per cent



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 2602, 26/F
No. 28 Stanley Street
Central, Hong Kong

13 October 2025

To the Shareholders

Dear Sir or Madam,

**(1) TERMINATION OF THE SHARE OPTION SCHEME AND
THE SHARE AWARD SCHEME;
(2) PROPOSED ADOPTION OF THE 2025 RSU SCHEME;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval on, inter alia, the termination of the Share Option Scheme and Share Award Scheme, and the proposed adoption of the 2025 RSU Scheme. A notice of the EGM containing the resolutions to be proposed at the EGM is set out in this circular.

LETTER FROM THE BOARD

TERMINATION OF THE SHARE OPTION SCHEME AND THE SHARE AWARD SCHEME

Share Option Scheme

Reference is made to the Prospectus in relation to, among others, the adoption of the Share Option Scheme and a summary of its principal terms. Before listing, the Group adopted the Share Option Scheme on 11 November 2022 which would be valid and effective for a period of 10 years commencing from 12 December 2022 (details of which were disclosed on pages IV-19 – IV-29 of the Prospectus).

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 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 Option 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 as at the Latest Practicable Date, including Options exercised or outstanding, under the Share Option Scheme as set out as follows:

Grantees	Date of grant	Exercise Price (HK\$/Share)	Closing price immediately prior to the grant (HK\$/Share)	Granted	Exercised	Lapsed	Outstanding Options as of the Latest Practicable Date	Exercised period
Ms. Wang Zheshi	29 March 2023	1.56	1.54	8,902,097	(8,902,097)	–	–	29 March 2024 to 28 March 2033
Mr. Feng Yijing	29 March 2023	1.56	1.54	5,913,416	(5,913,416)	–	–	29 March 2024 to 28 March 2033
Mr. Wang Jun	29 March 2023	1.56	1.54	3,184,487	(1,154,000)	(2,030,487)	–	29 March 2024 to 28 March 2033

LETTER FROM THE BOARD

Grantees	Date of grant	Exercise Price (HK\$/Share)	Closing price immediately prior to the grant (HK\$/Share)	Granted	Exercised	Lapsed	Outstanding Options as of the Latest Practicable Date	Exercised period
Other employee participants	29 March 2023	1.56	1.54	4,500,000	(4,350,000)	(150,000)	-	29 March 2024 to 28 March 2033
Total				22,500,000	(20,319,513)	(2,180,487)	-	

As at the Latest Practicable Date, 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 were no outstanding Options that remain unvested or unexercised under the Share Option Scheme as at the Latest Practicable Date. No further Options will be granted pursuant to the Share Option Scheme following its termination.

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 Latest Practicable Date, 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.

Reasons for and benefits of the termination

In view of the proposed adoption of the 2025 RSU Scheme, and in order to better delineate and administer employee incentive schemes following the Company's change of controlling shareholder and strategic expansion into its new business domains of Web3 and artificial intelligence, the Board resolved that the Share Option Scheme and Share Award Scheme be terminated with immediate effect on 1 September 2025.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE 2025 RSU SCHEME

The Board proposes the adoption of the 2025 RSU Scheme, which will be valid for 10 years from the Adoption Date. The principal terms of the 2025 RSU Scheme are set out below.

Purpose of the 2025 RSU Scheme

The purpose of the 2025 RSU Scheme is:

- (i) to provide the Company with a flexible means of remunerating, incentivizing, retaining, rewarding, compensating and/or providing benefits to Eligible Participants;
- (ii) to 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) to 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.

Eligible Participants

Eligible Participants under the 2025 RSU Scheme shall comprise:

- (i) Employee Participants: any person who is an employee (whether full-time or part-time), director or officer of any member of the Group, including persons who are granted Awards under the 2025 RSU Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment;
- (ii) Related Entity Participants: any person who is an employee (whether full-time or part-time), director or officer of a Related Entity, in each case if the Company is of the view that such grant is in the interests of the long-term growth of the Group; and
- (iii) Service Provider Participants: persons providing services to the Group (referring to (i) professional consultants, advisors, technical consultants and experts that provide advisory or consultancy services that are material or essential to support the growth and development of the Group's businesses, in the fields related to AI model architecture, training, integration and deployment; blockchain networks, decentralized applications, cross-chain

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strategy, digital assets; regulatory compliance; digital transformation, digital economy, bridging between Web2 and Web3; global and regional branding and marketing specialized in AI, blockchain; and (ii) suppliers who supply important goods and/or services to the Group that are material or essential to support the growth and development of the Group's businesses, referring to: suppliers that supply high performance computing chips and servers for complex artificial intelligence and blockchain computation, model training and deployment; suppliers of sensors, microcontrollers, processors and connectivity modules for Internet of Things; suppliers who provide professional services in relation to research and development in blockchain networks, artificial intelligence modeling and training, software engineering, system architecture and design, cloud infrastructure; product and system design or development in AI-powered applications, decentralised applications, blockchain networks, smart contracts, digital assets; Suppliers who provide distribution services for the niche products/services provided by the Group, product commercialisation, marketing, innovation, corporate branding and strategic planning services specialized in the field of artificial intelligence, blockchains, Internet of Things) on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group as determined by the Scheme Administrator pursuant to the criteria set out in the Scheme Rules,

and his/her eligibility shall, in each case, be determined by the Board from time to time on the basis of the Board's opinion as to his/her contribution and/or potential contribution to the development of the Group.

