

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**MemeStrategy, Inc.**

**迷策略**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2440)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of MemeStrategy, Inc. to be held at 7th Floor, Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong on Friday, May 22, 2026 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

Whether or not you intend to attend the Annual 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. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meetings. 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.

April 23, 2026

---

## CONTENTS

---

	<i>Page</i>
<b>RESPONSIBILITY STATEMENT</b> .....	1
<b>DEFINITIONS</b> .....	2
<b>LETTER FROM THE BOARD</b> .....	5
<b>APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE MANDATE</b> .....	I-1
<b>APPENDIX II – DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b> .....	II-1
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	AGM-1

---

## **RESPONSIBILITY STATEMENT**

---

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to MemeStrategy, Inc. The Directors (as defined herein), 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.

---

## DEFINITIONS

---

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

“2025 RSU Scheme”	the restricted share unit scheme of the Company proposed to be approved and adopted by the Shareholders on October 31, 2025
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 7th Floor, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on Friday, May 22, 2026 at 10:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified and supplemented from time to time
“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)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HODL”	Home Office Development Limited, a limited liability company incorporated under the laws of the British Virgin Islands, and a controlling Shareholder
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

---

## DEFINITIONS

---

“Issuance Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) of up to 20% of the total number of Shares in issue (excluding treasury Shares) as of the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	April 16, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	December 12, 2022, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of Shares of up to 10% of the total number of Shares in issue (excluding treasury Shares) as of the date of passing of the relevant resolution granting such mandate
“RSU(s)”	restricted share unit(s)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of USD0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“treasury Shares”	has the meaning ascribed under the Listing Rules (as amended from time to time)
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

---

LETTER FROM THE BOARD

---



**MemeStrategy, Inc.**  
**迷策略**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2440)**

*Executive Directors:*

Mr. Chan Chin Ching (*Chairman*)

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. Gao Kun

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

April 23, 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issuance Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATES

At the annual general meeting of the Company held on May 16, 2025, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal in Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the issued Shares (excluding treasury Shares); (ii) a general unconditional mandate to repurchase Shares up to 10% of the issued Shares (excluding treasury Shares); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or the Companies Act or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. The Directors would therefore like to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issuance Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 5 set out in the notice of AGM on pages AGM-2 to AGM-3 of this circular for details of the proposed Issuance Mandate and Repurchase Mandate.

As of the Latest Practicable Date, the number of issued Shares of the Company was 417,029,093 Shares (excluding treasury Shares, if any), assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issuance Mandate will grant to the Directors an authority to issue up to 83,405,818 Shares (excluding treasury Shares, if any).

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chan Chin Ching, Mr. Chan Chin Chun, Mr. Kwong Kevin Tak Tsing, Mr. Lee Alexander Patrick, Mr. Gao Kun, Ms. Peng Cheng and Mr. Siu Chi Wai.

In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every

---

## LETTER FROM THE BOARD

---

Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting by rotation at least once every three years. Accordingly, Mr. Chan Chin Ching, Mr. Chan Chin Chun and Mr. Siu Chi Wai will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

In accordance with Article 112 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Accordingly, Mr. Gao Kun will retire by rotation at the AGM and, being eligible, offer himself for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria (including but not limited to professional experience, talents, skills, knowledge, cultural and education background, gender, age, ethnicity and length of service) set out in the Company's board diversity policy, the director nomination policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on the re-election of the above-mentioned retiring Directors. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

### **RECOMMENDATION OF THE NOMINATION COMMITTEE AND THE BOARD IN RESPECT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS TO BE RE-ELECTED**

The Nomination Committee has considered each of Mr. Gao Kun and Mr. Siu Chi Wai's extensive experiences in their respective professional fields and their work profiles as well as other experiences and factors, details of their biographical are set out in Appendix II to this circular. The Nomination Committee is satisfied that each of Mr. Gao Kun and Mr. Siu Chi Wai had the requisite character, integrity and experience to continuously fulfil their roles as an independent non-executive Directors effectively. The Board is of the view that their re-elections as independent non-executive Directors would be in the interests of the Company and its Shareholders as a whole.

Furthermore each of Mr. Gao Kun and, Mr. Siu Chi Wai, being eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively. The Board considers that each of Mr. Gao Kun and Mr. Siu Chi Wai continues to be independent. During their tenures, they have demonstrated their abilities to provide independent view on the Company's matters. The Nomination Committee is of the view that they can continue to fulfil their role as an independent non-executive Directors and thus recommends them to the Board for it to propose to the Shareholders their re-election at the AGM.

