MemeStrategy, Inc.
迷策略

(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;

(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."

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.