

IMPORTANT
重要提示

Reference is made to the prospectus issued by MemeStrategy, Inc. (the “**Company**”) dated 4 July 2025 in relation to the Rights Issue (the “**Prospectus**”). The PAL and EAF should be read in conjunction with the Prospectus. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.
茲提述迷策略(「**本公司**」)所刊發日期為二零二五年七月四日有關供股之章程(「**供股章程**」)。暫定配額通知書及額外申請表格應與供股章程一併閱覽。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES (“EAF”) WILL EXPIRE AT 4:00 P.M. ON FRIDAY, 18 JULY 2025 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES” BELOW).

本暫定配額通知書(「暫定配額通知書」)乃具有價值及可轉讓，務請即時處理。本暫定配額通知書所載之要約及隨附之額外供股股份申請表格(「額外申請表格」)將於二零二五年七月十八日(星期五)下午四時正(或根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之較後日期及／或時間)截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下對本暫定配額通知書或將採取之行動如有任何疑問或 閣下如已出售或轉讓 閣下於本公司之全部或部分股份，應諮詢 閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus, the EAF and other documents specified in the paragraph headed “12. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書之副本連同供股章程、額外申請表格及於供股章程附錄三「12.送呈香港公司註冊處處長之文件」一段所述其他文件之副本，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長進行登記。香港公司註冊處處長、香港聯合交易所有限公司及香港證券及期貨事務監察委員會對該等文件之任何內容概不負責。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, make no representations 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 PAL.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款之供股股份之買賣可透過中央結算系統交收，務請諮詢 閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問，以了解有關交收安排及該等安排對 閣下權利及權益之影響之詳情。

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算所釐定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵照不時生效之香港結算一般規則及香港結算運作程序規則。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書之中英文版本有任何歧義，概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。



Form A
表格甲

Share Registrar and
Transfer Office:
股份過戶登記處:

Tricor Investor Services Limited
17/F, Far East Finance Centre,
16 Harcourt Road,
Hong Kong
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓



MemeStrategy

MEMESTRATEGY, INC.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 2440)
(股份代號: 2440)

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON THE
RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$1.262 PER
RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON FRIDAY, 18 JULY 2025**

按於記錄日期每持有兩(2)股現有股份獲發一(1)股供股
股份的基準按認購價每股供股股份1.262港元
進行之供股股款須於接納時
(即不遲於二零二五年七月十八日(星期五)下午四時正)繳足

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Registered office:

註冊辦事處:
89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

Principal Place of
Business in the PRC:

中國主要營業地點:
8/F, Building B4,
9 Mozhoudong Road,
Jiangning Economic and
Technological Development
Zone,
Nanjing,
Jiangsu Province,
PRC
中國
江蘇省
南京市
江寧經濟技術開發區
秣周東路9號
B4號樓8層

Principal place of
business

in Hong Kong:
香港主要營業地點:

Room 1920,
19/F, Lee Garden One,
33 Hysan Avenue,
Causeway Bay,
Hong Kong
香港
銅鑼灣
希慎道33號
利園一期19樓
1920室

4 July 2025
二零二五年七月四日

Total number of Shares registered in your name(s) on Thursday, 3 July 2025
於二零二五年七月三日(星期四)以閣下名義登記之股份總數

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than
4:00 p.m. on Friday, 18 July 2025

暫定配發予閣下之供股股份數目，惟須不遲於二零二五年七月十八日(星期五)下午四時正接納時全數繳足股款方可作實

BOX B
乙欄

Total subscription monies payable on acceptance in full*
接納時應全數繳足之認購股款總額*

BOX C
丙欄

HK\$
港元

Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by
banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to "TRICOR TRUST
(HONG KONG) LIMITED - A/C NO. 54" and crossed "Account Payee Only". All cheques or banker's cashier orders will
be presented for payment following receipt.

