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MemeStrategy, Inc.
迷策略

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2440)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(2) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE, THE
REMUNERATION COMMITTEE AND
THE NOMINATION COMMITTEE**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of MemeStrategy, Inc (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 1 April 2026, Mr. Ng Pui Sun Wesley (“**Mr. Ng**”) resigned as an independent non-executive Director, the member of the audit committee (the “**Audit Committee**”), the chairman of the remuneration committee (“**Remuneration Committee**”), and the member of the nomination committee (the “**Nomination Committee**”) of the Board.

The resignation of Mr. Ng was in anticipation of a potential collaboration between the Company and CASETiFY in the future. Mr. Ng and the Company believe it is prudent for Mr. Ng (CEO and Co-founder of CASETiFY) to step down as independent non-executive Director and appoint a replacement. As at date of this announcement, there are no material and specific discussions or plans regarding such collaboration. Mr. Ng confirmed that as at the date of this announcement, (i) he does not have any claim against the Company in respect of his resignation; (ii) he does not have any disagreement with the Board; and (iii) there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take the opportunity to express its gratitude to Mr. Ng for his invaluable contribution to the Company during his term of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 1 April 2026, Mr. Gao Kun (高錕) (“**Mr. Gao**”) was appointed as an independent non-executive Director, a member of the Audit Committee, the chairman of the Remuneration Committee and the member of the Nomination Committee.

The biographical background of Mr. Gao is as follows:

Mr. Gao, aged 44, is the Co-Founder and Chief Executive Officer of Forge since January 2023, where he leads the development of a next-generation platform empowering gamers to celebrate their achievements and earn rewards for their dedication to gaming. He is a Co-Founder and Chief Business Officer of GGWP since March 2020, a Co-Founder of Crunchyroll, Inc. since June 2006, and Co-Founder and CTO of Frappr.com, since December 2004.

At GGWP, Mr. Gao drives business strategy and partnerships to scale comprehensive solutions that help game developers harness data to identify toxic behavior and create safer, more positive gaming communities. As Co-Founder and founding CEO of Crunchyroll, Inc., he played a key role in building the company into a global leader in anime streaming, connecting fans all over the world with premium content, events, games, and consumer products. As Co-founder and CTO of Frappr.com, he helped launch one of the most successful geolocation social networks.

Prior to founding his own ventures, Mr. Gao worked as a Product Engineer at HOTorNOT and Slide, where he contributed to product development and early social platform innovation.

Mr. Gao was a PhD Candidate in Computer Science at Carnegie Mellon University (2004-2006), focusing on multi-core database systems optimization and pipeline database systems. He earned his Bachelor of Science and Bachelor of Arts degrees in Electrical Engineering, Computer Science, and Applied Mathematics from the University of California, Berkeley (2000-2004).

When determining the nomination and the appointment of Mr. Gao, the Board and the Nomination Committee have considered the nomination policy and Board diversity policy adopted by the Company, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The Board and the Nomination Committee have assessed and reviewed Mr. Gao's independence confirmation letter in accordance with the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), and has been satisfied that Mr. Gao is an independent person in accordance with Rule 3.13 of the Listing Rules. With Mr. Gao's extensive experience in corporate strategy and management, Mr. Gao will provide objective, independent and adequate analysis for the Company's business development, making the Board structure more balanced and enhancing the supervisory function of the Board's operations.

Mr. Gao has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence in acting as an independent non-executive Director at the time of his proposed appointment.

Mr. Gao has entered into a letter of appointment with the Company for serving as an independent non-executive Director for an initial term of three years commencing on 1 April 2026, which shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, unless and until terminated by not less than three months' notice in writing served by either party on the other. Mr. Gao shall hold office until the next annual general meeting of the Company and shall be eligible for re-election at that meeting. Mr. Gao is entitled to receive a Director's fee of HK\$210,000 per annum, which was recommended by the Remuneration Committee after considering the relevant qualifications and experience of Mr. Gao, the remuneration policy of the Company, and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Gao (i) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has not held any other positions with the Company or other members of the Group; (iii) has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iv) does not have any relationship with any Director, senior management or substantial or controlling Shareholders of the Company; (v) has no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (vi) has no other matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ng for his contribution to the Company during his tenure, and would like to extend its welcome to Mr. Gao for his new position.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the above change of independent non-executive Director, the Board further announces that the composition of Board committees has changed as follows, with effect from 1 April 2026:

Audit Committee:

Chairman: Mr. Siu Chi Wai

Members: Ms. Peng Cheng and Mr. Gao Kun

Remuneration Committee:

Chairman: Mr. Gao Kun

Members: Mr. Chan Chin Ching and Mr. Siu Chi Wai

Nomination Committee:

Chairman: Mr. Chan Chin Ching

Members: Ms. Peng Cheng and Mr. Gao Kun

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

Hong Kong, 1 April 2026

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. Gao Kun, Ms. Peng Cheng and Mr. Siu Chi Wai as independent non-executive Directors.