In determining the basis of a Related Entity Participant, the Board will consider a range of factors, such as their individual performance, job position, job duties, their length of service and their contribution or potential contribution to the development and growth of the Group, and employment conditions according to the prevailing market practice and industry standard.

In determining the basis of a Service Provider Participant, the Board will, on a case by case basis, take into account the following factors, including but not limited to (i) the individual performance of relevant Service Provider Participants; (ii) length and type of services provided or will be provided to the Group, recurrence and regularity of such services; (iii) the materiality and nature of the business relationship with the Group; (iv) the background, reputation and track record of the relevant Service Provider Participants; (v) the scale of business dealings with the Group, in particular, whether such Service Provider Participants could bring positive impacts to the Group's business with regard to factors such as the actual or expected increase in the Group's revenue or profits or reduction in costs which is or may be attributable to the Service Provider Participants; and (vi) the Group's future business plans in relation to further collaboration with such Service Provider Participants and the long-term support that the Group may receive accordingly.

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The Directors (including independent non-executive Directors) are of the view that the various criteria for determining the eligibility of the Related Entity Participants and Service Provider Participants (including the scope of each proposed category of Service Provider Participants) as set out above and in Appendix I of this circular were designed in accordance with the actual operational and business needs of the Group which will support its business growth and future plans. Such eligibility criteria will ensure that the grant of Awards under the 2025 RSU Scheme will be in line with its purpose and the long term interests of the Company and its Shareholders, and are appropriate and in line with industry norms. In particular:

- (a) Related Entity Participants will have a sufficiently close relationship with the Group and would likely be in a position to influence the Group's business, reputation, operations and performance;
- (b) Service Provider Participants are those service provider sub-categories that the Company considers to be particularly important to the success of the Group's business and future development, and would enable the Group to preserve its cash resources, and instead, use share incentives to attract persons of talent outside of the Group, whilst also aligning their interests with that of the Group and Shareholders through them owning a proprietary interest in the Company and becoming future Shareholders. In particular:
 - (i) Consultants: The proposed eligibility criteria for consultants are directly aligned with the Group's core business and growth strategy, which highly relies on a continuous pipeline of external professional expertise and market intelligence to assist the Group in the fast-evolving fields of AI, blockchain, and digital transformation. This scope of consultants was determined to allow the Group to attract talented experts who could provide timely advice on crucial innovations, strategies, technical know-how, scalability and security insights, to support the services and product development of the Group.
 - (ii) Suppliers: The proposed eligibility criteria for suppliers reflect the Group's operational requirements and strategic supply chain needs, for which the Group's growth and development of business requires. The scope of suppliers was determined to ensure that the Group would have access to stable and continuous supply of critical technologies, both hardware and software and digital assets, which support the day to day operations of the Group and the implementation of new business offerings.

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- (c) this scope is consistent with, to the best knowledge of the Directors, the practices of peer companies that operate in similar or comparable industries to that of the Group (for example, technology industry) or other companies listed in Hong Kong, and accordingly, the Directors (including the independent non-executive Directors) consider it appropriate to enhance the long-term relationship with these Eligible Participants by aligning their interests with that of the Company and Shareholders.

Based on the above, the Directors (including the independent non-executive Directors) believe that the proposed scope for “Eligible Participants” is in line with the purpose of the 2025 RSU Scheme.

Scheme Limits

Scheme Mandate Limit and Service Provider Sublimit

As at the Latest Practicable Date, there were 367,979,269 Shares in issue. Subject to the obtaining of Shareholders’ approval with respect to the adoption of the 2025 RSU Scheme and assuming that there is no change in the issued Shares between the period from the Latest Practicable Date to the Adoption Date, the maximum number of Shares which may be issued pursuant to all Awards to be granted under the 2025 RSU Scheme together with the number of new Shares which may be issued under any other share schemes of the Company shall be 36,797,926 Shares, being 10% of the Shares in issue (excluding treasury shares) as at the Adoption Date (“**Scheme Mandate Limit**”).

The total number of Existing Shares which may be may be transferred as Award Shares underlying an Award pursuant to the 2025 RSU Scheme is 36,797,926 Shares, being 10% of the Shares in issue (excluding treasury shares) on the date of approval of the 2025 RSU Scheme (“**Existing Shares Scheme Limit**”). For the avoidance of doubt, the Existing Shares Scheme Limit shall not count toward the Scheme Mandate Limit.

The total number of new Shares which may be issued pursuant to Awards to be granted to Service Provider Participants under the 2025 RSU Scheme is 3,679,792 Shares, being not more than 1% of the Shares in issue (excluding treasury shares) as at the Adoption Date (“**Service Provider Sublimit**”).