附註：所有股款必須以港元繳付，支票須由香港持牌銀行之賬戶開出或銀行本票則須由香港持牌銀行發出，兩者均須註
明收款人為「TRICOR TRUST (HONG KONG) LIMITED - A/C NO. 54」並以「只准入抬頭人賬戶」方式劃線開出。所有支
票或銀行本票收訖後將隨即過戶。

Name of bank on which cheque/banker's cashier order is drawn:
支票/銀行本票之付款銀行名稱:

Please insert your contact telephone number here:
請在此填上閣下之聯絡電話號碼:

Cheque/ banker's cashier order number:
支票/銀行本票號碼:

* Subscription monies should be rounded up to the nearest cent
認購金額應向上調整至最接近仙位

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE
每份申請須隨附一張獨立開出之支票或銀行本票
本公司將不會發出股款收據



IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓認購供股股份之權利時，每宗買賣均須繳付香港從價印花稅。實益權益之饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記轉讓本文件所述任何轉讓認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬悉數轉讓其／彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署)

To : The Directors
MemeStrategy, Inc.
致 : 迷策略
列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所述本人／吾等之供股股份認購權悉數轉讓予接受此權利並簽署以下登記申請表格（表格丙）之人士。

1 . _____ 2 . _____ 3 . _____ 4 . _____

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign)
合資格股東簽署（所有聯名股東均需簽署）

Date : _____ 2025

日期：二零二五年 _____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.
轉讓認購供股股份之權利須繳付香港從價印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權之人士填寫及簽署)

To : The Directors
MemeStrategy, Inc.
致 : 迷策略
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：

本人／吾等謹請閣下將表格甲之乙欄所列的供股股份數目登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在本公司的組織章程大綱及細則規限下，接納此等供股股份。

| | | | | | |
|--|-------------------------------------|---------------------|--|--|--|
| | | | Existing Shareholder(s) Please mark "X" in this box 現有股東請於此欄內填上「X」符號 | | |
| To be completed in block letters in ENGLISH . Joint applicants should give address of the first-named applicant only. 請用 英文 正楷填寫。聯名申請人只須填報排名首位申請人之地址。 | | | | | |
| For Chinese applicants(s), please provide your name in both English and Chinese 華裔申請人請填寫中英文姓名 | | | | | |
| Name in English 英文姓名 | Family name/Company name 姓氏／公司名稱 | Other name(s) 別名 | Name in Chinese 中文姓名 | | |
| Names of joint applicant(s) in English (if applicable) 聯名申請人英文姓名（如適用） | | | | | |
| | | | | | |
| Address in English (joint applicants should give the address of the first-named applicant only) 英文地址（聯名申請人僅需填寫排名首位申請人之地址） | | | | | |
| | | | | | |
| | | | | | |
| Occupation 職業 | | | Telephone no. 電話號碼 | | |
| Dividend instructions 股息指示 | | | | | |
| Name and address of bank 銀行名稱及地址 | | | Bank account no. 銀行賬戶號碼 | | |

1 . _____ 2 . _____ 3 . _____ 4 . _____

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署（所有聯名申請人均須簽署）

Date : _____ 2025

日期：二零二五年 _____

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份之權利須繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON FRIDAY, 18 JULY 2025 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 54" AND CROSSED "ACCOUNT PAYEE ONLY".

閣下如欲全數接納本暫定配額通知書所述供股股份的暫定配額，須不遲於二零二五年七月十八日(星期五)下午四時正(或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期或時間)將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，註明收款人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 54**」，並以「只准入抬頭人賬戶」方式劃線開出。

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

有關轉讓及分拆的指示亦載於附頁。

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

本公司將不會就有關股款發出收據。

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

接納本暫定配額通知書所述暫定配額的每位人士均確認其已閱讀附頁及供股章程所載之條款及條件以及接納手續，並同意受其約束。



MEMESTRATEGY, INC.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

4 July 2025

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of MemeStrategy, Inc. dated 4 July 2025 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every two (2) Existing Shares held and registered in your name(s) as at the Record Date (i.e. Thursday, 3 July 2025) at a subscription price of HK\$1.262 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid by the Company the record dates of which fall on or after the date of issue of the fully-paid Rights Shares. As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms are expected to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and the HKSCC Operational Procedures in effect from time to time.

The Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed “LETTER FROM THE BOARD – Conditions of the Rights Issue” in the Prospectus. If the conditions are not fulfilled, the Rights Issue will not proceed.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the PAL in accordance with the instructions printed thereon with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Friday, 18 July 2025 (or, under bad weather conditions and/or extreme conditions, such later date as mentioned in the paragraph “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to **“TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 54”** and crossed **“Account Payee Only”**.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. (Hong Kong time) on Friday, 18 July 2025, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled, and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

APPLICATION FOR EXCESS RIGHTS SHARES

The Qualifying Shareholders may apply, by way of excess application, for (i) any Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance; (ii) any Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders; and (iii) any Rights Shares created from the aggregation of unsold fractions of Rights Shares not provisionally allotted to the Qualifying Shareholders.

Application should be made by completing and signing the EAF enclosed with the Prospectus for excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Friday, 18 July 2025 (or, under bad weather conditions and/or extreme conditions, such later date and/or time as mentioned in the section headed **“EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES”** below). All remittances must be made by cheque or banker’s cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to **“TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 55”** and crossed **“Account Payee Only”**.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of Transfer and Nomination” (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Friday, 18 July 2025 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES**” below). It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Thursday, 10 July 2025 to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS RIGHTS SHARES

The Latest Time for Acceptance will not take place at 4:00 p.m. on Friday, 18 July 2025 if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning or “extreme conditions” is announced by the Hong Kong Government:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 18 July 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares will be extended to 5:00 p.m. on the same day; or
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 18 July 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on 4:00 p.m. on Friday, 18 July 2025, the dates mentioned herein may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable of the Rights Issue as soon as practicable.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and rounded down to the nearest whole number. Any Rights Shares created from the aggregation of fractions of the Rights Shares will be sold in the market for the benefit of the Company if a premium (net of expenses) can be obtained. Any unsold Rights Shares representing the aggregation of the fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders under the EAFs.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders should note that the Shares have been dealt in on an ex-rights basis commencing from Tuesday, 24 June 2025. Dealings in the Rights Shares in the nil-paid form are expected to take place from Tuesday, 8 July 2025 to Tuesday, 15 July 2025 (both dates inclusive).

Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled will bear the risk that the Rights Issue may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect hereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of this PAL together with a cheque or banker's cashier order in payment for the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation.

SHARE CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on Monday, 28 July 2025. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on Monday, 28 July 2025 by ordinary post to the applicants' registered address, at their own risk.

DISTRIBUTION OF THIS PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be despatched to the Qualifying Shareholders.

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

It is the responsibility of any person (including, but not limited to, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Such persons should consult their own professional advisers if in doubt.

GENERAL

Lodgment of this PAL with, where relevant, the “FORM OF TRANSFER AND NOMINATION” (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or share certificates. Further copies of the Prospectus are available at the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of HK Privacy Officer.

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



MEMESTRATEGY, INC.

迷策略

(於開曼群島註冊成立的有限公司)

(股份代號：2440)

敬啟者：

緒言

茲提述迷策略刊發日期為二零二五年七月四日有關供股之章程(「**供股章程**」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。根據供股章程所載條款，董事已按於記錄日期(即二零二五年七月三日(星期四))以閣下名義登記及持有於記錄日期每持有兩(2)股現有股份可獲發一(1)股供股股份之基準，按每股供股股份1.262港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份列於表格甲之甲欄，而閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

供股股份

供股股份一經配發、發行及悉數繳足，將在各方面與當時已發行股份享有同等權利，包括收取本公司於繳足股款的供股股份配發日期或以後可能宣派、作出或派付的所有未來股息及分派的權利。於最後實際可行日期，概無豁免或同意豁免未來股息之安排。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，未繳股款及繳足股款供股股份預期將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算可能釐定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵照不時生效之香港結算一般規則及香港結算運作程序規則。

供股須待供股章程「董事會函件－供股的條件」一段所載之條件獲達成後方可作實。倘該等條件未獲達成，供股將不會進行。

接納及付款手續

閣下如欲全數接納暫定配額，須不遲於二零二五年七月十八日(星期五)下午四時正(香港時間)(或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期)，按暫定配額通知書所印列之指示將暫定配額通知書連同須於接納時全數繳足之股款，送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元支付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，註明收款人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 54**」，並以「只准入抬頭人賬戶」方式劃線開出。

