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MemeStrategy, Inc.

迷策略

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY
TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON
A NON-UNDERWRITTEN BASIS**

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that, as at 4:00 p.m. on Friday, 18 July 2025, being the latest time for acceptance of, and payment for, the Rights Shares and the application and payment for excess Rights Shares:

- (1) a total of seven valid acceptances in respect of a total of 121,355,508 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 98.94% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue; and
- (2) a total of seven valid applications for a total of 1,184,394,836 excess Rights Shares have been received, representing approximately 965.59% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue.

Based on the above acceptance and application results, a total of 14 valid acceptances and applications in respect of 1,305,750,344 Rights Shares, representing approximately 1,064.53% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed by 1,183,090,588 Rights Shares, representing approximately 964.53% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue.

DESPATCH OF REFUND CHEQUES AND SHARE CERTIFICATES FOR THE FULLY-PAID RIGHTS SHARES

Refund cheques in respect of wholly and/or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be sent by ordinary post to the applicants to their registered addresses at their own risk on Monday, 28 July 2025.

Subject to approval by the Shareholders of the Increase in Authorised Share Capital at the EGM, it is expected that the share certificates for the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post to their respective registered addresses at their own risk on Friday, 8 August 2025.

The Company will make further announcement(s) as appropriate for further update with regards to the despatch of share certificates, the Rights Issue becoming unconditional and commencement of dealings in fully-paid Rights Shares.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Subject to approval by the Shareholders of the Increase in Authorised Share Capital at the EGM, dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 11 August 2025.

Reference is made to the prospectus of MemeStrategy, Inc. (the “**Company**”) dated 4 July 2025 (the “**Prospectus**”) and the announcements of the Company dated 4 June 2025 and 24 July 2025 in relation to the Rights Issue. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus and the announcement of the Company dated 24 July 2025.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that, as at 4:00 p.m. on Friday, 18 July 2025, being the latest time for acceptance of, and payment for, the Rights Shares and the application and payment for excess Rights Shares:

- (1) a total of seven valid acceptances in respect of a total of 121,355,508 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 98.94% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue; and
- (2) a total of seven valid applications for a total of 1,184,394,836 excess Rights Shares have been received, representing approximately 965.59% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue.

Based on the above acceptance and application results, a total of 14 valid acceptances and applications in respect of 1,305,750,344 Rights Shares, representing approximately 1,064.53% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue, have been received. Accordingly, the Rights Issue was over-subscribed by 1,183,090,588 Rights Shares, representing approximately 964.53% of the total number of 122,659,756 Rights Shares available for subscription under the Rights Issue.

EXCESS RIGHTS SHARES

Based on the valid acceptances of provisional allotments of the Rights Shares under the PALs as mentioned above, a total of 1,304,248 Rights Shares, representing approximately 1.06% of the total number of Rights Shares, were available for excess application under the EAFs.

As the number of Rights Shares available for excess application was insufficient to satisfy all valid applications for excess Rights Shares under the EAFs, the excess Rights Shares will be allocated on a fair and equitable basis in accordance with the principles set out in the section headed “Letter from the Board – The Rights Issue – Basis of allocation of excess Rights Shares” in the Prospectus.

Accordingly, as the number of excess Rights Shares available for subscription under the EAFs represented approximately 0.11% of the total number of 1,184,394,836 excess Rights Shares being validly applied for, the allocation of the 1,304,248 Rights Shares to the Qualifying Shareholders who applied for excess Rights Shares was made on a fair and equitable basis, and as far as practicable on a pro-rata basis of approximately 0.11% by reference to the number of the excess Rights Shares applied for under each application. Reference was only made to the number of excess Rights Shares being applied for but no reference was made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by the Qualifying Shareholders, and no preference was given to applications for topping up odd-lots to whole board lots.

USE OF PROCEEDS

The gross proceeds from the Rights Issue are approximately HK\$154.80 million and the net proceeds from the Rights Issue, after deducting all related expenses for the Rights Issue, are approximately HK\$152.96 million. The net proceeds from the Rights Issue will be applied in accordance with the proposed use of proceeds set forth in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS” in the Prospectus.

CHANGES IN THE SHAREHOLDING STRUCTURE

Subject to approval by the Shareholders of the Increase in Authorised Share Capital at the EGM, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is shown below for reference purpose only:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Home Office Development Limited (Note)	157,773,400	64.31	236,660,100	64.31
Public shareholders	87,546,113	35.69	131,319,169	35.69
Total	245,319,513	100.0	367,979,269	100.0

Note:

Home Office Development Limited is directly wholly owned by Mr. Chan Chin Ching.

DESPATCH OF REFUND CHEQUES AND SHARE CERTIFICATES FOR THE FULLY-PAID RIGHTS SHARES

Refund cheques in respect of wholly and/or partially unsuccessful applications for excess Rights Shares (without interest) are expected to be sent by ordinary post to the applicants to their registered addresses at their own risk on Monday, 28 July 2025.

Subject to approval by the Shareholders of the Increase in Authorised Share Capital at the EGM, it is expected that the share certificates for the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post to their respective registered addresses at their own risk on Friday, 8 August 2025.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares.

Subject to approval by the Shareholders of the Increase in Authorised Share Capital at the EGM, dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 11 August 2025.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Shares, the Group has appointed a securities firm China Zhong Heng Finance Group Limited, an independent third party of the Company, as an agent to provide matching services, on a best effort basis. Shareholders of odd lots of the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up to a full board may contact Mr. Tang Chi Ho at (852) 3618 8682 during the period from 9:00 a.m. on Monday, 11 August 2025 to 4:00 p.m. on Friday, 29 August 2025, both days inclusive. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

The Company will make further announcement(s) as appropriate for further update with regards to the despatch of share certificates, the Rights Issue becoming unconditional and commencement of dealings in fully-paid Rights Shares.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the fulfillment of conditions to enable the Rights Shares to be admitted as eligible securities for deposit, clearance and settlement in CCASS. Accordingly, if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Any dealing in the Shares is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers.

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

Hong Kong, 25 July 2025

As at the date of this announcement, the board of directors of the Company 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.