The Service Provider Sublimit is determined based on the maximum possible number of new Shares that the Company intends to grant to Service Provider Participants and the Company’s future business and development plan. Given fast-growing nature of the Group’s business in the field of technology, Internet of Things as well as its ambition to expand into new areas of artificial intelligence, blockchain, digital assets and Web3 project development following the Company’s rebranding as “MemeStrategy”, the Directors consider that such business growth requires much capital investment, therefore the Group should conserve its cash resources as much as possible in order to support its future business plans. The Directors (including the independent non-executive Directors) consider the Service Provider Sublimit to be appropriate and reasonable, as this sublimit (i) provides the Group with flexibility to provide equity incentives (instead of expending

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cash resources in the form of monetary consideration) to reward and collaborate with persons who are not employees or directors of the Group, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group, which is in line with the purpose of the 2025 RSU Scheme; (ii) has taken into account the rationale behind the scope and eligibility criteria of Service Provider Participants as detailed in this circular; (iii) represents a maximum limit and the Company retains the flexibility to allocate Awards from this sublimit to satisfy Awards to other Eligible Participants depending on business growth and needs in the future as and when appropriate; (iv) has minimal dilution effect arising from the potential grant of Awards to the Service Provider Participants; and (v) is in line with service provider sublimits adopted by other companies listed on the Stock Exchange.

The Company may seek separate approval of the Shareholders in general meeting to grant Awards beyond the Scheme Mandate Limit to Eligible Participants specifically identified by the Company, subject to compliance with the requirements set out in Chapter 17 of the Listing Rules.

Vesting of Awards

As disclosed in the section headed “Vesting Period” in Appendix I to this circular, the vesting period of the Awards shall not be less than twelve (12) months from the Grant Date save for certain circumstances permitted under the rules of the 2025 RSU Scheme.

The Directors are of the view that the vesting period (including the circumstances in which a shorter vesting period may apply) enables the Company to offer competitive remuneration and reward packages to certain Employee Participants in such circumstances that would be justified and reasonable, which is also consistent with the Listing Rules and market practice.

The Directors consider that a shorter Vesting Period may be more beneficial to the Company than a strictly enforced Vesting Period of not less than twelve (12) months for the following reasons:

- (a) Under certain circumstances, a strict requirement of twelve (12) months of vesting may not adequately compensate or reward the grantee, referring to items (a) and (b) in the paragraph headed “Vesting Period” in Appendix I to this circular.
- (b) It would be beneficial to the Company to be able to formulate its talent recruitment and retention strategy according to actual business needs and circumstances, by imposing vesting conditions based on performances instead of arbitrary vesting criteria based on time, which may be more efficient and meaningful in incentivising the grantees, referring to item (c) in the paragraph headed “Vesting Period” in Appendix I to this circular.

LETTER FROM THE BOARD

- (c) It would be beneficial to the Company to be able to reward exceptional performers with accelerated or more compact vesting schedule, which enables the Group to provide a competitive remuneration package to attract and retain individuals, to reward past contribution which may otherwise be neglected due to administrative or compliance reasons and to grant Awards in exceptional circumstances where justified referring to items (d), (e) and (f) in the paragraph headed “Vesting Period” in Appendix I to this circular.
- (d) In certain special circumstances such as change of control, winding-up and/or a compromise or arrangement, referring to items (g) and (h) in the paragraphs headed “Vesting Period”, “Change of control”, “Rights of winding up”, “Rights on a compromise or arrangement” in Appendix I to this circular, the Directors consider that the flexibility to allow for accelerated vesting is beneficial, as it ensures that participants could still benefit from the Awards and be appropriately incentivised despite the occurrence of circumstances beyond their control. This arrangement protects participants’ legitimate interests and sustains morale, which aligns with the scheme’s purpose of incentivisation and retention.

Accordingly, the Directors consider that the shorter vesting period in certain specific circumstances is appropriate and aligns with the purpose of the 2025 RSU Scheme.

Performance Targets

As disclosed in the section headed “Performance Targets” in Appendix I to this circular, the Scheme Administrator may set performance criteria/targets in the Award Letter in respect of Awards granted. Such performance targets may refer to one or more performance measures related to each Grantee according to his/her/its own specific circumstances, based on, (i) business and financial results such as revenue growth, gross margin, cost efficiency and user acquisition or retention; (ii) technology and research milestones such as the launch time for prototypes, product or services development timeline, system accuracy, scalability and reliability; (iii) strategic or market development metrics including the successful execution of partnership or licensing arrangements, product commercialisation, brand building, community engagement and expansion into new geographic or sector markets; and/or (iv) individual or team performance factors such as timely achievement of agreed deliverables, quality of professional advice, innovation, knowledge transfer and leadership contributions. Such performance targets will be assessed periodically and evaluated by the Group over a specified evaluation period, on an absolute basis or a relative basis (such as relative to a pre-established target, to previous year’s results or to a designated comparison group), in each case as specified by the Scheme Administrator in its sole discretion within the limits of the Scheme Rules.

LETTER FROM THE BOARD

The Directors consider that it is not practicable to expressly set out a generic set of performance targets in the 2025 RSU Scheme, since each Grantee has a different position/role with respect to the Group and will contribute differently to the Group in both nature, duration and significance. The Scheme Administrator will have regard to the purpose of the 2025 RSU Scheme in making such determinations, with performance targets generally being in line with common key performance indicators in the industry of the Group, such as quantitative performance targets to be achieved, the Grantee's background/experience, qualitative contributions made or potentially to be made to the Group, and broader audit result trends, subject to amendments or adjustments as the Scheme Administrator deem appropriate.

Clawback

As disclosed in the section headed "Clawback" in Appendix I to this circular, where certain events specified in the Scheme Rules arises, the Scheme Administrator may determine that, with respect to a Grantee, Awards granted but not yet vested shall immediately lapse, and with respect to any Shares delivered or amount paid to the Grantee, the Grantee be required to transfer the same value, whether in Shares and/or cash, back to our Company (or nominee).

