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MemeStrategy, Inc.
迷策略
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2440)

GRANT OF RSUs PURSUANT TO THE 2025 RSU SCHEME

This announcement is made by the Company pursuant to Rule 17.06A, 17.06B and 17.06C of the Listing Rules. Reference is made to the announcements of the Company dated 1 September 2025 and 31 October 2025, and the circular of the Company dated 13 October 2025, in relation to the 2025 RSU Scheme.

GRANT OF RSUs UNDER THE 2025 RSU SCHEME

The Board resolved to grant RSU awards under the 2025 RSU Scheme to the Grantees in accordance with the terms of the 2025 RSU Scheme, subject to acceptance of the Grantees.

Details of the RSU awards granted

Grant Date : 11 November 2025

Grantees :

(i) Mr. Chan Chin Ching, an executive Director, Chairman of the Board, chief executive officer of the Company and substantial shareholder of the Company;

(ii) Mr. Chan Chin Chun, an executive Director and chief product officer of the Company;

(iii) Mr. Kwong Kevin Tak Tsing, an executive Director and chief business officer of the Company;

(iv) five Employee Participants; and

(v) one Service Provider Participant (being SOtify Company Limited, a service provider consultant who provides services in relation to global and regional branding and marketing specialized in artificial intelligence and blockchain. SOtify Company Limited is wholly-owned by Ms. Wan Zee Ngan Fiona).

Awards to be granted	:	A total of 3,301,000 RSUs representing 3,301,000 underlying Shares, of which: (i) 367,000 RSUs representing 367,000 Shares were granted to Mr. Chan Chin Ching; (ii) 367,000 RSUs representing 367,000 Shares were granted to Mr. Chan Chin Chun; (iii) 367,000 RSUs representing 367,000 Shares were granted to Mr. Kwong Kevin Tak Tsing; (iv) 1,768,000 RSUs representing 1,768,000 Shares were granted to the five Employee Participants; and (v) 432,000 RSUs representing 432,000 Shares were granted to one Service Provider Participant, SOtify Company Limited.
Consideration for the Awards	:	USD0.01 per Share, being the par value for the underlying Shares
Proposed exercise price	:	Nil
Exercise	:	The RSUs may not be exercised until vested. Subject to the Scheme Rules and the terms of the relevant grant letter, the Board will procure the issuance of Shares underlying the RSUs vested. The Board may also decide at its absolute discretion to pay to the Grantee in cash an amount which represents the value of the Shares underlying the RSUs vested, in lieu of the issuance of Shares.
Closing price of the Shares on the date of grant	:	HK$2.18 per Share
Vesting period	:	(i) In respect of the Grant of RSUs to Mr. Chan Chin Ching, 100% of the 367,000 RSUs shall vest on the date which is 12 months after the Grant Date; (ii) In respect of the Grant of RSUs to Mr. Chan Chin Chun, 100% of the 367,000 RSUs shall vest on the date which is 12 months after the Grant Date; (iii) In respect of the Grant of RSUs to Mr. Kwong Kevin Tak Tsing, 100% of the 367,000 RSUs shall vest on the date which is 12 months after the Grant Date;

(iv) In respect of the Grant of RSUs to the five Employee Participants,

(a) 40% of the 1,768,000 RSUs shall vest on the date which is 12 months after the Grant Date;

(b) 30% of the 1,768,000 RSUs shall vest on the date which is 24 months after the Grant Date; and

(c) 30% of the 1,768,000 RSUs shall vest on the date which is 36 months after the Grant Date; and

(v) In respect of the Grant of RSUs to one Service Provider Participant, SOtify Company Limited,

(a) 40% of the 432,000 RSUs shall vest on the date which is 12 months after the Grant Date;

(b) 30% of the 432,000 RSUs shall vest on the date which is 24 months after the Grant Date; and

(c) 30% of the 432,000 RSUs shall vest on the date which is 36 months after the Grant Date.

Vesting condition and performance target : Each Grant of RSUs to the Grantees is subject to the satisfaction of the following vesting conditions at each vesting date:

(a) Grantee remains in employment by the Company or its group companies; and

(b) Satisfactory performance review as to be determined at the absolute discretion of the Board.

Clawback mechanism : In the event that:

(a) a Grantee ceases to be an Eligible Participant (within the meaning of the Scheme Rules) by reason of the termination of the Grantee's employment or contractual engagement with the Group or Related Entity (within the meaning of the Scheme Rules) 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 the 2025 RSU Scheme in any material respect,

then the Board may make a determination at its absolute discretion that: (A) any Awards granted to that Grantee but not yet vested shall immediately lapse, regardless of whether such Awards have vested or not, (B) with respect to any Shares issued or transferred to that Grantee pursuant to vesting and exercise of an Award, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2), and/or (C) with respect to any Shares issued or transferred to that Grantee pursuant to vesting and exercise of an Award held by the trustee (which may be appointed) for the benefit of the Grantee, those Shares shall no longer be held on trust for nor inure to the benefit of the Grantee.

Reasons for and benefits of the grant of RSU awards

The Service Provider Participant, SOtify Company Limited, is a consultant which has been providing the Group with services relating to global and regional branding and marketing specialized in artificial intelligence and blockchain. SOtify Company Limited is wholly-owned by Ms. Wan Zee Ngan Fiona. The Board considers that the provision of such branding and marketing services are crucial to the promotion of the Group's products and services, and are rendered in the ordinary and usual course of business of the Group.

