

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation 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 announcement.



BRETON
博雷頓

Breton Technology Co., Ltd.

博雷頓科技股份有限公司

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 1333)

CONNECTED TRANSACTION ENTERING INTO THE CAPITAL INCREASE AGREEMENT

The Board of the Company is pleased to announce that on April 21, 2026, Breton Intelligent Power, a non-wholly owned subsidiary of the Company, and Breton Energy Saving, an indirect subsidiary of the Company, entered into the Capital Increase Agreement with Investors. Pursuant to the Capital Increase Agreement, Mr. Chen Fangming shall contribute RMB14.25 million in cash, Mr. Zhou Xi (周曦) shall contribute RMB21.25 million in cash, and Mr. Xiong Zhongren (熊重任) shall contribute RMB2.5 million in cash. They shall collectively contribute RMB38 million in cash to increase the capital and expand the share of Breton Energy Saving.

Prior to the Capital Increase, Breton Energy Saving was an indirect subsidiary of the Company. Upon completion of the Capital Increase, the registered capital of Breton Energy Saving will increase from RMB12 million to RMB50 million, and the shareholding percentage of Breton Intelligent Power in the Target Company will decrease from 100% to 24%, and the Target Company will no longer be a subsidiary of the Company, and its financial results will no longer be included in the Group's consolidated financial statements.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Chen Fangming, one of the Investors, is the Director, controlling shareholder and ultimate beneficial owner of the Company. Pursuant to Chapter 14A of the Listing Rules, Mr. Chen Fangming is a connected person of the Company. Therefore, the transaction contemplated under the Capital Increase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Capital Increase exceeds 0.1% but is less than 5%, the Capital Increase is subject to the reporting and announcement requirements, but exempt from the publication of a circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Upon completion of the Capital Increase, Breton Intelligent Power's shareholding in Breton Energy Saving will be diluted from 100% to approximately 24%, which will constitute a deemed disposal of equity interest in a subsidiary. As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Capital Increase are not more than 5%, the aforesaid deemed disposal is not subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to the Listing Rules, the transaction contemplated under the Capital Increase Agreement shall be aggregated with the Previous Connected Transactions. As the highest applicable percentage ratio (as defined under the Listing Rules), after aggregation, exceeds 0.1% but is less than 5%, the transaction contemplated under the Capital Increase Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the publication of a circular and the independent shareholders' approval requirements.

INTRODUCTION

The Board of the Company is pleased to announce that on April 21, 2026, Breton Intelligent Power, a non-wholly owned subsidiary of the Company, and Breton Energy Saving, an indirect subsidiary of the Company, entered into the Capital Increase Agreement with Investors. Pursuant to the Capital Increase Agreement, Mr. Chen Fangming shall contribute RMB14.25 million in cash, Mr. Zhou Xi (周曦) shall contribute RMB21.25 million in cash, and Mr. Xiong Zhongren (熊重任) shall contribute RMB2.5 million in cash. They shall collectively contribute RMB38 million in cash to increase the capital and expand the share of Breton Energy Saving.

Prior to the Capital Increase, Breton Energy Saving was an indirect subsidiary of the Company. Upon completion of the Capital Increase, the registered capital of Breton Energy Saving will increase from RMB12 million to RMB50 million, and the shareholding percentage of Breton Intelligent Power in the Target Company will decrease from 100% to 24%, and the Target Company will no longer be a subsidiary of the Company, and its financial results will no longer be included in the Group's consolidated financial statements.

CAPITAL INCREASE AGREEMENT

The principal terms of the Capital Increase Agreement are summarised as follows:

Date:

April 21, 2026

Parties:

- (1) Breton Intelligent Power, a non-wholly owned subsidiary of the Company;
- (2) Breton Energy Saving;
- (3) Mr. Chen Fangming;
- (4) Mr. Zhou Xi; and
- (5) Mr. Xiong Zhongren.

collectively the “**Parties**”, and each a “**Party**”.