Details of the above-mentioned retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages AGM-1 to AGM-4 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issuance Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://memestrategy.com.hk/>). Whether or not the Shareholders are able to attend the AGM, 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 AGM 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 AGM or any adjournment thereof should the Shareholders so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the Annual General Meeting. Separately, treasury Shares, if any and registered under the name of the Company, shall have no voting rights as at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury Shares in CCASS, abstain from voting at any its general meeting(s) in relation to those shares.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, 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, each of the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on May 22, 2026, the register of members of the Company will be closed from Tuesday, May 19, 2026 to Friday, May 22, 2026 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the AGM, 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 Monday, May 18, 2026. All holders of Shares whose names appear on the register of members of the Company on Friday, May 22, 2026 will be entitled to attend and vote at the AGM.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issuance Mandate and the Repurchase Mandate, and the re-election of Directors to be proposed at the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions at the AGM.

### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

---

## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

---

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. NUMBER OF ISSUED SHARES**

As of the Latest Practicable Date, the issued Shares comprised 417,029,093 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,702,909 Shares, representing 10% of the existing issued Shares (excluding treasury Shares, if any) as of the Latest Practicable Date.

### **3. REASONS FOR REPURCHASES OF SHARES**

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

If the Company repurchases Shares pursuant to the Share Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares as treasury Shares following settlement of such repurchase, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

**4. FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended December 31, 2025 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2025</b>		
April	3.89	2.60
May	2.92	2.29
June	3.10	1.25
July	3.94	2.10
August	4.88	3.32
September	4.10	2.97
October	3.36	2.50
November	2.80	1.97
December	2.54	1.76

---

**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

---

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2026</b>		
January	2.34	1.68
February	1.79	1.41
March	2.33	1.36
April (up to the Latest Practicable Date)	1.63	1.40

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

**8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the power to repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting-in-concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following Shareholders were directly or indirectly interested in 10% or more of the number of issued Shares that carry a right to vote in all circumstances at general meetings of the Company:

As of the Latest Practicable Date, as per register required to be kept by the Company under section 336 of the SFO, to the best of the Directors' knowledge, having made reasonable enquiry, Mr. Chan Chin Ching is interested in 237,027,100 Shares, in which 236,660,100 Shares is held through HODL, a company directly held as to 100% by Mr. Chan Chin Ching and 367,000 underlying Shares in respect of the RSUs granted to him under the 2025 RSU Scheme. Ms. Tsang

---

**APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

---

Lok Sze, being the spouse of Mr. Chan Chin Ching, is deemed to be interested in the 237,027,100 Shares in which Mr. Chan Chin Ching is interested by virtue of the SFO. In the event that the Directors exercise the power in full to repurchase Shares under the Repurchase Mandate, the attributable interest of Mr. Chan and Ms. Tsang would be increased from 56.84% to 63.15% of the total number of Shares in issue. Such increase would not give rise to a general offer obligation under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered and will not effect the repurchases to such extent as would result in the amount of Shares held by the public to be reduced to less than 25%.

**10. SHARE PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

---

## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

### EXECUTIVE DIRECTORS

#### **Mr. Chan Chin Ching (陳展程) (“Mr. Ray Chan”)**

**Mr. Ray Chan**, aged 42, is a technology entrepreneur and investor born and raised in Hong Kong. Mr. Ray Chan was appointed as the executive Director, the Chairman and CEO of the Company on April 1, 2025. Additionally, he is the CEO and Co-founder of 9GAG, one of the world’s top three social media platforms in the humor category based on traffic share according to similarweb.com, with the mission to make the world happier. He is also the CEO and Co-founder of Memeland, a Web3 venture studio building and investing in content, community, and culture.

Mr. Ray Chan’s entrepreneurial journey began in 2008 when he and his Co-founders launched 9GAG. Today, the platform has a global audience of 200 million across various social media channels, including Instagram (56 million), Facebook (40 million), X (16 million), Threads (6.5 million), Pinterest (3.9 million), TikTok (2.8 million), and WhatsApp (1.8 million). 9GAG, with a global user base and influence on internet culture, is an example of a technology company from Hong Kong achieving global reach.

Driven by his vision and passion for blockchain technology, Mr. Ray Chan founded Memeland in 2022. Despite turbulent market conditions, Mr. Ray Chan has quickly led Memeland to become a leader in Web3, creating Asia’s No. 1 digital collectible brand. Memeland has adopted a new paradigm of building blockchain-enabled social products that embrace internet culture and real-world utilities. It has attracted major brand partnerships and, in turn, enhanced community engagement and fueled business growth.

Mr. Ray Chan’s X account (Username: 9GAGCEO) has 1.9 million followers. He has been selected as one of the 50 most influential people in crypto by Coindesk and one of the 30 most influential Hong Kong people in blockchain by BlockTempo in 2024. He has also been named NFT Now’s NFT 100 in 2023, Prestige’s 40 Under 40 in 2021, and Tatler’s Gen.T Leaders of Tomorrow in 2018, among other accolades. He frequently shares his insights and experiences at universities and global conferences. Mr. Ray Chan has been featured in top international media outlets, including CNN, CNBC, Forbes, and The Wall Street Journal. The City University of Hong Kong Press has recently published a book titled “Innovative Attitude: 6+ Trailblazing Startup Founders,” which chronicles his startup journey.