務請注意，除非原承配人或任何有效承讓暫定配額之人士不遲於二零二五年七月十八日(星期五)下午四時正(香港時間)將已填妥之暫定配額通知書連同適當股款交回過戶登記處，否則暫定配額通知書下之有關暫定配額及一切權利及配額將被視為已遭拒絕及將予註銷，而該等供股股份將可供合資格股東以額外申請表格提出申請。本公司可全權酌情將未有按照有關指示填妥之暫定配額通知書視作有效及對交回有關表格或代表其交回有關表格之人士具有約束力。本公司可於較後階段要求相關申請人將未填妥之暫定配額通知書填妥。

申請認購額外供股股份

合資格股東可通過額外申請方式申請，(i)於最後接納時間前已暫定配發但未獲任何合資格股東接納或未繳股款供股股份的受讓人另行認購的任何供股股份；(ii)原應暫定配發予不合資格股東的任何供股股份；及(iii)彙集暫定不配發予合資格股東的零碎供股股份產生的任何供股股份。

閣下須不遲於二零二五年七月十八日(星期五)下午四時正(或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期及／或時間)，按照表格印備之指示填妥及簽署供股章程隨附之額外申請表格，連同就所申請額外供股股份應付之全數獨立股款一併交回過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，以提出申請。所有股款必須以支票或銀行本票以港元支付。支票須由香港持牌銀行賬戶開出，銀行本票亦須由香港持牌銀行發出，註明收款人為「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 55**」，並以「只准入抬頭人賬戶」方式劃線開出。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權，必須填妥及簽署「轉讓及提名表格」（表格乙），並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署「登記申請表格」（表格丙），並須不遲於二零二五年七月十八日（星期五）下午四時正（或於惡劣天氣及／或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響」一段所述之有關較後日期或時間）將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款送達過戶登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）。務請注意，閣下轉讓有關供股股份之認購權予承讓人時，須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。

分拆

閣下如僅欲接納部分暫定配額，或轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之部分認購權，或向超過一名人士轉讓 閣下所持之部分或全部權利，則須不遲於二零二五年七月十日（星期四）下午四時三十分將原暫定配額通知書交回及送達過戶登記處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）予以註銷，過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於 閣下交回原暫定配額通知書後第二個營業日上午九時正後於上文所載過戶登記處之地址領取。務請注意，閣下轉讓認購相關供股股份的權利予承讓人以及承讓人接納有關權利須繳納香港從價印花稅。

惡劣天氣或極端情況對接納供股股份並繳付股款以及申請額外供股股份並繳付股款之最後時限之影響

倘於二零二五年七月十八日（星期五）下午四時正懸掛8號或以上熱帶氣旋警告信號、「黑色」暴雨警告信號或香港政府宣佈「極端情況」，則最後接納時限將不會於上述時間發生：

- (a) 於二零二五年七月十八日（星期五）本地時間中午十二時正之前生效但於中午十二時正之後取消。接納供股股份及繳付股款以及申請認購額外供股股份及繳付股款的最後時限將延至同一營業日下午五時正；或
- (b) 於二零二五年七月十八日（星期五）本地時間中午十二時正至下午四時正期間生效。接納供股股份及繳付股款以及申請認購額外供股股份及繳付股款的最後時限將改為下一個於上午九時正至下午四時正期間的任何時間並無發出上述警告訊號的營業日下午四時正。

倘最後接納時限並無於二零二五年七月十八日（星期五）下午四時正發生，則本文所述的日期可能會受到影響。本公司將在可行情況下盡快以公告方式知會股東有關供股預期時間表的任何變動。

零碎配額

本公司將不會暫定配發及接受任何零碎供股股份之申請。所有零碎供股股份將被彙集，並向下約整至最接近整數。因彙集零碎供股股份而產生的任何供股股份，倘能獲得溢價(扣除開支)，將於市場上出售，收益撥歸本公司所有。任何尚未售出的供股股份(即零碎供股股份總數)將可根據額外申請表格供合資格股東提出額外認購申請。