The Directors are of the view that the clawback mechanism enables the Company to clawback awards (or the Award Shares underlying such Awards) received by those Grantees in the event of serious misconduct, or adversely harmed the Group, or otherwise exposed the Group to significant risk. In these circumstances, the Company would not consider it in the Company or Shareholders' best interests to incentivise them with proprietary interests of the Company under the 2025 RSU Scheme, nor would the Company consider such Grantees benefiting under the 2025 RSU Scheme to align with the purpose of this scheme. As such, the Company considers this clawback mechanism appropriate and reasonable.

General

As at the Latest Practicable Date,

- (i) the Company had no other share schemes which have not been expired;
- (ii) the Company intends to grant Awards under the 2025 RSU Scheme. The Board will from time to time consider whether to grant any Awards to the Eligible Participants based on a number of factors including, among others, the Group's overall financial performance, the individual performance of the Eligible Participants and their contribution to the revenue, profits or business development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate; and
- (iii) none of the Directors is or will be a trustee of the 2025 RSU Scheme nor has or will have any direct or indirect interest in the trustees of the 2025 RSU Scheme.

LETTER FROM THE BOARD

A summary of the principal terms of the 2025 RSU Scheme is set out in Appendix I to this circular. A copy of the Scheme Rules will be made available for inspection at the EGM and will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://memestrategy.com.hk/>) for not less than 14 days before the date of the EGM.

An application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, any new Shares which may fall to be issued and allotted pursuant to the Award granted under the 2025 RSU Scheme.

THE EGM

The EGM of 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 Friday, 31 October 2025 at 10:00 a.m., during which resolutions will be proposed to the Shareholders to consider and, if thought fit, pass resolutions to approve, the proposed adoption of the 2025 RSU Scheme.

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed, and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://memestrategy.com.hk/>). Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of 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 possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof should the Shareholders so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, the resolution put to vote at the EGM will be taken by way of poll.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholders and any of their respective close associates has any material interest in the adoption of the 2025 RSU Scheme. As such, none of the Shareholders are required to abstain from voting in favour of the resolutions approving the above matters to be proposed at the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on 31 October 2025, the register of members of the Company will be closed from 27 October 2025 to 31 October 2025 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the EGM, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged 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 24 October 2025. All holders of Shares whose names appear on the register of members of the Company on 31 October 2025 will be entitled to attend and vote at the EGM.

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 issuer. 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 are of the opinion that the proposed adoption of the 2025 RSU Scheme is fair and reasonable, in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders and independent Shareholders (as appropriate) to vote in favour of the resolution(s) to be proposed at the EGM to approve the same.

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

The following is a summary of the principal terms of the 2025 RSU Scheme proposed to be adopted at the EGM but does not form part of, nor was it intended to be, part of the terms and/or the rules of the 2025 RSU Scheme nor should it be taken as effecting the interpretation of the 2025 RSU Scheme. The Directors reserve the right at any time prior to the EGM to make such amendments, adjustments or modifications to the 2025 RSU Scheme and the 2025 RSU Scheme Rules as they may consider necessary or appropriate provided that such amendments, adjustments or modifications do not conflict with any material aspects with the summary in this Appendix.

The 2025 RSU Scheme Rules are prepared in English with no official Chinese version. The Chinese translation of the summary of the principal terms of the 2025 RSU Scheme as set forth herein is thus for reference only. In the event of any inconsistency, the English version shall prevail.

Purpose:	The purpose of this Scheme is (a) to provide the Company with a flexible means of remunerating, incentivizing, retaining, rewarding, compensating and/or providing benefits to Eligible Participants; (b) to 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 (c) to 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.
Awards:	Awards in the form of RSUs which may be settled by Award Shares, which can be funded by Shares or an amount equal to the actual price at which such Shares are sold (net of brokerage, trading fees, transaction levies and any other application costs), or a combination of both.
Scheme Administration:	The Scheme shall be administered by the Board and/or any committee of the Board or other person to whom the Board has delegated its authority to administer this Scheme (such as senior management members).

**Eligible
participants:**

Eligible Participants are determined by the Scheme Administrator from time to time to be eligible to participate as grantees under this Scheme, and shall fall under one or more of the below categories:

- (a) *Employee Participant*, being an employee (whether full-time or part-time), director or officer of the Group, including persons who are granted Awards under this Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment.
- (b) *Related Entity Participant*, being an employee (whether full-time or part-time), director or officer of the following: a “holding company” of the Company (as defined in the SFO); a “subsidiary” of a holding company of the Company (as defined in the SFO) other than the Group; or an “associate” of the Company (as defined in the Listing Rules), in each case if the Company is of the view that such grant is in the interests of the long-term growth of the Group.

