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MemeStrategy, Inc.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
(1) GRANT OF RSUs PURSUANT TO THE 2025 RSU SCHEME; AND
(2) THE 2024 ANNUAL REPORT**

Reference is made to the announcement of MemeStrategy, Inc. (the “**Company**”) dated 11 November 2025 (the “**Announcement**”) in relation to the grant of RSUs under the 2025 RSU Scheme of the Company, and the annual report of the Company for the year ended 31 December 2024 published on 23 April 2025 (the “**2024 Annual Report**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement and the 2024 Annual Report.

GRANT OF RSUs TO THE SERVICE PROVIDER PARTICIPANT

The Board wishes to supplement the Announcement with certain further details regarding the Grant of RSUs.

As disclosed in the Announcement, 432,000 RSUs were granted to one Service Provider Participant, SOfify Company Limited (“**SOfify**”), a service provider consultant who provides services in relation to global and regional branding and marketing specialized in artificial intelligence and blockchain.

Vesting condition and performance target

As disclosed in the Announcement, the Grant of RSUs to SOfify is subject to the satisfaction of the following vesting conditions at each vesting date: (a) Grantee remains in employment by the Company or its group companies; and (b) satisfactory performance review as to be determined at the absolute discretion of the Board.

In determining the fulfilment of condition (b), the Board assesses SOfify’s performance in delivering marketing, branding, and public relations services to the Company during its relevant service period, according to the following performance targets:

- (i) **Marketing and Branding Effectiveness:** Execution of marketing, brand-building and public relations initiatives in Hong Kong and expansion into China and overseas markets.
- (ii) **Media Coverage:** Number of articles produced and published annually on behalf of the Company or its subsidiaries to drive publicity, strengthen brand visibility and enhance corporate reputation.

- (iii) **Event Marketing:** Number of promotional or branding events organised annually to reinforce the Company's market positioning and brand recognition.
- (iv) **Social Media Engagement:** Number of positive posts generated each year as a result of development and execution of social media, broadening the Company's online reach and influence across Hong Kong and other major markets.
- (v) **Corporate Materials:** Number of corporate communication materials produced annually, including press releases, marketing collaterals and stakeholder updates, to promote the Company to investors, partners and potential collaborators.
- (vi) **Product Development:** Number of new products conceptualised and developed in collaboration with the Company's in-house team in areas such as AI, Web3 and other innovation-driven fields.
- (vii) **Stakeholder Engagement:** Strengthening relationships with key stakeholders, including government bodies and affiliated organisations, to support the Company's continued development.

Reasons for and benefits of the Grant of RSUs to SOTify:

In approving the grant of 432,000 RSUs to SOTify, the Board has taken into account the following considerations:

- (i) **Contribution of SOTify:** SOTify is the Company's primary provider of marketing and public relations support and has been instrumental in formulating and executing the Company's branding, communication and investor relations strategies. Its contributions include media outreach, brand positioning, marketing content creation, social media engagement and other initiatives that enhance the Company's visibility and business development.
- (ii) **Expected benefits to the Company:** SOTify's continued support is expected to enhance brand awareness, strengthen public and investor communications, support user growth and business development, and contribute to the Company's long-term corporate image and market presence in Hong Kong, China and overseas markets.
- (iii) **Costs and benefits of the Grant of RSUs to SOTify:** The Board considered that granting RSUs, rather than giving cash compensation, aligns SOTify's interests with those of the Company and its shareholders. The non-cash nature of the award preserves cash resources while incentivising SOTify to contribute to the Company's long-term success.
- (iv) **Alignment with the purpose of the 2025 RSU Scheme:** The Grant of RSUs to SOTify is consistent with the purpose of the 2025 RSU Scheme, which is to incentivise ongoing commitment and long-term collaboration with individuals and service providers who are important to the Company's growth. The RSUs align SOTify's interests with the long-term performance of the Company and help promote a stable and long-term working relationship.

Based on the above, the Board is of the view that the grant of RSUs to SOTify is fair and reasonable, in the interests of the Company and its shareholders as a whole, and consistent with the objectives of the share award scheme.

2024 ANNUAL REPORT

The Board noted that there were inadvertent clerical errors disclosed in the 2024 Annual Report.