買賣股份及未繳股款供股股份之風險警告

股東應注意，股份已由二零二五年六月二十四日(星期二)起按除權基準買賣。未繳股款供股股份將於二零二五年七月八日(星期二)至二零二五年七月十五日(星期二)期間(包括首尾兩日)買賣。

直至供股之所有條件獲達成當日買賣股份或未繳股款供股股份之任何股東或其他人士，將相應承擔供股可能不會成為無條件或可能不會進行之風險。建議擬買賣股份及／或未繳股款供股股份的任何股東或其他人士諮詢其專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後過戶，而有關款項賺取的所有利息將撥歸本公司所有。在不影響本公司與此有關的其他權利的情況下，本公司保留拒絕受理任何隨附支票及／或銀行本票於首次過戶時未獲兌現的暫定配額通知書的權利，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。閣下申請認購供股股份時須繳付準確股款金額，以及未繳足股款申請將不獲受理。填妥本暫定配額通知書並連同繳付供股股份之股款支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回)，即表示閣下保證支票或銀行本票可於首次過戶時兌現。

供股股份股票及供股退款支票

待供股條件達成後，所有繳足股款供股股份的股票預期將於二零二五年七月二十八日(星期一)以普通郵遞方式寄發至有權收取人士的登記地址，郵誤風險概由彼等自行承擔。有權收取人士(不包括香港中央結算(代理人)有限公司)(倘為聯名合資格股東，則為排名首位的合資格股東)將會就獲配發及發行的所有繳足股款供股股份獲發一張股票。就全部或部分不獲接納的額外供股股份(如有)申請發出的退款支票，預期將於二零二五年七月二十八日(星期一)以普通郵遞方式寄送至申請人的登記地址，郵誤風險概由彼等自行承擔。

派發本暫定配額通知書及其他章程文件

本暫定配額通知書僅向合資格股東寄發。

章程文件將不會根據香港以外任何司法權區之適用證券法例進行登記或存檔。

向香港以外司法權區派發章程文件可能受法例限制。管有章程文件的人士(包括但不限於股東及股份實益擁有人、代理人、託管人、代名人及受託人)須自行了解並遵守任何有關限制。未有遵守該等限制可能構成違反任何有關司法權區的證券法律。任何股東或股份的實益擁有人如對自身情況有任何疑問，應立即諮詢合適專業顧問的意見。

有意在香港以外地區申供股股份之任何人士(包括但不限於代理人、託管人、代名人及受託人)有責任自行全面遵守相關地區或司法權區之法律及法規，包括取得任何政府或其他同意，以及繳付任何該等地區或司法權區規定應付之相關稅項、徵費及其他費用。任何人士接納供股股份之要約將被視為構成其向本公司作出已全面遵守當地法例及規定之陳述及保證。有關人士如有任何疑問，應諮詢其專業顧問。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即表示交回之人士或各方就處理本暫定配額通知書及收取分拆暫定配額通知書及／或股票擁有最終所有權憑證。如需要額外的更多供股章程，可於過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)索取。

個人資料收集－暫定配額通知書

閣下倘填妥、簽署及交回本暫定配額通知書，即表示同意向本公司及／或過戶登記處及／或彼等各自之顧問及代理人披露個人資料及彼等所需有關閣下或閣下為其利益而接納額外供股股份的人士之任何資料。香港法例第486章個人資料(私隱)條例(「**條例**」)給予證券持有人權利可確定本公司或過戶登記處是否持有其個人資料，索取有關資料之副本，以及改正任何不準確之資料。根據條例，本公司及過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或改正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司之主要營業地點(地址為香港銅鑼灣希慎道33號利園一期19樓1920室)或根據適用法律不時通知之地點並以本公司公司秘書為收件人，或(ii)(視情況而定)於上文所示地址之過戶登記處，並以香港隱私主任為收件人。

此 致

列位合資格股東 台照

承董事會命
迷策略
主席兼執行董事
陳展程
謹啟

二零二五年七月四日