- (c) *Service Provider Participant*, being a person (including an entity) that falls under one of the below sub-categories and that provides services to the Group on a continuing basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group as determined by the Scheme Administrator pursuant to the below criteria:

Category	Eligibility criteria for Service Provider Participants
Consultants	Professional consultants, advisors, technical consultants and experts that (a) provide advisory or consultancy services that are material or essential to support the growth and development of the Group's businesses, in the fields related to AI model architecture, training, integration and deployment; blockchain networks, decentralized applications, cross-chain strategy, digital assets; regulatory compliance; digital transformation, digital economy, bridging between Web2 and Web3; global and regional branding and marketing specialized in AI, blockchain; (b) engage with the Group on a regular or recurring basis; and (c) have specialties or expertise in areas that supplement the Group's operations or with which the Group would consider important to maintain a close business relationship on an ongoing basis; and (d) operate in the industries of technology, artificial intelligence, blockchains, digital assets, Internet of Things and other business industries in which the Group operates from time to time; and (e) who, or are anticipated to be going forward, a significant business partner, or otherwise significant to the Group's business, with reference to, among other metrics, revenue generation, sales volume, acquisition of new target customers/users or directing of recurring customers/users, research and development, engineering or technical contribution, the design or development or delivery of products/services provided by the Group, or is otherwise significant to the Group, including from a financial, business or operational perspective, as determined by the Scheme Administrator on a case-by-case basis. Such consultants may be able to collaborate with the Group on continuing or discrete projects but may not be able to serve as full-time or part-time employees, directors or officers of the Group.

Category	Eligibility criteria for Service Provider Participants
Suppliers	Those that (a) supply important goods and/or services to the Group that are material or essential to support the growth and development of the Group's businesses, in particular suppliers that supply high performance computing chips and servers for complex artificial intelligence and blockchain computation, model training and deployment; suppliers of sensors, microcontrollers, processors and connectivity modules for Internet of Things; suppliers who provide professional services in relation to research and development in blockchain networks, artificial intelligence modeling and training, software engineering, system architecture and design, cloud infrastructure; product and system design or development in AI-powered applications, decentralised applications, blockchain networks, smart contracts, digital assets; Suppliers who provide distribution services for the niche products/services provided by the Group, product commercialisation, marketing, innovation, corporate branding and strategic planning services specialized in the field of artificial intelligence, blockchains, digital assets, Internet of Things, on a regular or recurring basis, with which the Group would consider important to maintain a close business relationship on an ongoing basis, and in turn, it would be beneficial to the Group's business relationship to grant such supplier with proprietary ownership in the Company and to encourage the supplier to have a vested shareholding interest in the Group and in the Group's future development; (b) operate in the industries of technology, artificial intelligence, blockchains, digital assets, popular culture, Internet of Things, and other business industries in which the Group operates from time to time; and (c) who, or are anticipated to be going forward, a significant business partner, or otherwise significant to the Group's business, with reference to, among other metrics, revenue generation, sales volume, acquisition of new target customers/users or directing of recurring customers/users, research and development, engineering or technical contribution, the design or development or delivery of products/ services provided by the Group, or is otherwise significant to the Group, including from a financial, business or operational perspective, as determined by the Scheme Administrator on a case-by-case basis.

provided that (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity may not be Service Provider Participants for the purposes of the 2025 RSU Scheme.

Scheme Mandate Limit, Existing Shares Scheme Limit, and Service Provider Sublimit:

Scheme Mandate Limit:

The total number of new Shares that may be issued pursuant to all Awards to be granted under this Scheme and awards to be granted under any other share schemes of the Company is:

- (a) initially set at 10% of the Shares in issue as at the Adoption Date, being 36,797,926 Shares (assuming that there are no changes to the Company's issued share capital between the Latest Practicable Date and the EGM); and
- (b) may be subsequently refreshed in accordance with the Scheme Rules and the Listing Rules, as further approved by Shareholders at general meeting.

Award Shares underlying Awards that have lapsed in accordance with the terms of the Scheme Rules (or the terms of any other share schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit.

Existing Shares Scheme Limit

The total number of existing Shares in issue which may be transferred as Award Shares underlying an Award pursuant to this Scheme is set at 10% of the Shares in issue on the Adoption Date, 36,797,926 Shares (assuming that there are no changes to the Company's issued share capital between the Latest Practicable Date and the EGM).

Pursuant to the Scheme Rules, the Company can direct and procure a trustee administering the scheme to make on-market purchases of Shares and transfer the relevant number of existing Shares to satisfy the grants made thereunder. For the avoidance of doubt, the Existing Shares Scheme Limit shall not count toward the Scheme Mandate Limit. Shares which have lapsed in accordance with the terms of the Scheme Rules (or any other share schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit.

As at the Latest Practicable Date, no trustee has been appointed to administer and implement the 2025 RSU Scheme. If a trustee is appointed by the Company in future, it shall comply with the requirements regarding voting arrangements as set out under Rule 17.05A of the Listing Rules.

Service Provider Sublimit

The total number of new Shares that may be issued pursuant to all Awards to be granted to Service Provider Participants under this scheme is:

- (a) initially set at up to 1% of the Shares in issue (excluding treasury shares) as at the Adoption Date, being 3,679,792 Shares (assuming that there are no changes to the Company's issued share capital between the Latest Practicable Date and the EGM); and
- (b) may be subsequently refreshed in accordance with the Scheme Rules and the Listing Rules, as further approved by Shareholders at general meeting.

Refreshing the scheme limit and sublimit:

The Company may refresh the Scheme Mandate Limit and/or the Service Provider Sublimit, as currently in place from time to time, with the approval of Shareholders at general meeting and subject to compliance with the requirements of the Listing Rules.

