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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares or warrants in MECOM Power and Construction Limited, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**MECOM POWER AND CONSTRUCTION LIMITED****澳能建設控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1183)****(Warrant Code: 424)***Executive Directors:*

Mr. Kuok Lam Sek (*Chairman*)
Mr. Sou Kun Tou (*Chief Executive Officer*
and Deputy Chairman)

Independent non-executive Directors:

Ms. Chan Po Yi Patsy
Mr. Cheung Kiu Cho Vincent
Mr. Lio Weng Tong

Registered office in the Cayman Islands:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarters and principal place
of business in Macau:*

Units Q, R and S
6/F, Praça Kin Heng Long-Heng Hoi Kuok
Kin Fu Kuok
No. 258 Alameda Dr. Carlos D'Assumpção
Macau

*Principal place of business
in Hong Kong:*

Level 20
Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan, Hong Kong

8 May 2024

To the holders of the Warrants and, for information only, the shareholders of the Company

Dear Sir/Madam,

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE WARRANTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of MECOM Power and Construction Limited (the “**Company**”) wishes to remind the holders of the bonus warrants issued by the Company (warrant code: 424) (the “**Warrants**”) entitling holders thereof to subscribe for new shares of HK\$0.01 each in the capital of the Company (the “**Share(s)**”) at the adjusted subscription price of HK\$1.19 per Share (for details of the adjustment, please refer to the Company’s announcement dated 6 June 2023) that, in accordance with the terms and conditions of the instrument dated 15 May 2023 constituting the Warrants, the subscription rights attaching to the Warrants (the “**Subscription Rights**”) will expire at 4:00 p.m. on Friday, 24 May 2024. Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Friday, 24 May 2024 will lapse and certificates of the Warrants will cease to be valid for any purpose.

The Company has made the following arrangements regarding dealings in, transfers of and exercise of the Subscription Rights:

1. **the last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Tuesday, 21 May 2024** and trading of the Warrants on the Stock Exchange will cease after 4:00 p.m. on Tuesday, 21 May 2024. The listing of the Warrants will be withdrawn from the Stock Exchange with effect from 4:00 p.m. on Friday, 24 May 2024, and an application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from 4:00 p.m. on Friday, 24 May 2024.
2. the registered holders of the Warrants who wish to exercise their Subscription Rights must lodge with the Company’s share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Share Registrar**”) the following documents **by no later than 4:00 p.m. on Friday, 24 May 2024**:
 - (i) the relevant certificate(s) of the Warrants;
 - (ii) the duly completed and signed subscription forms; and
 - (iii) remittances for the relevant subscription moneys.
3. holders of the Warrants who have not registered their holdings in Warrants under their own names and wish to exercise in whole or in part of any of their Subscription Rights must lodge with the Share Registrar at the abovementioned address the following documents **by no later than 4:00 p.m. on Friday, 24 May 2024**:
 - (i) the relevant duly executed and stamped instruments of transfer and/or other documents of title;
 - (ii) the relevant certificate(s) of the Warrants;
 - (iii) the duly completed and signed subscription forms; and
 - (iv) remittances for the relevant subscription moneys.

Subscription forms and the relevant accompanying documentation lodged with the Share Registrar later than 4:00 p.m. on Friday, 24 May 2024 will not be accepted.

Shares to be issued pursuant to the exercise of the Subscription Rights will rank *pari passu* in all respects with the then existing issued Shares. Under the terms of the instrument of the Warrants, new Shares will be allotted and issued no later than 28 days after the date of the exercise of the Subscription Rights.

The closing prices of the Shares and the Warrants on the Stock Exchange on 2 May 2024 (being the latest practicable date prior to the printing of this circular) were HK\$0.175 per Share and HK\$0.01 per Warrant, respectively.

Unless otherwise specified, the dates and time set out in this circular are based on Hong Kong time.

Holders of the Warrants who are in doubt as to their position or their action to be taken are recommended to consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully
By order of the Board of
MECOM Power and Construction Limited
Kuok Lam Sek
Chairman and executive Director