The table showing details of movements of the share options granted under the Share Option Scheme during the Reporting Period should be amended as below:

Grantees	Date of grant	Exercise Price (HK\$/share)	Closing price immediately prior to the grant (HK\$/Share)	Outstanding options as of January 1, 2024	Granted	Exercised	Canceled	Lapsed	Outstanding options as of December 31, 2024	Exercise period ^(Note)
Directors										
Ms. Wang Zheshi	March 29, 2023	1.56	1.54	8,902,097	-	-	-	-	8,902,097	March 29, 2024 to March 28, 2033
Mr. Feng Yijing	March 29, 2023	1.56	1.54	5,913,416	-	-	-	-	5,913,416	March 29, 2024 to March 28, 2033
Mr. Wang Jun	March 29, 2023	1.56	1.54	3,184,487	-	-	-	-	3,184,487	March 29, 2024 to March 28, 2033
Other employee participants	March 29, 2023	1.56	1.54	4,500,000	-	-	-	(150,000)	4,350,000	March 29, 2024 to March 28, 2033
Total				<u>22,500,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(150,000)</u>	<u>22,350,000</u>	

Note:

Subject to the vesting conditions as stated in the respective letters of grant of the grantees, the share options granted under the Share Option Scheme will be vested to the grantees in three tranches within three years from the date of grant as follows:

In respect of the grant to the grantees (except Ms. Wang Zheshi, Mr. Feng Yijing and Mr. Wang Jun)

- (i) one-third of the share options granted to each grantee will be vested at any time upon the expiration of 12 months from the date of grant;
- (ii) one-third of the share options granted to each grantee will be vested at any time upon the expiration of 24 months from the date of grant; and
- (iii) one-third of the share options granted to each grantee will be vested at any time upon the expiration of 36 months from the date of grant;

The third last paragraph on page 54 of the 2024 Annual Report should be amended as below (with the change underlined for easy reference):

“The number of options available for grant under the Share Option Scheme mandate as of the beginning and the end of the Reporting Period were nil and nil, respectively.”

The following paragraph should be added as after the last paragraph on page 55 of the 2024 Annual Report:

“The vesting period of awards granted under the Share Award Scheme are subject to the terms and conditions of the rules of the Share Award Scheme and the fulfillment of all vesting conditions to the vesting of the Shares awarded under the Share Award Scheme on such selected participant as specified in the Share Award Scheme and the relevant grant instrument, the awarded Shares held by the trustee on behalf of the selected participant shall vest in such Selected Participant in accordance with the applicable vesting schedule, and the trustee shall cause the awarded Shares to be transferred to such selected participant in accordance with the terms of rules of the Share Award Scheme.”

The following paragraph should be added as note 4 to the table on page 56 of the 2024 Annual Report:

“4. No amounts were payable on application or acceptance of the awards under the Share Award Scheme.”

The following paragraph should be added as the second last paragraph on page 56 of the 2024 Annual Report:

“The total number of shares available for issue under the Share Award Scheme as at the date of this report is 11,843,027, representing approximately 4.83% of the total issued shares (excluding treasury shares) of the Company as at the date of this report.”

Save as disclosed above, other information contained in the 2024 Annual Report remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the 2024 Annual Report.

The Board would like to clarify that the interim report of the Company for the six months ended 30 June 2025 subsequently published on 26 September 2025 included accurate and updated disclosure regarding the Share Option Scheme and Share Award Scheme.

Moreover, both the Share Option Scheme and Share Award Scheme have been terminated with effect on 1 September 2025, as disclosed in the Company’s announcement dated 1 September 2025 (“**Termination Announcement**”) and circular dated 13 October 2025. As disclosed in the Termination Announcement, as at the date of termination, there are no outstanding options that remain unvested or unexercised under the Share Option Scheme, and there are no unvested awards under the Share Award Scheme. No further share options and share awards will be granted pursuant to the terminated Share Option Scheme and Share Award Scheme.

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

Hong Kong, 16 December 2025

As of the date of this announcement, the Board comprises Mr. Chan Chin Ching, Mr. Chan Chin Chun, Mr. Kwong Kevin Tak Tsing and Mr. Lee Alexander Patrick as executive Directors; and Mr. Ng Pui Sun Wesley, Ms. Peng Cheng and Mr. Siu Chi Wai as independent non-executive Directors.