Any "refreshment" within any three year period, to the extent required by the Listing Rules, shall be approved by Shareholders and subject to the following:

- (a) any controlling shareholder and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and
- (b) the Company will comply with applicable Listing Rules in relation to such refreshment, including Listing Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 (relating to, among others, special requirements for general meetings in respect of transactions that are subject to independent Shareholders' approval and abstentions from voting).

Awards previously granted under the 2025 RSU Scheme and any other share schemes of our Company (and to which provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, canceled or lapsed in accordance with its terms or exercised) and pursuant to the Existing Shares Scheme Limit, shall not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

Individual limit: There is no specific maximum entitlement for each Eligible Participant under the 2025 RSU Scheme. Grants to individuals that exceed the thresholds set out in Chapter 17 of the Listing Rules will be subject to additional approval requirements as required.

Grants of Awards to an individual Eligible Participant shall be subject to the following additional rules:

- (a) Unless approved by the Shareholders in the prescribed manner, the total number of Shares issued and to be issued upon vesting of the Awards granted and to be granted under this Scheme and any other share scheme(s) of the Company to each Eligible Participant (including both exercised and outstanding share options (if any)) in any 12 month period shall not exceed 1% of the total number of Shares in issue;
- (b) Any further grant of Awards to an Eligible Participant which would exceed this limit shall be subject to the relevant requirements in the Listing Rules, which includes separate approval of the Shareholders in general meeting with the relevant Eligible Participant and their associates abstaining from voting. A circular shall be sent to the Shareholders disclosing the information required to be disclosed under the Listing Rules. The number and terms of the Awards to be granted to such Eligible Participant shall be fixed before the Shareholders' approval is sought.

Grants of Awards to any Director, chief executive of the Company or substantial shareholder, or any of their respective associates, shall be subject to the following additional rules:

- (a) Such grant shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed recipient of the grant of Awards).

- (b) Grants to any Director or senior management of the Company, which are made on terms with a vesting period less than 12 months or without a performance target or without a clawback mechanism, shall be reviewed by the Remuneration Committee as to why such term is appropriate and how the grant nevertheless aligns with the purpose of the Scheme.
- (c) In addition,
 - (i) where any grant of Awards (excluding any share options) to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of this Scheme) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue (excluding treasury shares) at the date of such grant; or
 - (ii) where any grant of Awards to an independent non-executive Director or substantial shareholder of the Company, or any of their associates, would result in the number of Shares issued and to be issued in respect of all share options and Awards granted (excluding any share options and Awards lapsed in accordance with the terms of this Scheme and any other share scheme(s) of the Company) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of Shares in issue (excluding treasury shares) at the date of such grant,

such further grant of Awards must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

Purchase price and acceptance:

The Scheme Administrator may determine the amount (if any) payable on application or acceptance of an Award and the period within which any such payments must be made, amounts (if any) and periods shall be set out in the Award Letter, taking into consideration factors such as the prevailing closing price of the Shares, the purpose of the Scheme, the performance and profile of the relevant Grantee(s). For the avoidance of doubt, the Scheme Administrator may determine the Purchase Price to be at nil consideration.

Unless otherwise specified in the Award Letter, the Grantee shall have 5 Business Days from the Grant Date to accept the Award, following which, the portion not accepted by the grantee shall automatically lapse.

Vesting period:

The Scheme Administrator may determine the vesting period and specify such period in the Award Letter. The vesting period of Awards funded by new Shares may not be for a period less than 12 months from the grant date, provided that for Employee Participants, the vesting date may be less than 12 months from the grant date (including on the grant date) in the following circumstances:

- (a) grants of “make whole” Awards to a new Employee Participant to replace the awards that the Employee Participant forfeited when leaving their previous employer;
- (b) grants to an Employee Participant whose employment is terminated due to death or disability or event of force majeure;
- (c) grants of Awards that are subject to the fulfilment of specific and objective performance targets as determined in the conditions of the grantee’s grant in lieu of time-based vesting criteria;

- (d) grants of Awards the timing of which is determined by administrative or compliance requirements not connected with the performance of the Employee Participant, in which case the vesting date may be adjusted to take account of the time from which the Award would have been granted if not for such administrative or compliance requirements;

Note:

This includes the situation where the awards should have been granted earlier (e.g. at the time of employment of a new employee) but such grant is delayed due to administrative or compliance reasons such that all the grants are dealt with and announced at the same time periodically, in which case, the vesting period may be shortened to reflect such time of delay of the grant.

- (e) grants of Awards with a mixed vesting schedule such that the Award vests evenly over a period of 12 months;
- (f) grants of Awards with a total vesting and holding period of more than 12 months;
- (g) acceleration of vesting of Awards in the event of change in control of the Company (as set out in the paragraph headed “Change of control” in this Appendix I), winding up of the Company (as set out in the paragraph headed “Rights of winding-up” in this Appendix I), or a compromise or arrangement (other than a scheme of arrangement) between the Company and its members or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies (as set out in the paragraph headed “Rights on a compromise or arrangement” in this Appendix I); or
- (h) adjustments to the vesting of Awards as a result of alterations of share capital of the Company (as set out in the paragraph headed “Change of control” in this Appendix I).

