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If you have sold or transferred all your shares in **Howkingtech International Holding Limited**, 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).

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Howkingtech International Holding Limited
濠暎科技國際控股有限公司*

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

(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “**EGM**”) of Howkingtech International Holding Limited (the “**Company**”) to be held at La Rambla, Shop 3071-73, 3/F, ifc mall, 8 Finance Street, Central, Hong Kong on Friday, 25 April 2025 at 5:00 p.m. is set out on pages 8 to 9 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish. No refreshment will be served at the EGM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 1 April 2025 in relation to the Proposed Change of Company Name and the Proposed Amendments
“Board”	the board of Directors
“Company”	Howkingtech International Holding Limited, 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)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at La Rambla, Shop 3071-73, 3/F, ifc mall, 8 Finance Street, Central, Hong Kong on Friday, 25 April 2025 at 5:00 p.m.
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted by the Company on 11 November 2022
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating the Proposed Change of Company Name to be adopted by the Company at the EGM
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name as set out in Appendix I to this circular

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of name of the Company from “Howkingtech International Holding Limited” to “MemeStrategy, Inc.” and adoption of the Chinese name of “迷策略” as the dual foreign name of the Company
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

Howkingtech International Holding Limited

濠曝科技國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

Executive Directors:

Mr. Chan Chin Ching
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. Ng Pui Sun Wesley
Ms. Peng Cheng
Mr. Siu Chi Wai

Principal place of business in Hong Kong:

Room 1920
19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

10 April 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information on (i) the Proposed Change of Company Name; (ii) the proposed adoption of the New Memorandum and Articles of Association; and (iii) the notice of the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Howkingtech International Holding Limited” to “MemeStrategy, Inc.” and to adopt the Chinese name of “迷策略” as the dual foreign name of the Company subject to the conditions of the Proposed Change of Company Name set out below being fulfilled.

* For identification purpose only

LETTER FROM THE BOARD

3. REASONS FOR THE PROPOSED CHANGE OF NAME

The Company has envisioned a strategic expansion into the cutting-edge domains of Web3 and artificial intelligence after the change of the controlling shareholder. The Proposed Change of Company Name is designed to encapsulate this transformation, symbolizing the Company's dedication and pioneer in these new technologies. By aligning its brand identity with these high-growth technological frontiers, the Company aims to enhance market positioning, reinforce investor confidence, and attract key strategic partnerships, unlocking new avenues for sustainable growth in the evolving digital economy.

4. CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is conditional upon the satisfaction of the following conditions:

- (i) the approval by the Shareholders by way of special resolution at the EGM; and
- (ii) the enter by the Registrar of Companies in Cayman Islands of the new company name on the Companies Register in Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date the new company name is entered in on the Companies Registry in the Cayman Islands. Thereafter, the Company will comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

5. EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Name and details about the change of the English and Chinese stock short names of the Company and the website address of the Company as and when appropriate.

The Proposed Change of Company Name will not affect the Group's business nature, daily business operations and its financial position.

6. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend and restate the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name, with effect from the same time as the Proposed Change of Company Name takes effect.

Details of the Proposed Amendments are set out in Appendix I to this circular.

The Board proposes to put forward a special resolution to the Shareholders for approval at the EGM to adopt the New Memorandum and Articles of Association in substitute for and to the deletion of the Existing Memorandum and Articles of Association. The proposed adoption of the New Memorandum and Articles of Association is subject to the passing of the special resolution by the Shareholders at the EGM.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments comply with the applicable provisions under the Listing Rules. The Company has also received a written confirmation from its Cayman Islands legal advisers, confirming that the Proposed Amendments comply with the applicable laws and regulations in Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the proposed adoption of the New Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

7. CLOSURE OF REGISTER

As disclosed in the Announcement, the register of members of the Company will be closed from 22 April 2025 to 25 April 2025 (both days inclusive), for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on 17 April 2025.