Mr. Ray Chan currently serves as an Honorary Advisor to the World Vision Hong Kong, a Board Member of the Hong Kong Genome Institute, and a Member of the HKSAR Government’s Steering Committee on Prevention and Control of Non-Communicable Diseases.

---

## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Mr. Ray Chan graduated from the University of Hong Kong in 2006 with a Bachelor of Laws degree.

Mr. Ray Chan is the elder brother of Mr. Chris Chan.

Mr. Ray Chan has entered into a service contract with the Company in respect of his appointment as an executive Director for an initial term of three years commencing from April 1, 2025, and will be subject to retirement by rotation and re-election in accordance with the Company's articles of association. Such service contract may be terminated earlier by either party giving to the other not less than three months' notice in writing. Pursuant to his service contract, Mr. Ray Chan is entitled to a director's fee of HK\$69 per annum which was determined by the Board based on the recommendation from the Remuneration Committee with reference to the Company's performance, his duties and responsibilities with the Company, his time commitment and contributions to the Company and the prevailing market conditions. The director's remuneration of Mr. Ray Chan will be subject to annual review by the Remuneration Committee and the Board.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Ray Chan was deemed to be interested in 237,027,100 Shares, in which 236,660,100 Shares is held through HODL and 367,000 underlying Shares in respect of the RSUs granted to him under the 2025 RSU Scheme, representing approximately 56.84% of the issued Shares.

As of the Latest Practicable Date, save as disclosed above, Mr. Ray Chan does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Ray Chan's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### **Mr. Chan Chin Chun (陳展俊) ("Mr. Chris Chan")**

**Mr. Chris Chan**, aged 38, is a technology entrepreneur and investor born and raised in Hong Kong. Mr. Chris Chan was appointed as the executive Director on April 1, 2025. He is also the Chief Product Officer of the Company, overseeing the Group's overall product strategy. With over 17 years of extensive experience in product design, his outstanding achievements have been recognized in the industry. He was named to Forbes' 30 Under 30 List in 2016, a testament to his influence in the internet sector.

---

**APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Mr. Chris Chan is also the Chief Product Officer and Co-founder of the internationally renowned meme platform 9GAG. During his university years, he co-founded the company with his partners, leading product strategy and user experience. He played a pivotal role in shaping the company's mission, establishing core values, and fostering corporate culture, successfully transforming it into a global internet platform serving over 200 million users. Guided by the mission to make the world happier, the company continues to spread happiness and creativity. Additionally, Mr. Chris Chan cofounded Memeland, a Web3 venture studio dedicated to exploring innovative applications of blockchain technology in content, community, and culture, actively advancing the experimentation and growth of Web3 business models.

Mr. Chris Chan graduated from the University of Hong Kong in 2009 with a Bachelor of Arts degree in Architectural Studies. Mr. Chris Chan is the younger brother of Mr. Ray Chan.

Mr. Chris Chan has entered into a service contract with the Company in respect of his appointment as an executive Director for an initial term of three years commencing from April 1, 2025, and will be subject to retirement by rotation and re-election in accordance with the Company's articles of association. Such service contract may be terminated earlier by either party giving to the other not less than three months' notice in writing. Pursuant to his service contract, Mr. Chris Chan is entitled to a director's fee of HK\$69 per annum which was determined by the Board based on the recommendation from the Remuneration Committee with reference to the Company's performance, his duties and responsibilities with the Company, his time commitment and contributions to the Company and the prevailing market conditions. The director's remuneration of Mr. Chris Chan will be subject to annual review by the Remuneration Committee and the Board.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Chris Chan was interested in 367,000 underlying Shares in respect of the RSUs granted to him under the 2025 RSU Scheme, representing approximately 0.09% of the issued Shares.

As of the Latest Practicable Date, save as disclosed above, Mr. Chris Chan does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Chris Chan's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

---

## APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

### INDEPENDENT NON-EXECUTIVE DIRECTOR

#### Mr. Gao Kun (高錕) (“Mr. Gao”)

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 HOT or NOT 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).