Performance targets:

The Scheme Administrator may set performance criteria/targets in the Award Letter in respect of Awards granted based on, among others criteria, the following considerations:

Grantee	Considerations
Director and member of senior management of the Company	Business or financial milestones or performance results, transaction milestones, the Grantee's historical, current or anticipated contribution to the Group (including with respect to their experience, expertise, insight, management and oversight, or direction, etc.), as considered appropriate by the Scheme Administrator.
Employee Participant (except a director or member of senior management of the Company)	If the performance appraisal within a specified period (such as in the previous year) reached a level to be further specified in the Award Letter, as determined by the Scheme Administrator (or body designated by the Scheme Administrator).
Related Entity Participant and Service Provider Participant	Contributes, or is likely to contribute, to the long-term development of the Group, with reference to achieving specified targets, among other criteria, financial or business performance, minimum service period, or business collaboration milestones, as determined by the Scheme Administrator (or body designated by the Scheme Administrator).

**Voting and
Dividend
Rights:**

Awards do not carry any right to vote at general meetings of the Company, nor any right to dividends, transfer or other rights. No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award unless and until the Shares underlying an Award are issued or transferred to the Grantee pursuant to the vesting of such Award.

Where Shares underlying vested Awards are issued or transferred to the Grantee's nominated account to be held on trust for the Grantee, a Grantee may give instructions to the manager of the nominated account to exercise the voting rights in respect of those Shares pursuant to the rules of the governing documents.

Clawback:

Where certain events specified in the Scheme Rules arises, the Board may determine that, with respect to a Grantee, Awards granted but not yet vested shall immediately lapse, and with respect to any Shares delivered or amount paid to the Grantee, the Grantee be required to transfer the same value, whether in Shares and/or cash, back to our Company (or nominee). These circumstances are:

- (a) a Grantee ceases to be an Eligible Participant by reason of the termination of the Grantee's employment or contractual engagement with the Group or Related Entity for cause or without notice or with payment in lieu of notice;
- (b) a Grantee has been convicted of a criminal offence involving his/her integrity or honesty; or
- (c) in the reasonable opinion of the Board, a Grantee has engaged in serious misconduct or breaches the terms of this Scheme in any material respect.

Lapse of awards: Unless otherwise specified in the Award Letter, an Award shall lapse automatically in upon the following events:

- (a) the Award not accepted by the Grantee within the acceptance period;
- (b) an Award that was scheduled to vest has not vested due to, for example, the Grantee failing to satisfy the performance criteria;
- (c) the Grantee ceasing to qualify as an Eligible Participant;
- (d) the clawback mechanism being triggered;
- (e) the Grantee having breached its employment or service contract;
- (f) the Grantee having breached any confidentiality obligations or infringed any intellectual property of any member of the Group;
- (g) the Grantee forfeiting the Award;
- (h) the Grantee breaching the rule against transferring the Awards;
- (i) the date of the commencement of the winding-up of the Company; and
- (j) the expiry of the periods referred to in the paragraphs headed “Rights on winding up” and “Rights on a compromise or arrangement”.

Cancellation of Awards: The Scheme Administrator may cancel an Award with the prior consent of the Grantee.

Where the Company cancels an Award granted to an Eligible Participant and makes a new grant to the same Eligible Participant, such new grant, if funded by new Shares, may only be made under the 2025 RSU Scheme with available Scheme Mandate Limit approved by Shareholders as referred to in Rules 17.03B or 17.03C of the Listing Rules, and the Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (and the Service Provider Sublimit).

Term of plan:	10 years commencing on the Adoption Date unless terminated earlier.
Amendment:	The Scheme Administrator may amend this scheme or an Award granted under this scheme, provided that: (a) the amendment must comply with Chapter 17 of the Listing Rules; and (b) Shareholders' approval at general meeting is required for the following: (i) any amendment or alteration to the terms and conditions of the 2025 RSU Scheme that is of a material nature or any amendment or alteration to those provisions that relate to the matters set out in Listing Rule 17.03 to the advantage of Eligible Participants; (ii) any change to the authority of the Board or the scheme administrator to alter the terms of this Scheme; and (c) any amendment or alteration to the terms of an Award the grant of which was subject to the approval of a particular body shall be subject to approval by that same body, provided that this requirement does not apply where the relevant alteration takes effect automatically under existing terms of the 2025 RSU Scheme.
Termination:	The 2025 RSU Scheme shall terminate on the earlier of: (a) the 10th anniversary of the Adoption Date; and (b) such date of early termination as determined by the Board, provided that such termination shall not affect any subsisting rights in respect of the Awards already granted to Eligible Participants.
Restrictions on Awards and transferability:	Awards do not carry any right to vote at general meetings of the Company, nor any right to dividends, transfer or other rights. Awards are personal to the Grantee and shall not be assignable or transferrable, except where a waiver has been granted by the Stock Exchange with respect to the proposed transfer, and such transfer has been made in compliance with the Listing Rules and with the consent of the Company. Following such transfer, the transferee shall be bound by the Scheme Rules and Award Letter as if the transferee was the Grantee.