Capital Increase:

- (1) The Parties agree that the registered capital of the Target Company will increase from RMB12 million to RMB50 million, with the new increase of registered capital being RMB38 million;
- (2) Investors shall contribute capital in cash in the total amount of RMB38 million (of which Mr. Chen Fangming shall contribute RMB14.25 million, Mr. Zhou Xi shall contribute RMB21.25 million, and Mr. Xiong Zhongren shall contribute RMB2.5 million) to subscribe for the newly issued registered capital of RMB38 million of the Target Company. The entire amount of RMB38 million shall be credited to the registered capital of the Target Company, and RMB0 shall be credited to the capital reserve of the Target Company.
- (3) Upon negotiation and agreement among the Parties, the subscription price for the Capital Increase shall be RMB1 for each RMB1 of the registered capital.
- (4) At the time of the Capital Increase, Breton Intelligent Power, the Original Shareholder, waives its pre-emptive right in respect of the Capital Increase.
- (5) Following the signing and effectiveness of the Capital Increase Agreement, the Parties shall cooperate with each other to complete the relevant procedures. Mr. Chen Fangming and Mr. Zhou Xi have agreed to fully pay the increased capital contribution, totaling RMB35.5 million, by December 31, 2026. Mr. Xiong Zhongren has subscribed to a total capital contribution of RMB2.5 million, which shall be paid in two installments: the first installment of RMB1.25 million shall be paid by December 31, 2026, and the second installment of RMB1.25 million shall be paid by December 31, 2028.
- (6) The Target Company shall, within a reasonable period after the signing of the Capital Increase Agreement, submit the necessary materials for the change of industrial and commercial registration in respect of the Capital Increase and the name change to the competent industrial and commercial registration authority. Completion of the industrial and commercial registration shall be deemed to constitute completion of the Capital Increase (the “**Completion Date**”). With effect from the Completion Date, Investors shall become the shareholders of the Target Company.

(7) Upon completion of the Capital Increase, the shareholding structure of the Target Company is as follows:

Name of Shareholders	Prior to the Capital Increase Capital Contribution (RMB'0,000)	Prior to the Capital Increase Percentage of Shareholding	After the Capital Increase Capital Contribution (RMB'0,000)	After the Capital Increase Percentage of Shareholding
Breton Intelligent Power	1,200	100%	1,200	24%
Chen Fangming	0	0%	1,425	28.5%
Zhou Xi	0	0%	2,125	42.5%
Xiong Zhongren	0	0%	250	5%
Total	1,200	100%	5,000	100%

The Capital Increase Agreement shall become effective upon being signed by the Parties and approved at the general meeting of the Target Company.

BASIS FOR DETERMINING THE CONSIDERATION UNDER THE CAPITAL INCREASE AGREEMENT

Pursuant to the Capital Increase Agreement, the subscription price for the newly increased registered capital of Target Company by Investors shall be RMB1 for each RMB1 of the registered capital. In June 2025, the Original Shareholder contributed RMB12 million to establish the Target Company, with a registered capital of RMB12 million. Since its establishment, the Target Company has not carried out any actual business activities, nor has it generated any operating income or asset appreciation. Its net assets on the books are derived entirely from the initial capital contribution, calculated as RMB1 per share. The pricing of the Capital Increase is set at RMB1 per share, which is consistent with the net asset value per share. Such pricing was determined through arm's length negotiations among the Parties to the Capital Increase on a voluntary, fair and equitable basis, taking into account the business prospects, operational needs and future funding arrangements of the Target Company. The proceeds from the Capital Increase will be used to invest in mining enterprises or directly invest in and independently operate mining industry projects.

REASONS FOR AND BENEFITS OF ENTERING INTO THE CAPITAL INCREASE AGREEMENT

The Capital Increase is in line with the strategic development plans of both the Group and Target Company, and it will enhance the capital strength and optimize the shareholding structure and corporate governance of the Target Company. The introduction of the Investors as strategic partners will bring more industrial resources (including mining operations, mining rights acquisition, and mining talent) and financial support to the Target Company, which is conducive to its focus on business development and market expansion in the mining sector, and enhance its independent development capabilities. The expansion of the mining market facilitates the introduction and demonstration of the Company's zero-carbon mining solutions, thereby creating significant synergies.