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, and will hold office until the first annual general meeting of the Company after his appointment and will thereafter be subject to retirement by rotation and re-election in accordance with the Company’s articles of association. Such letter of appointment may be terminated earlier by either party giving to the other not less than three months’ notice in writing. Pursuant to his letter of appointment, Mr. Gao is entitled to receive a Director’s fee of HK\$210,000 per annum, which was determined by the Board based on the recommendation from the Remuneration Committee with reference to the Company’s performance, his duties and responsibilities with the Company, his time commitment and contributions to the Company and the prevailing market conditions. The director’s remuneration of Mr. Gao will be subject to annual review by the Remuneration Committee and the Board.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Gao does not hold any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

---

## APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

As of the Latest Practicable Date, save as disclosed above, Mr. Gao does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Gao's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### **Mr. Siu Chi Wai (蕭志偉) (“Mr. Victor Siu”)**

**Mr. Victor Siu**, aged 44, was appointed as an independent non-executive Director on April 1, 2025. He is the CEO of GCA Professional Services Group. Since 2021, he has successfully led the group to become a financial advisory and valuation services leader. With over 19 years of professional experience in investment banking, transaction advisory, and valuation, he was appointed in 2024 as a Director of the Business Valuation Board at the International Valuation Standards Council (IVSC). He actively contributes to the development of International Valuation Standards (IVS) and plays a significant role in shaping global valuation standards.

In corporate governance, Mr. Victor Siu serves as an Independent Non-Executive Director for several listed companies, including Reitar Logtech Holdings Limited (NASDAQ: RITR) since August 2024, Sanbase Corporation Limited (Stock Code: 8501) since November 2023, and Magic Empire Global Limited (NASDAQ: MEGL) since August 2022.

Mr. Victor Siu has a diverse professional background spanning entrepreneurship, finance, and public service. From 2016 to 2020, he founded and led Impressed, an innovative laundry startup in Hong Kong, serving as its CEO. In 2015, he worked at UBS AG as a Director, leading multiple public and private fundraising deals. Between 2010 and 2014, he was part of Daiwa Capital Markets Hong Kong Limited's Investment Banking Division, covering the technology sector as Associate Director. From 2008 to 2010, he worked as a Senior Analyst at GCA Professional Services Group. From 2005 to 2008, he launched his career as a Financial Analyst with Canada's Ministry of Finance.

Beyond his corporate roles, Mr. Victor Siu also actively engages in community service. Since 2020, he has served as Vice Chairman of the Kwun Tong West Area Committee and, since December 2023, as the Financial Controller of the DC Charity Foundation.

Mr. Victor Siu graduated from the University of Toronto (Canada) in 2005 with a Bachelor of Business Administration degree. He holds the Chartered Financial Analyst (CFA) designation and is a member of the American Institute of Certified Public Accountants (AICPA).

---

**APPENDIX II                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Mr. Victor Siu has entered into a letter of appointment with the Company in respect of his appointment as an independent non-executive Director for an initial term of three years commencing from April 1, 2025, and will be subject to retirement by rotation and re-election in accordance with the Company's articles of association. Such letter of appointment may be terminated earlier by either party giving to the other not less than three months' notice in writing. Pursuant to his letter of appointment, Mr. Victor Siu is entitled to a director's fee of HK\$210,000 per annum which was determined by the Board based on the recommendation from the Remuneration Committee with reference to the Company's performance, his duties and responsibilities with the Company, his time commitment and contributions to the Company and the prevailing market conditions. The director's remuneration of Mr. Victor Siu will be subject to annual review by the Remuneration Committee and the Board.

As of the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Victor Siu does not hold any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, save as disclosed above, Mr. Victor Siu does not hold any other position in the Company or any of its subsidiaries, has no relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of any other matter in relation to Mr. Victor Siu's re-election that needs to be brought to the attention of the Shareholders and any other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**MemeStrategy, Inc.**

**迷策略**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2440)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of MemeStrategy, Inc. (the “**Company**”) will be held at 7th Floor, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on Friday, May 22, 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended December 31, 2025.
2.
  - (i) To re-elect Mr. Chan Chin Ching as an executive Director.
  - (ii) To re-elect Mr. Chan Chin Chun as an executive Director.
  - (iii) To re-elect Mr. Gao Kun as an independent non-executive Director.
  - (iv) To re-elect Mr. Siu Chi Wai as an independent non-executive Director.
  - (v) To authorise the board (the “**Board**”) of Directors to fix the remuneration of Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, to pass (with or without amendments), the following resolutions as ordinary resolutions:

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“That:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury Shares) of USD0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares (excluding treasury Shares) in issue as of the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as of that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares (excluding treasury Shares) in issue as of the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury Shares) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as of the date of passing this resolution.”

By order of the Board  
**MemeStrategy, Inc.**  
**CHAN Chin Ching**  
*Chairman and Executive Director*

Hong Kong, April 23, 2026

*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, May 19, 2026 to Friday, May 22, 2026, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant 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 for registration not later than 4:30 p.m. on Monday, May 18, 2026.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the Company’s general meetings.
3. In the case of joint holders of shares in the Company, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
5. With respect to resolution no. 2 of this notice, Mr. Chan Chin Ching, Mr. Chan Chin Chun, Mr. Gao Kun and Mr. Siu Chi Wai shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated April 23, 2026.

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