No Award shall be granted to any Eligible Participant during the following time periods:

- (a) in circumstances prohibited by the Listing Rules or at a time when the relevant Eligible Participant would be prohibited from dealing in the Shares by the Listing Rules (including the Model Code for Securities Transactions by Directors of Listed Issuers, set out in Appendix to the Listing Rules) or by any other applicable rule, regulation or law;
- (b) where the Company is in possession of any unpublished inside information in relation to the Company, until (and including) the trading day after such inside information has been announced; and
- (c) during the periods commencing one month immediately before the earlier of: (x) the date of the board meeting for approving the Company's results for any year or interim (including quarterly) period, and (y) the deadline for the Company to announce such results, and ending on (and including) the date of the results announcement publication, provided that such period will also cover any period of delay in the publication of any results announcement.

**Change of
control**

If there is an event of change in control of the Company as the result of a merger, scheme of arrangement or general offer, or in the event of a dissolution or liquidation of the Company, the Scheme Administrator shall at its sole discretion determine whether the Vesting Dates of any Awards will be accelerated and/or the vesting conditions or criteria of any Awards will be amended or waived (provided they are in compliance with the requirements under Chapter 17 of the Listing Rules), and notify the Grantees accordingly.

If such acceleration of vesting periods and/or amendments in vesting conditions or criteria would result in a change in terms of the Awards granted, such amendment shall be subject to approval requirements under note 2 to Rule 17.03(18) of the Listing Rules.

**Alterations in
share capital:**

In the event of any alteration in the capital structure of the Company by way of capitalization of profits or reserves, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company (other than as a result of an issue of Shares as consideration in a transaction) after the Adoption Date, the Scheme Administrator shall make such corresponding adjustments as the Scheme Administrator in its discretion may deem appropriate to reflect such change with respect to:

- (a) the number of Shares constituting the Scheme Mandate Limit, Service Provider Sublimit or Existing Shares Scheme Limit, provided that in the event of any Share subdivision or consolidation, the Scheme Mandate Limit, Service Provider Sublimit and Existing Shares Scheme Limit as a percentage of the total issued Shares at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision;
- (b) the number of Shares in each Award to the extent any Award has not vested; and
- (c) the Purchase Price of any Award (if any), or any combination thereof.

In respect of any such adjustments, other than any made on a capitalisation issue, the Company's auditors or an independent financial advisor engaged by the Company for such purpose must confirm to the Directors in writing that the adjustments satisfy the relevant requirements of the Listing Rules and are, in their opinion, fair and reasonable either generally or as regards any particular Grantee, provided always that: (i) such adjustment should give each Grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that Grantee was previously entitled prior to such adjustments; and (ii) no such adjustments shall be made which would result in a Share being issued at less than its nominal value. The capacity of the auditors or financial advisor (as the case may be) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees.

**Rights of
winding-up:**

In the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to all the Grantees and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) elect to accelerate the Awards either to its full extent or to the extent specified in such notice, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot and issue and register in the name of the Grantee such number of fully paid Shares to the Grantee which fall to be issued on acceleration of vesting of such Awards.

**Rights on a
compromise or
arrangement:**

In the event a compromise or arrangement (other than a scheme of arrangement) between the Company and its members or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all the Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such compromise or arrangement, and any Grantee (or his legal personal representative) may at any time thereafter (but before such time as shall be notified by the Company) elect to accelerate the Awards either to its full extent or to the extent notified by the Company and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on acceleration of vesting of such Awards.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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MemeStrategy, Inc.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 13 October 2025 in respect of the adoption of the 2025 RSU Scheme (the “Circular”). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of **MemeStrategy, Inc.** (the “Company”) will be held at 10:00 a.m. on 31 October 2025 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, for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

1. **“THAT:**

subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the 2025 RSU Scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the 2025 RSU Scheme be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 RSU Scheme, including but without limitation:

- (i) to administer the 2025 RSU Scheme under which award shares will be granted to the Eligible Participants eligible under the 2025 RSU Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the 2025 RSU Scheme;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) to modify and/or amend the 2025 RSU Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 RSU Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
- (iii) to grant awards under the 2025 RSU Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the 2025 RSU Scheme and subject to the Listing Rules and the Companies Act of the Cayman Islands (the “**Companies Act**”);
- (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the 2025 RSU Scheme and subject to the Listing Rules and the Companies Act; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 RSU Scheme and subject to the Listing Rules and the Companies Act.”

2. “**THAT:**

subject to and conditional on the passing of the ordinary resolution no. 1 set out in this notice and the adoption of the 2025 RSU Scheme, the total number of Shares which may be issued in respect of all options and awards to be granted under the 2025 RSU Scheme and any other share schemes of the Company (i.e. the Scheme Mandate Limit) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. “THAT:

subject to and conditional on the passing of the ordinary resolution no. 1 set out in this notice and the adoption of the 2025 RSU Scheme, within the Scheme Mandate Limit, the Service Provider Sublimit (as defined in the Scheme Rules) on the total number of Shares that may be issued in respect of all share options and share awards to be granted to the Service Provider Participants (as defined in the Scheme Rules) under the 2025 RSU Scheme and any other share schemes of the Company (i.e. 1% of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit) be and is hereby approved and adopted, and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

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

Hong Kong, 13 October 2025

Notes:

- 1 Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not to be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 2 To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’ 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 3 The register of members of the Company will be closed from 27 October 2025 to 31 October 2025, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Company’ branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on 24 October 2025. All holders of shares of the Company whose names appear on the register of members of the Company on 31 October 2025 will be entitled to attend and vote at the EGM.

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.