The Directors (including the independent non-executive Directors) confirm that (i) the terms of the Capital Increase Agreement are fair and reasonable; (ii) the terms of the Capital Increase Agreement are entered into on normal commercial terms or better; and (iii) the Capital Increase is in the interests of the Company and its shareholders as a whole.

FINANCIAL IMPACT OF THE CAPITAL INCREASE

The Capital Increase will result in the Target Company no longer being consolidated into the Group's consolidated financial statements. According to the PRC accounting standards, due to the dilution of the Company's interest in the Target Company, the Capital Increase is not expected to record any profit or loss, the actual amount of which is subject to audit.

Upon completion of the Capital Increase, although the Group's shareholding in the Target Company will be reduced, it will not have any material impact on the Group's operations or financial position, nor will it prejudice the interests of the Company and its shareholders.

INFORMATION ON THE TARGET COMPANY

The Target Company is a limited liability company incorporated in the PRC on June 13, 2025, and an indirect subsidiary of the Company prior to the completion of the Capital Increase. Its principal business activities include energy storage technology services, leasing and sales of photovoltaic power generation equipment, solar power technology services, manufacturing and sales of intelligent power transmission and distribution and control equipment, research and development and manufacturing of power distribution switch control equipment, manufacturing and sales of mining machinery, manufacturing and sales of intelligent vehicle equipment, sales and technical services of new energy vehicle-related products, etc. Upon completion of the Capital Increase, it intends to be renamed as "Breton Future Mining (Shanghai) Co., Ltd. (博雷頓未來礦業(上海)有限公司)" (subject to the completion of registration with the industrial and commercial authorities) and will focus on mining-related businesses.

Set out below is a summary of the unaudited financial information of Breton Energy Saving prepared in accordance with the PRC accounting standards:

	As of 31 December, 2025 Amount (RMB'0,000)
Revenue	0.0
Profit/(loss) before taxation	0.0
Profit/(loss) after taxation	0.0
Total assets	1,200.0
Net assets	1,200.0

GENERAL INFORMATION

The Company

The Company is a China-based provider of electric-powered engineering machinery, and is engaged in the design, development and commercialization of battery-electric engineering machinery with autonomous capabilities and provision of intelligent operation services.

Breton Intelligent Power

Breton Intelligent Power is a limited liability company established under the laws of the PRC and a non-wholly owned subsidiary of the Company, principally engaged in the development of packaging technology services, import and export business, sales and leasing of photovoltaic and new energy equipment, research and development services related to motors and energy storage, software development and sales, manufacturing and sales of various power equipment, research and development of energy saving technologies, installation, maintenance and testing of power facilities, as well as power generation, transmission, distribution and supply businesses, etc. Breton Intelligent Power is held as to approximately 66.6667%, 23.8300% and 9.5033% by the Company, Mr. Zhang Xiaohui (張曉暉) and Shanghai Breton Investment Group Co., Ltd. (上海博雷頓投資集團股份公司), respectively, and its ultimate beneficial owner is Mr. Chen Fangming.

Investors

Mr. Chen Fangming is the chairman, general manager, executive Director and controlling shareholder of the Company.

Mr. Zhou Xi and Mr. Xiong Zhongren are both third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Chen Fangming, one of the Investors, is the Director, controlling shareholder and ultimate beneficial owner of the Company. Pursuant to Chapter 14A of the Listing Rules, Mr. Chen Fangming is a connected person of the Company. Therefore, the transaction contemplated under the Capital Increase Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Capital Increase exceeds 0.1% but is less than 5%, the Capital Increase is subject to the reporting and announcement requirements, but exempt from the publication of a circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Upon completion of the Capital Increase, Breton Intelligent Power's shareholding in Breton Energy Saving will be diluted from 100% to approximately 24%, which will constitute a deemed disposal of equity interest in a subsidiary. As the applicable percentage ratios (as defined under the Listing Rules) in respect of the Capital Increase are not more than 5%, the aforesaid deemed disposal is not subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to the Listing Rules, the transaction contemplated under the Capital Increase Agreement shall be aggregated with the Previous Connected Transactions. As the highest applicable percentage ratio (as defined under the Listing Rules), after aggregation, exceeds 0.1% but is less than 5%, the transaction contemplated under the Capital Increase Agreement is subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules, but is exempt from the publication of a circular and the independent shareholders' approval requirements.