The Directors (including the independent non-executive Directors) are of the view that the Grant of RSUs can align the personal interests of these Grantees to those of the Company and its Shareholders, attract and retain talents for the continuous growth and development of the Group's business, reward past efforts and motivate the Grantees to strive for the success of the Company. Such incentives are important in enhancing the morale of employees, as well as recognizing contributions by service providers so as to promote a long-term working relationship. Therefore the Directors (including the independent non-executive Directors) consider that the Grant of RSUs to the Grantees (including SOtify Company Limited, the Service Provider Participant) is in the interests of the Company and its Shareholders as a whole, and aligns with the purpose of the 2025 RSU Scheme.

Having taken into account the market practice, financial and operational results and plans of the Group, the remuneration committee of the Board is of the view that the Grant of RSUs to the Grantees (including SOtify Company Limited, the Service Provider Participant) aligns with the purpose of the 2025 RSU Scheme, as such grant serves as a clear and quantifiable indicator of incentive and reward of contribution by the Grantees to the development of the Group.

LISTING RULES IMPLICATIONS

The 2025 RSU Scheme constitutes a share scheme funded by issuance of new Shares under Chapter 17 of the Listing Rules. The Stock Exchange has granted the approval for the listing of, and permission to deal in, any Shares on the Stock Exchange which may fall to be issued and allotted pursuant to all the Awards granted under the 2025 RSU Scheme. Shares that shall be transferred to the Grantees upon vesting of the Awards may comprise (as the case may be) (i) new Shares, that rank pari passu in all respects among themselves and with all the Shares in issue from time to time, to be issued and allotted to the Grantees and/or (ii) existing Shares in issue to be purchased by the trustee (that may be appointed) on-market or off market out of cash contributed by the Company and/or (iii) Shares so transferred to the trustee (that may be appointed) to be held on trust for the Grantees and set aside for the Awards.

After the Grant of RSUs to the Grantees, 33,496,926 Shares underlying the RSUs will be available for future grants under the scheme mandate limit under the 2025 RSU Scheme and 3,247,792 Shares underlying the RSUs will be available for future grants under the service provider sublimit under the 2025 RSU Scheme.

Mr. Chan Chin Ching is an executive Director, Chairman of the Board, chief executive officer of the Company and a substantial shareholder of the Company (through his 100% interest in Home Development Limited which holds 64.31% of the total issued share capital of the Company as at the date of this announcement). Mr. Chan Chin Chun is an executive Director and chief product officer of the Company. Mr. Kwong Kevin Tak Tsing is an executive Director and chief business officer of the Company. Pursuant to Rule 17.04(1) of the Listing Rules, the Grant of RSUs to each of the Director Grantees had been approved by the Board (including the independent non-executive Directors). Each Director Grantee has abstained from voting so far as the resolution for the approval of the Grant of RSUs to him was concerned. The Grant of RSUs to the Director Grantees form part of the remuneration package under his respective service contract with the Company. Accordingly, such grant is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

The Grant of RSUs to SOtify Company Limited, a Service Provider Participant, exceeds 0.1% of the total issued share capital of the Company (excluding treasury shares, if any) as at the Grant Date. Save as disclosed herein, to the best knowledge, information and belief of the Directors, in respect of the Grant of RSUs pursuant to the 2025 RSU Scheme, as at the date of this announcement, (i) none of the Grantees is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, nor an associate (as defined in the Listing Rules) of any of them; (ii) none of the Grantees has been granted and will be granted RSUs which exceed the individual limit of 1% as required under the Listing Rules; (iii) none of the Grantees is a related entity participant or service provider with awards or options granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue (excluding treasury shares, if any); and (iv) no financial assistance was provided by the Group to the Grantees for the purchase of Shares under the 2025 RSU Scheme.

DEFINITIONS

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

"2025 RSU Scheme"	the restricted share unit scheme of the Company proposed to be approved and adopted by the Shareholders on 31 October 2025
"Awards"	the RSU awards representing an aggregate of 3,301,000 underlying Shares, as set out in the section headed "Grant of RSUs under the 2025 RSU Scheme" in this announcement
"Board"	the board of Directors
"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
"Director Grantees"	Mr. Chan Chin Ching, Mr. Chan Chin Chun and Mr. Kwong Kevin Tak Tsing
"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
"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
"Grant Date"	11 November 2025
"Grant of RSUs"	the grant of RSU awards to the Grantees under the 2025 RSU Scheme, as set out in the section headed "Grant of RSUs under the 2025 RSU Scheme" in this announcement

"Grantee(s)"	the grantee(s) being granted the RSU awards under the 2025 RSU Scheme, as set out in the section headed "Grant of RSUs under the 2025 RSU Scheme" in this announcement
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"RSU(s)"	restricted share unit(s)
"Scheme Rules"	the rules of the 2025 RSU Scheme as amended from time to time
"Service Provider Participant"	person 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 of the 2025 RSU Scheme pursuant to the criteria set out in the Scheme Rules
"Share(s)"	ordinary share(s) in the capital of the Company with a nominal value of USD0.01 each
"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 of America

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

Hong Kong, 11 November 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.