LETTER FROM THE BOARD

8. EGM AND PROXY ARRANGEMENT

The notice convening the EGM to be held at La Rambla, Shop 3071-73, 3/F, ifc mall, 8 Finance Street, Central, Hong Kong on Friday, 25 April 2025 at 5:00 p.m. is set out on pages 8 to 9 of this circular. Special resolutions will be proposed at the EGM for the purpose of considering and if thought fit, approving, inter alia, the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to read this circular and complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar, 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 appointed for holding the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

9. VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions set out in the notice of EGM will be taken by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Change of Company Name, the proposed adoption of the New Memorandum and Articles of Association, and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

11. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association and are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,
By order of the Board
Howkingtech International Holding Limited
CHAN Chin Ching
Chairman and executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Howkingtech International Holding Limited

濠曝科技國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2440)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Howkingtech International Holding Limited (the “**Company**”) will be held at La Rambla, Shop 3071-73, 3/F, ifc mall, 8 Finance Street, Central, Hong Kong on Friday, 25 April 2025 at 5:00 p.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the enter by the Registrar of Companies in Cayman Islands of the new company name on the Companies Register in Cayman Islands, (i) the name of the Company be changed from “Howkingtech International Holding Limited” to “MemeStrategy, Inc.” and (ii) the Chinese name of “迷策略” be adopted as the dual foreign name of the Company (the “**Proposed Change of Company Name**”), with effect from the date of the enter by the Registrar of Companies in Cayman Islands of the new company name on the Companies Register in Cayman Islands; and any one director of the Company or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company;
2. **THAT** subject to the Proposed Change of Company Name becoming effective, with effect from the same as the Proposed Change of Company Name takes effect:
 - (a) the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) be amended in the manner as set out in Appendix I to the circular of the Company dated 10 April 2025 to reflect the Proposed Change of Company Name (the “**Proposed Amendments**”);
 - (b) the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) incorporating and consolidating all the Proposed Amendments (copy of which has been produced to the meeting marked “**A**” and signed by chairman of the meeting for identification purpose) be approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association; and

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) any one director of the Company or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed adoption of the New Memorandum and Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Howkingtech International Holding Limited
CHAN Chin Ching
Chairman and executive Director

Hong Kong, 10 April 2025

Notes:

- (a) A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
- (b) A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
- (c) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (d) To ascertain the members' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 22 April 2025 to Friday, 25 April 2025, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, 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 Thursday, 17 April 2025.
- (e) Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
- (f) If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.howkingtech.com and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at 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. Ng Pui Sun Wesley, Ms. Peng Cheng and Mr. Siu Chi Wai as independent non-executive Directors.

APPENDIX I PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association:

Existing provision	Proposed amendments
COVER	
AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION	<u>SECOND AMENDED AND RESTATED</u> MEMORANDUM AND ARTICLES OF ASSOCIATION
Howkingtech International Holding Limited	MemeStrategy, Inc. (<u>迷策略</u>)
(Memorandum of Association adopted by a special resolution dated 11 November 2022)	(<u>Second Amended and Restated</u> Memorandum of Association adopted by a special resolution dated <u>25 April</u> 11 November 202 <u>5</u> 2)
(Articles of Association conditionally adopted by a special resolution dated 11 November 2022 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited)	(<u>Second Amended and Restated</u> Articles of Association conditionally -adopted by a special resolution dated <u>25 April</u> 11 November 202 <u>5</u> 2 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited)
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF THE COMPANY	
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF Howkingtech International Holding Limited	<u>SECOND AMENDED AND RESTATED</u> MEMORANDUM OF ASSOCIATION OF <u>MemeStrategy, Inc. (<u>迷策略</u>)</u> Howkingtech International Holding Limited
(Adopted by a special resolution dated 11 November 2022)	(Adopted by a special resolution dated <u>25 April</u> 11 November 202 <u>5</u> 2)
1. The name of the Company is Howkingtech International Holding Limited.	1. The name of the Company is <u>MemeStrategy, Inc. (<u>迷策略</u>)</u> Howkingtech International Holding Limited.
AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY	
AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Howkingtech International Holding Limited	<u>SECOND AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION OF <u>MemeStrategy, Inc. (<u>迷策略</u>)</u> Howkingtech International Holding Limited
(Conditionally adopted by a special resolution dated 11 November 2022 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited)	(Conditionally a Adopted by a special resolution dated <u>25 April</u> 11 November 202 <u>5</u> 2 with effect from the listing of shares of the Company on The Stock Exchange of Hong Kong Limited)