At the Board meeting held to consider the Capital Increase, Mr. Chen Fangming, the Director, was deemed to have a material interest in the Capital Increase and has abstained from voting in respect of the Board resolution in relation to the Capital Increase. Save as disclosed above, none of the Directors has any material interests and is required to abstain from voting in respect of the Board resolution in relation to the Capital Increase.

DEFINITIONS

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

“Board”	the board of Directors of our Company
“Breton Intelligent Power” or “Original Shareholder”	Breton Intelligent Power (Shanghai) Technology Co., Ltd. (博雷頓智電(上海)科技有限公司), formerly known as Baipin (Shanghai) Intelligent Technology Co., Ltd. (佰頻(上海)智能科技有限公司), a limited liability company established under the laws of the PRC, a non-wholly owned subsidiary of the Company
“Capital Increase”	the total capital contribution of RMB38 million by the Investors into the Target Company by way of capital increase pursuant to the Capital Increase Agreement, whereby the registered capital of the Target Company will be increased from RMB12 million to RMB50 million
“Capital Increase Agreement”	the Capital Increase Agreement dated April 21, 2026 entered into among Breton Intelligent Power, Breton Energy Saving and the Investors
“Company”	Breton Technology Co., Ltd. (博雷頓科技股份公司), a limited liability company established under the laws of the PRC on November 28, 2016 and converted into a joint stock company with limited liability on November 23, 2022, its H shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 1333)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investors”	Mr. Chen Fangming (陳方明), Mr. Zhou Xi (周曦) and Mr. Xiong Zhongren (熊重任)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Connected Transactions”	the transaction contemplated under the capital increase agreement dated June 4, 2025 entered into among the Company, Breton Intelligent Power, formerly known as Baipin (Shanghai) Intelligent Technology Co., Ltd., and Shanghai Breton Investment Group Co., Ltd. (上海博雷頓投資集團股份公司), formerly known as Shanghai Yijin Investment Co., Ltd. (上海易津投資股份有限公司), and the transaction contemplated under the capital increase agreement dated December 2, 2025 entered into among the Company, Breton (Shanghai) Intelligent Technology Co., Ltd., a wholly-owned subsidiary of the Company, Shanghai Breton Investment Group Co., Ltd., Mr. Cui Hongyang, Mr. Huang Haike and Mr. Bai Furu, please see the announcements of the Company dated June 4, 2025 and December 2, 2025 for further details respectively
“Target Company”	Breton (Shanghai) Energy Saving Technology Co., Ltd. (博雷頓(上海)節能技術有限公司) (proposed to be renamed as “Breton Future Mining (Shanghai) Co., Ltd. (博雷頓未來礦業(上海)有限公司)”), a limited liability company established under the laws of the PRC, an indirect wholly-owned subsidiary of the Company prior to the completion of the Capital Increase
“RMB”	Renminbi, the lawful currency of China

By Order of the Board
Breton Technology Co., Ltd.
Mr. Chen Fangming

Chairman, General Manager and Executive Director

Hong Kong, April 21, 2026

As at the date of this announcement, the Directors are (i) Mr. Chen Fangming, Mr. Qiu Debo, Mr. Sun Kanghua, and Ms. Yang Hui as executive Directors; (ii) Mr. Cao Haiyi, and Mr. Wang Zhenkun as non-executive Directors; and (iii) Mr. Zhou Yuan, Mr. Gui Zhenhua, Dr. Jiang Bailing, and Mr. YIM, Chi Hung Henry as independent non-executive Directors.